

INSIDER TRADING PROHIBITION CODE

- Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company
- Policy and procedure for Inquiry in case of leak of Unpublished Price Sensitive Information
- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

(Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and as approved by the Board of Director in their Meeting held on 29th May, 2019)

Mahashree Trading Limited

Reg. Office: B/21, Grd, Floor, Raj Industrial Complex, Raj Industrial Complex Premises CO. Op Soc. Ltd. Military Road, Marol , Andheri (East), Mumbai -400059

Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company

INTRODUCTION

The Securities and Exchange Board of India (SEBI) has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 on 15th January, 2015. The said regulations were amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 with effect from 1st April, 2019

Insider trading means trading' in 'Securities' of a Company by its Directors, Employees or other 'Insiders' based on 'Unpublished Price Sensitive Information' (UPSI).

The Insider Trading Regulations prohibits an Insider of the Company to deal in the securities of such Company while in possession of any UPSI. The Insider Trading Regulations also prohibits an insider to 'communicate, counsel or procure', whether 'directly or indirectly', any UPSI to any person including insiders, who while in possession of such information may 'deal' in the securities of the Company listed or proposed to be listed.

Every Director, Officer, Designated Person of the Company has a duty to safeguard the confidentiality of all the information obtained during the course of his /her employment/ association with the Company.

DEFINITIONS

- i. **"Act"** means the Securities and Exchange Board of India Act, 1992.
- ii. **"Code" or "Code of Conduct"** Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company
- iii. **"Company"** means Mahashree Trading Limited.
- iv. **"Board of Directors"** means the Board of Directors of Mahashree Trading Ltd.
- v. **"Compliance Officer"** means any senior officer, designated so and reporting to the Board of Directors or head of the organization in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company or the head of an organization, as the case may be.
- vi. **"Connected Person"** means:-
 - a. 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 (hereinafter referred to as "UPSI") or is reasonably expected to allow such access.

b. 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 -

- An immediate relative of connected persons specified in clause (a); or -
- A holding company or associate company or subsidiary company; or -
- An intermediary as specified in Section 12 of the Act or an employee or director thereof; or -
- An investment company, trustee company, asset management company or an employee or director thereof; or -
- An official of a stock exchange or of clearing house or corporation; or -
- 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 -
- 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 –
- An official or an employee of a self-regulatory organization recognised or authorized by the Board; or -
- A banker of the Company; or -
- 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 percent of the holding or interest.

- vii. **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis including information published on website of the stock exchange.
- viii. **“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.
- ix. **“Insider”** means any person who is: -
A connected person; or -
In possession of or having access to UPSI;
- x. **“Promoter and Promoter Group”** shall have the meaning assigned to it under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- xi. **“Regulations”** or **“these Regulations”** means SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- xii. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 (42 of 1956) or any other modification thereof except units of mutual fund:
- xiii. **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- xiv. **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

- xv. **“Trading day”** means any day on which the recognized stock exchange are open for trading
- xvi. **“Unpublished Price Sensitive Information”** or “UPSI” 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: –
- a. financial results;
 - b. dividends;
 - c. change in capital structure;
 - d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
 - e. Changes in key managerial personnel.
- xvii. **“Designated Person(s)”** shall include the following persons:
- a. Promoter and Director of Mahashree Trading Ltd
 - b. Chief Financial Officer (CFO)
 - c. Company Secretary (CS)
 - d. Employee upto two levels below the Executive Director of the Company (in case not covered under point a to d)
 - e. Personal assistant / secretaries to all above persons.
 - f. Auditors of the Company
 - g. Other employees of the Company not included above but having access to unpublished price sensitive Information.
 - h. Such other persons as may be notified by the Compliance Officer in consultation with Managing Director
 - i. Immediate relatives of all the above mentioned persons.

