

MANAKSIA ALUMINIUM COMPANY LIMITED

CODE OF CONDUCT

TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

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MANAKSIA ALUMINIUM COMPANY LIMITED

CODE OF CONDUCT

TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND IMMEDIATE RELATIVES OF DESIGNATED PERSONS

As originally approved by the Board of Directors through Circular Resolution dated 15th May, 2015 which was further revised by the Board of Directors in its meeting held on 13th February, 2019 and is effective from 01st April, 2019

CHAPTER – I

INTRODUCTION

Insider trading means dealing in securities of a company listed/ traded on any stock exchange in India based on, or when in possession of, unpublished price sensitive information.

With a view to govern the conduct of insiders on matters relating to insider trading, the Securities and Exchange Board of India (SEBI) had formulated Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as 'The Regulations').

Sub-regulation (1) of Regulation 9 inter-alia, requires all listed companies to frame a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons and immediate relatives of designated persons by adopting the minimum standards as set out in Schedule B to the Regulations.

Sub-regulation (1) of Regulation 8 requires all listed companies to formulate and publish on its website, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information by adopting the minimum standards as set out in Schedule A to the Regulations.

MANAKSIA ALUMINIUM COMPANY LIMITED ("MALCO") has formulated this Code of Conduct called MANAKSIA ALUMINIUM COMPANY LIMITED Code of Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code"). All the Directors, Designated Persons, officers and other connected persons of MALCO are governed by the Code.

All the Directors, Designated Persons, officers and connected persons of MALCO are advised to carefully go through and familiarize themselves with and adhere to the Regulations and the Code.

1. THE POLICY AND OBLIGATIONS

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information ("UPSI") and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Director, Designated Person, Officer and connected person of the Company has a duty to safeguard the confidentiality of all such UPSI obtained in the course of his or her work at the Company. No Director, Designated Person, Officer and connected persons may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, MALCO hereby notifies that this code of conduct is to be followed by all directors, Designated Persons, officers, and connected persons.

2. APPLICABILITY

This Code shall apply to all Directors, Designated Persons, officers and connected persons of MANAKSIA ALUMINIUM COMPANY LIMITED.

3. DEFINITIONS

- (i) **"Act "** means the Securities and Exchange Board of India Act, 1992 (15 of 1992) (including any amendment or re- enactment thereof);
- (ii) **"Body corporate"** means a body corporate as defined under the Companies Act
- (iii) **"Company" or "the Company"** means MANAKSIA ALUMINIUM COMPANY LIMITED
- (iv) **"Compliance Officer"** means the Company Secretary of the Company.
- (v) **"Connected Person"** means—
 - (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:

- (a). an immediate relative of connected persons specified in clause (i); or
 - (b). a holding company or associate company or subsidiary company; or
 - (c). an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - (d). an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e). an official of a stock exchange or of clearing house or corporation; or
 - (f). a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g). a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h). an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (i). a banker of the company; or
 - (j). a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest
- (vi) **“Trading”** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities and "trade" shall be construed accordingly.
- (vii) **“immediate relative ”** shall means a spouse of a person and includes parents, sibling, child of such person or of the spouse, any one of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- (viii) **“Free Period”** means any Period other than the Prohibited Period.
- (ix) **“insider trading”** means—
- (i) an act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities by any director or key managerial personnel or any other officer of a company either as principal or agent if such director or key managerial personnel or any other officer of the company is reasonably expected to have access to any non- public price sensitive information in respect of securities of company; or
 - (ii) an act of counselling about procuring or communicating directly or indirectly any non-public price-sensitive information to any person;
- (x) **“Insider”** means any person who is:
- (i) a connected person , or
 - (ii) in possession of or having access to such unpublished price sensitive information.