DUTIES AND ROLES OF COMPLIANCE OFFICER

- a. The Compliance Officer shall be responsible for setting forth policies, procedure, monitoring adherence to the rules for preservation of “Price Sensitive Information” Pre-clearing of designated persons and their Immediate Relatives trades, monitoring of trades and the Implementation of the code of conduct under the overall supervision of Board of Directors.
- b. The Compliance Officer shall assist all the Employees in addressing any clarifications regarding the Regulations and this Code.
- c. Determination of trading window closure and re-opening periods.
- d. Seeking declarations from the applicant towards possession of UPSI and its accuracy.
- e. The compliance officer shall approve and publicly disclose the trading plan presented to him by the insider after which trades may be carried out on behalf of the insider in accordance with such plan.
- f. The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of the regulations and shall be entitled to

seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

- g. In case any UPSI is in possession of an insider at the time of formulation of trading plan, the compliance officer shall confirm that unless such UPSI becomes generally available, the commencement of any trading plan shall be deferred.
- h. The compliance officer shall notify the trading plan to the stock exchanges on which the securities of the Company are listed.
- i. The compliance officer shall maintain records of all the declarations in the appropriate form given by the directors/ officers / designated persons for a minimum period of five years.
- j. Ensuring that information shared with Analysts and Research Personnel is not UPSI.
- k. Ensure that appropriate and fair response is given to queries on news reports and requests for verification of market rumours by regulatory authorities.
- l. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- m. Where there is a violation of regulations, the compliance officer or the company shall immediately inform SEBI about such violation.

PRESERVATION OF “PRICE SENSITIVE INFORMATION

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 and other official duties and obligations.

“Need to Know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

DUTIES AND RESPONSIBILITIES TO THE RECEIPT OF UPSI

No designated person and “Insider” shall communicate or counsel any unpublished price Sensitive Information to any person and who while in possession of such Unpublished Price Sensitive Information shall not deal in Securities of the Company. During the possession of the price Sensitive information particularly during preparation of financial results (quarterly/annually). Directors and Designated persons will not allow any other person to access such information or visit to their office. i.e. this is to be treated as Chinese Walls Procedure without any exceptions.

All non-public information directly received by any employee should immediately be reported to the Compliance officer.

CHINESE WALLS PROCEDURE

To prevent the misuse of UPSI, the Company has adopted a “Chinese Wall” procedure which separates those departments which routinely have access to UPSI, considered “inside areas” from those departments which deal with sale/marketing or other departments providing services, considered “public areas”.

As per the said Chinese Walls Procedure

The Employees in the inside areas are not allowed to communicate any UPSI to anyone in the public areas.

The Employees in the inside area may be physically separated from the Employees in public area.

The demarcation of various departments as inside area shall be decided by the Board in consultation with Compliance Officer.

Only in exceptional circumstances, Employees from the public areas are brought “over the wall” and given UPSI for the furtherance of legitimate purposes and on the basis of “need to know” criteria, after providing prior written intimation to the Compliance Officer.

DIGITAL DATABASE OF RECIPETENT OF UPSI

As required under Regulation 3(2) of the SEBI Regulations, Compliance Officer as may be authorized by the Board, shall maintain a structured digital database of such persons or entities as the case may be with whom UPSI is shared, along with the following information pertaining to the recipients;

- Name of such recipient of UPSI
- Name of the Organization or entity which the recipient represents
- Postal Address and E-mail ID of such recipient
- Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available

Such database shall be maintained in accordance with the SEBI Regulations from time to time, including adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database

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:

- Immediate relatives;
- Persons with who such designated person(s) share a material financial relationship;
- Phone, mobile 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

The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediate preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transaction.

TRADING WINDOW

The Company shall specify a trading period, to be called the "Trading Window", for trading in the Company's Securities. Any Designated Person shall not trade in any Securities of the Company during the period when Trading Window is closed;

The Trading Window shall be closed not later than the end of every quarter till 48 hours after the declaration of financial results. The time for commencement of closing the Trading Window shall be decided by the Compliance Officer. The Trading Window shall be opened not earlier than 48 hours after the UPSI is made public;

Additionally, the Compliance Officer can specify a time for commencement of closing of Trading Window at the time of:

- Declaration of dividends (interim and final);
- Issue of Securities by way of public/rights/bonus issue etc;
- Any major expansion plans or execution of new projects;
- Amalgamation, mergers, takeovers and buy back;
- Disposal of whole or substantially whole of the undertaking;
- Any changes in policies, plans or operations of the Company;

Further any other period as may be notified from time to time by the Compliance Officer will also be considered as a closed period.