- (xi) **“Unpublished Price Sensitive Information ”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions.
 - (v) changes in key managerial personnel.
- (xii) **Prohibited Period” means;**
- 1. Period as defined in clause 8.3 of this code
 - 2. Such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman and Managing Director of the Company.
- (xiii) **“Trading Window”** shall have the meaning ascribed thereto in clause 8 of the Code.
- (xiv) **“trading day”** means a day on which the recognized stock exchanges are open for trading.
- (xv) **“generally available information”** means information that is accessible to the public on a non-discriminatory basis.
- (xvi) **“promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (xvii) **“securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- (xviii) **“immediate relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

4 Compliance Officer

The Company has appointed the Company Secretary as Compliance Officer who shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board but not less than once in a year. In the absence of the designated/ appointed Compliance Officer, the Chairman shall be authorised to appoint a person to act as the Compliance Officer in the period of absence.

4.1 Duties of Compliance Officer:

1. He shall maintain a record of Designated Persons and any changes made to the list of Designated Persons.
2. He may in consultation with the Chairman and Managing Director and shall as directed by the Board, specify Prohibited Period from time to time and immediately make an announcement thereof.
3. He shall maintain a record of Prohibited Period specified from time to time.
4. He shall maintain records of all the declarations submitted in the appropriate form given by the Directors, Designated Persons, officers and connected persons for a minimum period of five years. The declarations may be taken and preserved in either physical form or electronic form.
5. He shall place before the Chairman/ Managing Director, at regular intervals, all the details of the dealing in the securities by Directors, Designated Persons, officers and connected persons of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in these rules.
6. He shall assist all the employees/ directors in addressing any clarifications regarding SEBI (Prohibition of Insider Trading) Regulation, 2015 and the Company's code of conduct.
7. He shall be responsible for overseeing and co-ordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure and report to the Chairman/ Managing Director of the Company.
8. He shall ensure that prohibited period is intimated to all concerned at least 48 hours before the commencement of the said period.
9. If the Company/ compliance officer observes that there has been a violation of the Regulations, SEBI must be informed by the Compliance Officer.

5 Preservation of "Unpublished Price Sensitive Information"

5.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

5.2 Need to Know

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the company who need the information for legitimate purposes, performance of duties or discharge of his legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

5.3 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted/ destroyed after its use.

6 Prohibition on Dealing, Communicating or Counseling on Matters Relating to Insider Trading:

No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the company or its securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or its securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

For the purpose of this Policy, the term "legitimate purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professional or other advisors or consultants, which sharing carried out to evade or circumvent the prohibitions of these regulations.

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the PAN or any other identifier authorized by law where PAN is available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non- tampering of the database.

CHAPTER – III

TRADING RESTRICTION & PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”

All Directors, Designated Persons, officers and connected persons of the Company including their immediate relatives shall be subject to trading restriction as enumerated below:

7 Trading Plan

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

7.1 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

7.2 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

However, pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Further, trading window norms and restriction on contra trade shall not be

applicable for trades carried out in accordance with an approved trading plan.

7.3 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

7.4 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

8 Trading Window

8.1 The period prior to declaration of Unpublished price sensitive information is particularly sensitive for transaction in the Company's securities. This sensitivity is due to the fact that the Directors, Designated Persons, officers and connected persons will, during that period, often possess unpublished price sensitive information.

The Directors, Designated Persons, officers, connected persons and their immediate relatives shall not trade in the company's securities when the trading window is closed. The period during which the trading window is closed shall be termed as Prohibited Period. The intimation of closure shall be made through email and/ or through the website of the Company. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information.

8.2 Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the following purposes-

- a. Financial results
- b. dividends
- c. change in capital structure
- d. mergers, de-mergers, acquisitions, delistings, disposals and expansion of

business and such other transactions
e. changes in key managerial personnel

8.3 In respect of declaration of financial results, the Trading Window shall be closed at least 7 days prior to the date of Board Meeting wherein the quarterly or annual standalone/ consolidated financial results, as the case may be, are declared.

The closure of Trading Window for purposes other than declaration of financial results and for which a specific notice/ intimation is required to be given to stock exchange shall commence from the date on which intimation of the date of Board meeting for consideration of any such Price Sensitive Information is given to Stock Exchange.

However, if the circumstances so warrant, the time for closing the Trading Window may be increased or decreased by the Compliance Officer with the approval of Chairman/ Managing Director of the Company.

Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

8.4 The timing for re-opening of the trading window for the information referred in 8.2 shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

8.5 All Directors, Designated Persons, officers and connected persons of the company shall conduct all their dealings in the securities of the Company only during the valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited periods or during any other period as may be specified by the Company from time to time.

8.6 The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

8.7 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

9 Pre-clearance of trades

9.1 All Directors, Designated Persons, officers and connected persons of the Company and their immediate relatives who intend to deal in the securities of the company in excess of Rs. 10,00,000/- whether in one or a series of transactions over any calendar quarter shall require prior clearance from the Compliance Officer.

No Directors, Designated Persons, officers and connected persons shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

9.2 The Clearance shall be obtained as per the procedure prescribed below:

9.2.1 An application is to be made to the compliance officer as per the enclosed format **(Form -I)** indicating the estimate number of securities that the Directors, Designated Persons, officers and connected persons intends to deal in, the details of securities held in physical form as to folio no., the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this regard.

9.2.2 Each Directors, Designated Persons, officers and connected persons shall execute in favour of the Company an undertaking in the enclosed format **(Form -I)** for getting the trades cleared.

The Compliance Officer shall on receiving an application provide the Directors, Designated Persons, officers and connected persons with an acknowledgement on the duplicate of the application.

The Compliance Officer shall grant approval within 2 working days from the date of acknowledgement.

The Compliance Officer shall retain copies of all applications and acknowledgements.

In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed deal is on the basis of possession of any unpublished Price Sensitive Information. There shall be no obligation to give reasons for any withholding of consent.

If so requested by the Compliance Officer, Directors, Designated Persons,

officers and connected persons must ensure that his stockbroker is authorised to disclose to the Company all matters relevant to his share dealings.

- 9.3 The Directors, Designated Persons, officers and connected persons and their dependents shall execute their transactions within one week after the pre-clearance failing which they have to pre-clear the transactions again.

10 Minimum Period for holding of Securities

- a. All Directors, Designated Persons, officers, connected persons or their dependents who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Directors, Designated Persons, officers and connected persons shall also not take positions in derivative transactions in the shares of the Company at any time.
- b. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.
- c. If a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- d. In the case of subscription under ESOP Scheme(s) of the Company, the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted. However, in case the sale of securities is necessitated by personal emergency, the holding period may be waived by Compliance Officer after recording in writing reasons in this regard. The application for this approval should be made to the Compliance Officer in Form 'I' (as attached to this code).

The aforesaid restrictions on entering into opposite transaction shall not apply to acquisition of securities in the primary market or pursuant to exercise of options vested under any ESOP Scheme(s) of the Company.

CHAPTER – IV

REPORTING AND DISCLOSURE REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

11. Reporting Requirements for transaction in securities

- 11.1 All Directors, Designated Persons, officers and connected persons shall forward to the Compliance Officer following details of their securities transactions including the statement of their immediate relatives:
- (a) All holdings in securities of the company, at the time of joining the company in **Form -II**;
 - (b) Annual statement of all holdings in securities of the Company in **Form -III** within 15 days.
- 11.2. Every promoter, key managerial personnel and director of every company whose securities are listed on any recognised stock exchange shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of SEBI (Prohibition of Insider Trading) Regulations 2015 taking effect
- 11.3. Every person on appointment as a key managerial personnel or a director of the Company shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter
- 11.4 Every promoter, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees.
- 11.5 The Compliance Officer shall maintain records of all the declarations/ undertakings/ forms as mentioned in this Code, as received from time to time, for a period of five years.
- 11.6 The Compliance Officer shall place before the Board of Directors of the Company at its next meeting all the details of the dealing in the securities by Designated Persons/ Director/ Officer of the company and the accompanying documents that such persons had executed under the pre- dealing procedure as envisaged in this Code.