All Designated Persons shall conduct all their Trading in the Securities of the Company only after obtaining prior approval and in a valid Trading Window and shall not trade in any transaction involving the purchase and sale of the Securities of the Company during the periods when Trading Window is closed, or during any other period as may be specified by the Company from time to time.

When the Trading Window is open, any trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer.

PRECLEARANCE OF TRADE

1. Designated Persons who intends to deal in the Equity Shares of the Company either in their own name or in the names of dependent family member/Immediate relatives, for a Minimum of Rs 10 lakh in Market Value should pre-clear the transactions as per the pre-dealing procedure as described hereunder. In case the purchase/sale is done in one transaction or a series of transaction over any calendar quarter, aggregate to a traded value of Rs. 10 lakh then pre-clearance is required.(**Refer Annexure A**)

2. In case of stock options (ESOPs), exercise of options is allowed without pre-clearance. However, the sale of shares allotted on exercise of stock options would require pre clearance
3. A Declaration / an undertaking shall be executed in favour of the Company by such Designated Persons incorporating, inter alia , the following clauses, as may be applicable: **(Refer Annexure B)**
 - (a) That the Designated Person does not have any access or has not received “Price Sensitive Information” upto the time of signing the declaration / undertaking.
 - (b) That in case the Designated Person has access to our receives “Price Sensitive Information “after the signing of the declaration/ undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his/her position and that he/she would completely refrain from dealing in the Equity Shares of the Company till the time such information becomes public.
 - (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - (d) That he/she has made a full and true disclosure in the matter.
4. All Designated Persons & their Immediate Relative(s) shall execute their order in respect of securities of the Company within 7 trading days of such approval of preclearance. The Designated Person & their Immediate Relative(s) shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form **(Refer Annexure C)**. If the order is not executed within 7 days after the approval is given, the Director/Designated Employee must pre clear the transaction again.
5. All Designated Person 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 month following the prior transaction. Provided that this shall not be applicable for trades pursuant to exercise of stock options
6. In case the sale of Equity Shares is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons in this regard. Provided such relaxation does not violate the SEBI Regulations
7. In case a contra Trade is executed, inadvertently or otherwise, in violation of the aforesaid restriction, the profits from such Trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act

TRADING PLANS:

Any insider as defined in the said Regulations can formulate trading plans and submit it to the compliance officer for approval and public disclosure, pursuant to which trade may be carried out on his behalf in accordance with such plan as per conditions and restrictions mentioned in the said Regulations. – **(Refer Annexure D)**

REPORTING REQUIREMENTS FOR TRANSACTION IN SECURITIES.

1 Directors / Officers / Designated Persons of the Company will be required to forward the following details of their Equity Shares transactions including the statement of immediate relatives, to the Compliance Officer/;

- All holdings in securities of that Company by directors/ officers/ designated persons at the time of joining the company; (Refer **Annexure E- Form A**).
- Periodic statement of any transactions in securities.

The disclosures to be made hereunder shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

a) **Initial Disclosure:**

Every Key Managerial Personnel/ Directors / Promoter, member of Promoter group of the Company on his appointment shall disclose in prescribed format (**refer Annexure F**) his/her holding of securities of the Company as on the date of appointment or becoming a promoter/ member of promoter group, to the Company within 7 (seven) days of such appointment or becoming a promoter/member of promoter group.

b) **Continual Disclosure**

Every Promoter, Member of Promoter Group, Designated Person, Director of the Company shall disclose to the Company number of such securities acquired or dispose of within 2(two) working 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 Rs 10(Ten) Lakhs in **Annexure G**

c) **Annual Disclosure**

Annual statement of all holdings in Equity Shares as on the last day of the Company's financial year should be submitted within 4 working days from the end of every Financial Year. (**Refer Annexure H**)

2 The Compliance Officer will maintain records of all the declarations in the appropriate form given by the Designated Persons for a minimum period of Five years.