11.7 Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

12. Disclosure by Company to Stock Exchange

Pursuant to Regulation 7(2)(b) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, within 2 trading days of the receipt of the information under Clause 11.2, 11.3 and 11.4 above, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

The Company is required to frame a Code of Fair Disclosure for prevention of Insider Trading and the same is appended hereto.

MISCELLANEOUS

13. Penalty for breach of code of conduct

- a) The Directors/ Designated Persons who violate the code of conduct shall be subject to disciplinary action by the Company that may include wage freeze, suspension etc. and shall be ineligible for future participation in Employees Stock Option Plan (ESOP).
- b) The persons required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of Regulation 9, that there has been a violation of these regulations, they shall inform the Board promptly.
- c) The action by the Company shall not preclude SEBI or other Regulatory authorities from taking any action against those who are found guilty of Insider Trading.
- d) If any person enters into Insider Trading, he shall be punishable with imprisonment for a term which may extend to five years or with fine which shall not be less than five lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher, or with both.

14. Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Company and/ or Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI must be informed by the Company.

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUTES FULLY.

FORM I

MANAKSIA ALUMINIUM COMPANY LIMITED

(Under MANAKSIA ALUMINIUM COMPANY LIMITED Code of Conduct for Prevention of Insider Trading)

The Compliance Officer

MANAKSIA ALUMINIUM COMPANY LIMITED
8/1, Lal Bazar Street, Bikaner Building, 3rd Floor
Kolkata – 700 001

Internal use

Recd date and time:

Sign:

SUB: APPLICATION FOR TRADING IN SHARES OF THE COMPANY AND UNDERTAKING

Dear Sir,

I, _____, a Designated Employee/ Director/ Officer of _____ (Name of the Company), propose to trade in the Shares of the Company as per details hereunder:

Name of person proposing to trade in shares of the Company and relationship with Designated employee/Director/ Officer:	
---	--

No. of Shares of the Company held by the person as on date of the application:

Sr. No.	Physical Form	Demat Form		No. of shares Presently held
	Folio No.	DPID	Client ID	

Particulars of proposed transaction in Shares of the Company:

Number of Shares held in the Company (A)	Number of Shares of the Company proposed to be Sold (B)	Number of Shares of the Company proposed to be acquired (C)	Balance holding (A) +(C)/ (A) -(B)

Name of Depository:	
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DP ID No.:	Client ID No.:
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Number of Shares of the Company that would be held by the person after this application (if approval granted):	
--	--

Reason for sale of shares held for less than six months (If applicable)	
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I confirm that:

- i) I shall execute the trade of Shares within 7 days of your approval failing which we shall apply again to you for your approval. I shall submit a 'NIL' report if the transaction is not undertaken.
- ii) I shall hold Shares of the Company for a minimum period of six months from the date of acquisition.

I hereby undertake and confirm that,

- 1) I do not have any access or have not received "Price Sensitive Information" up to the time of signing this undertaking
- 2) In case I have access to or have received " Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction I will inform the Compliance officer of the change in my position and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- 3) I have not contravened the prevailing Code of Conduct for Prevention of Insider Trading.
- 4) I have made a full and true disclosure in this matter.

We further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts done by me or my relatives including such penalties as may be imposed by the Company.

You are requested to provide the pre-clearance of trade for the above transaction.

Thanking you,
 Yours sincerely,
 Place:
 Date:

Signature:

 Name :
 Designation & Designation :

FORM – II

**Statement of holding of Securities at the time of joining the company by Director/
Designated Employee/ Officer**

(Under MANAKSIA ALUMINIUM COMPANY LIMITED Code of Conduct for
Prevention of Insider Trading)

The Compliance Officer

MANAKSIA ALUMINIUM COMPANY LIMITED
8/1, Lal Bazar Street, Bikaner Building, 3rd Floor
Kolkata – 700 001

Reg. : Initial Disclosure of Shareholding

Following are the details of shares held by me and dependent family members as on
.....