3 The Compliance Officer will place before the Managing Director/Executive Director on a monthly basis all the details of the

dealing in the Equity Shares by Directors / Designated Employees of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

MISCELLANEOUS

The gap between clearance of financial results by the Audit Committee and Board meeting for approval of such financial results should be as narrow as possible and preferably on the same day to avoid leakage of UPSI

In case any provisions of this Code are contrary to or inconsistent with the provisions under the SEBI Regulations, the provisions of SEBI Regulations shall prevail

PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

- 1 Any Designated Persons who trades in Equity Shares or communicates any information for trading in Equity Shares, in contravention of the code of conduct will be penalised and appropriate action will be taken by the Company.
- 2 Any Designated Persons of the Company who violates the code of conduct will also be subject to disciplinary action by the Company, which may include salary/wage freeze , suspension, etc
- 3 The action by the Company will not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015.

INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015.

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

APPLICATION FOR ANNUAL TRADING PLAN**Date:****To,****Compliance Officer****Mahashree Trading Ltd**

1. Name of the Applicant: _____ PAN _____
2. No. Securities held in the Company as on date: _____
3. Approval sought for : Self or Immediate Relatives
4. Trading plan belongs for a period of _____ month i.e for a period commencing from _____ and ending on _____
5. Details of the proposed trade:

S. No.	Nature of transaction (Sale/Purchase)	Date of transaction/period/interval for transaction	Value of trade/ No. of securities transacted	Conditions /Remarks

Undertaking:

- a) I will not commence trading earlier than six months from the public disclosure of the plan.
- b) I do not have overlapping trading plan for the same period.
- c) In the event that I am in possession/knowledge of any information that is construed as "Unpublished Price Sensitive Information" as defined in the Policy, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- d) I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time;
- e) I have made full and true disclosure in the matter.

- f) I undertake to abide by this trading plan once approved and shall furnish such declarations/ disclosures as may be deemed necessary by compliance officer for the monitoring of this plan.
- g) I shall not use this trading plan as a tool for market abuse

Signature

Date:

For use of Compliance Officer

Application recd. date	Approval Date	Approval No.	Compliance Officer's signature

Approval granted for Trading Plan for a period of ____ months commencing from _____ up till _____

Notification to Stock Exchange _____

Signature of Compliance Officer: _____

Annexure – A**Application by Designated Person for Pre-clearance of dealing in Mahashree Trading Ltd Securities**

To,
The Compliance Officer
Mahashree Trading Limited
B/21, Grd Floor, Raj Industrial Complex,
Raj Industrial Complex Premises Co-Op Soc Ltd.
Military Road, Andheri(East), Mumba- 400059.

Date

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Companies Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company, I _____ hereby seek approval for purchase / sale of the Securities of the Company as per the details given below

Details of Designated Person

Name of Designated Person	
Employee No	
Designation	
Department	
Location	
Email ID	
Contact No	
Preclearance sought for	Self/ Immediate Relative
<i>If pre-clearance sought for Immediate Relative, then</i>	
Name of the Immediate Relative for whom pre-clearance sought	
Nature of Relationship	
PAN of Immediate Relative	
Details of identified account	
Name & contact details of Broker with Account No.	
Name of Depository Participant	
DP ID	
Client ID	
Details of Proposed Transaction	
Nature of Proposed Transaction	Sale/ Purchase
No. of Securities proposed to be transacted	
Date of Purchase /sale	
Date of previous approval of pre- clearance	
If yes, No. of shares transacted & Value	
Reasons if not traded	

I hereby declare that:-

1. I will execute the transaction within seven days, after clearance is obtained. In case, the order is not executed within seven days, after the approval is given, I would again approach for pre-clearance of the transaction.

2. I state that after buying / selling of shares, I shall not enter into an opposite transaction i.e. sell / buy during the next six months following the prior transaction.

However, in case of personal emergency, I will approach for waiving the requirement with reasons, which shall be stated.

3. The transaction as referred herein is estimated to have a market value of Equity Shares of Rs. 10 Lakhs and above.
4. I shall inform within 2 working days, the fact of the transaction having been completed.

Thanking you,

Yours faithfully

Undertaking

To,
The Compliance Officer
Mahashree Trading Limited
B/21, Grd Floor, Raj Industrial Complex,
Raj Industrial Complex Premises Co-Op Soc Ltd.
Military Road, Andheri (East), Mumba- 400059.

Undertaking under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended and Mahashree Trading Ltd Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company

In compliance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, and Mahashree Trading Ltd Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company, (I, _____ (Name of the Designated Person) hereby undertake/declare that :

I do not have any access to or have not received any “Price Sensitive Information” up to the time of signing this undertaking.