Name	Relationship	No. of Shares held in the Company	Other Details such as Folio / DP Id / Client Id
	Self		
Dependent;			
1.			
2.			
3.			

I undertake to furnish the Annual Statement regarding the complete details of all shares held by us within 15 days from the end of each year.

Signature :

Name :

Designation :

Department :

Date :

FORM III

ANNUAL DISCLOSURE OF SHAREHOLDING

(Under MANAKSIA ALUMINIUM COMPANY LIMITED Code of Conduct for Prevention of Insider Trading)

The Compliance Officer

MANAKSIA ALUMINIUM COMPANY LIMITED
8/1, Lal Bazar Street, Bikaner Building, 3rd Floor
Kolkata – 700 001

Reg. : Annual Disclosure of Shareholding

Following are the details of shares held by me and my dependent family members as on 31st March, 20.....

Name	Relationship	No. of Shares held in the Company as on 31st March	Other Details such as Folio / DP Id / Client Id
	Self		
Dependent			
1.			
2.			
3.			

I/ We declare that the shares sold have been held by me / us for six months.

I/ We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Signature :

Name :

Designation :

Department :

Date :

**Code of Practices and Procedures for Fair Disclosure of
Unpublished Price Sensitive Information**

Corporate Disclosure Policy

This Code has been framed in pursuance to the regulation contained in sub-regulation (1) of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the purpose of this code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

Objective of the Code of Fair Disclosures

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

Definitions

'Compliance Officer' for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

'Chief Investors Relations Officer' means Compliance Officer of the Company.

"unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel.

The company will adhere to the following so as to ensure fair disclosure of events, occurrence and Unpublished price sensitive information that could impact price of its securities in the market:

1. Prompt public disclosure of Unpublished price sensitive information

Unpublished Price Sensitive Information shall be given to the Stock Exchanges and disseminated promptly on a continuous basis.

2. Uniform and Universal dissemination of unpublished price sensitive information

The disclosure of unpublished price sensitive information shall be on a continuous, immediate, uniform basis and will be universally disseminated. The company may consider others ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

3. Overseeing and Co-ordinating disclosure

3.1 The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information. The Compliance Officer (i.e., Company Secretary) of the Company is designated as the Chief Investor Relations Officer and he shall be responsible for ensuring that the Company complies with the continuous disclosure requirements and dissemination of information. He shall also be responsible for overseeing & co-ordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media.

3.2 Information disclosure/ dissemination may normally be approved by the Compliance Officer.

3.3 If information is accidentally disclosed without the prior approval of Compliance Officer, the person responsible shall inform the Compliance Officer immediately.

4. Process of disseminating information in order to make the unpublished price sensitive information generally available

Prompt disclosure/ dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination. The Company shall ensure that disclosure to stock exchanges is made promptly.

5. Procedures for Appropriate and fair responding to any Query on news reports and requests for verification of Market rumours by regulatory authorities

- 5.1 Replies to all queries or requests for verification of market rumours shall be sent only after obtaining the approval of the Managing Director.
- 5.2 Such replies shall be signed by the Compliance Officer. In his absence, such replies shall be signed by such other officer/ person as may have been authorized.
- 5.3 A copy of such replies shall also be sent to other stock exchanges where shares of the Company are listed.
- 5.4 The Compliance Officer shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

6 Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information

The Company should follow the guidelines given hereunder while dealing with Analysts and research personnel.

- 6.1 Only Public information is to be provided to such Analysts/ Research person and Institutional Investors or any information given to Analysts/Research Person should be simultaneously made public at the earliest.
- 6.2 In order to avoid mis-quoting or mis-representing it is desired that two Company representatives be present at the meeting with Analysts and Institutional Investors and the discussion should preferably be recorded.
- 6.3 Company should be careful while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response should be furnished later. If the answer includes price sensitive information, a public announcement should be made before responding.
- 6.4 Whenever the Company proposes to organise meetings with investment analysts/ institutional investors, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live webcasting of analyst meets.

7 Unpublished price sensitive information on Need-to- Know basis

- 7.1 Unpublished Price Sensitive Information shall be handled on a " need to know" basis i.e. unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

7.2 The Company shall disseminate all Price Sensitive Information on a continuous and in a timely manner to stock exchanges where its Securities are listed and thereafter to the press.

7.3 As a good corporate practice, the Price Sensitive Information disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's web-site. The Company may also consider other modes of public disclosure of Price Sensitive Information so as to improve investor access to the same.

7.4 The information filed by the Company with the Stock Exchanges under the Listing Agreement may also be posted on the Company's website.

8 Timely reporting of Shareholdings/ Ownership and changes in Ownership

The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ ownership of major shareholders and disclosure of changes in ownership as required under the Stock Exchange Listing Agreements and/ or any rules/ regulations made under the Securities and Exchange Board of India Act, 1992 are made in a timely and adequate manner.

**Policy and procedures for inquiry in case of leak of
Unpublished price sensitive information**
[Pursuant to Reg.9A (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015]
Approved by Board of Directors Meeting held on 13th February 2019 (w.e.f from April 01, 2019)

Definitions:

“Internal controls” includes;

- all employees who have access to Unpublished Price Sensitive Information are identified as designated employee
- all the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained
- adequate restrictions shall be place on communication or procurement of Unpublished Price Sensitive Information
- list of all employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained and confidentiality agreements shall be signed or notice be served to all such employees and persons
- All other relevant requirement specified under the regulations shall be complied with
- Periodic review to evaluate effectiveness of internal control by Audit Committee

“Disciplinary Action”

means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

“Disclosure of Unpublished Price Sensitive Information (UPSI)”

means a concern raised by a written communication made in good faith that discloses of Unpublished Price Sensitive Information it entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is on opinion that sharing of such information is in the best interests of the Company.

SCOPE OF THE POLICY

- The policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company;
- This policy is an extension of the Code of Internal Procedures and Conduct for Regulating Monitoring and Reporting of Trading by Designated Persons;
- Insiders should not act on their own in conducting any investigation activities;
- Any untrue allegations will not be taken up and investigated and appropriate action will be taken for the same;
- Appropriate and fair enquires and verification on market rumours;

INVESTIGATION AND PROCEDURE OF INQUIRY

- Board of Directors authorise immediate superior of the department and Company secretary & compliance Officer of the Company to initiate appropriate inquiries on becoming aware of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information and inform the Board promptly of

such leaks, inquiries and results of such inquiries.

- How to Report;

You must report all suspected violations to

- i. Your Immediate Superior
- ii. CS and Compliance Officer ; at investerrealmalco@manaksia.com

If you have reason to believe that your immediate supervisor or the Compliance Officer is involved in the suspected violation, your report may be made to the Chairman of Audit Committee at:

Chairman of Audit Committee

MANAKSIA ALUMINIUM COMPANY LIMITED

**8/1 Lal Bazar Street, Bikaner Building, 3rd Floor,
Kolkata 700 001**

- The investigation shall be completed normally within 45 days of the receipt of the complaint
- If it is not completed within 45 days, Compliance office shall provide proper explanations to the Chairman of the Audit Committee for the delay.
- Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment.
- All reports under this Policy will be promptly and appropriately investigated and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.
- Everyone working for or with the Company, should cooperate in the investigation of reports of violations
- Failure to cooperate in an investigation or deliberately providing false information during an investigation can be the basis for disciplinary action, including termination of employment.
- If, at the conclusion of investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.
- All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law

REVISION

The Audit Committee or the Board of Directors can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with central, state or local regulations and/or accommodate organizational changes within the Company.