In case, I have access to or receive any “Price Sensitive Information “ after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in position and that I would completely refrain from dealing in the Equity Shares of the Company till the time such information becomes publicly.

I have not contravened the Code of Conduct to Regulate, Monitor and Report Trading in Securities as notified by the Company from time to time.

I have made full and true disclosure in the matter.

Signed this ____ day of _____, 20__.

(Name of the Designated Person & Signature)

Disclosure of Dealings

Date :

To,

The Compliance Officer
 Mahashree Trading Limited
 B/21, Grd Floor, Raj Industrial Complex,
 Raj Industrial Complex Premises Co-Op Soc Ltd.
 Military Road, Andheri(East), Mumba- 400059.

Dear Sir,

DETAILS OF DEALINGS

I hereby inform you that I / my Immediate Relative(s) have bought/sold/subscribed to the Mahashree Trading Ltd as mentioned below:

Name of holder	* F/J	No. of Securities dealt with	Brought / Sold /Subscribe	DP ID No./ CLIENT ID (electronic form) where the Securities will be debited or credited or Folio no. (physical)	Price per securities (Rs)

“F” first holder “J” joint holder

In connection with the aforesaid dealing (s), I hereby undertake to preserve, for a period of 3 (three) years and produce to the Compliance Officer/SEBI any of the following documents:

- Stock Broker's contract note
- Proof of payment to/from Stock brokers
- Extract of bank passbook/statement (to be submitted in case of demat transactions) Copy of Delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of Mahashree Trading Ltd and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

** I agree to hold the above Securities for a minimum period of 30 (thirty) days.

Yours truly,
 Signature : _____
 Name : _____
 Emp. No.: _____

** Applicable in case of purchase of Mahashree Trading Ltd securities only

Form A

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: Mahashree Trading Ltd.

ISIN of the company: INE924T01013

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/KMP/ Director /Immediate relatives /others etc	Securities held as on the date of regulation coming in to force		% of shareholding
		Type of security (For eg. – Shares, Warrants, Convertible	No.	
1	2	3	4	5

NOTE: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force.		
Contract Specification	Number of units (contract * lot size)	Notional value in Rupee terms	Contract Specification	Number of units (contracts *lot size)	Notional value in Rupee terms
6	7	8	9	10	11

NOTE: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

INITIAL DISCLOSURE FORM**Form B****SEBI (Prohibition of Insider Trading) Regulations, 2015****[Regulation 7(1)(b) read with Regulation 6(2)- Disclosure on becoming a Director/KMP/ Promoter]**

Name of the company: Mahashree Trading Ltd.

ISIN of the company: **INE924T01013****Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters /KMP / Directors /Immediate relatives /others etc	Date of appointment of Director/KMP or date of becoming Promoters	Securities held at the time of becoming Promoter / appointment of Director /KMP		% of Shareholding
			Type of security (for eg. Shares, Warrants, Convertible Debentures etc)	No.	
1	2	2	4	5	6

Note; "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of by KMP or Director or upon becoming a Promoter of a listed Company and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of time of Director/ KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/ KMP		
Contract Specification	Number of units (contract * lot size)	Notional value in Rupee terms	Contract Specification	Number of units (contracts *lot size)	Notional value in Rupee terms
7	8	9	10	11	12

NOTE: In case of Options, notional value shall be calculated based on premium plus strike price of Options

Name & Signature:

Designation:

Date:

Place:

ANNEXURE G

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(2) read with Regulation 6(2)-- Continual Disclosure]

Name of the company: Mahashree Trading Ltd.

ISIN of the company: **INE924T01013**

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN / DIN & address with contact nos.	Category of Person (Promoters / KMP / Directors/immediate relatives / others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to the Company	Mode of acquisition (market purchase / public rights/preferential offer / off market/ Inter-se transfer etc.
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy / Sale/ Pledge / Revolve / etc.)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding				
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: “Securities” shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

		Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Name & Signature:

Designation:

Date:

Place:

ANNUAL DISCLOSURE

1	Name			
2	PAN (in case of PAN is not available, any other identifier authorized by law)			
3	Designation			
4	Location			
5	Contact Nos.			
6	Email Id			
7	Details of Securities held in the Company			
a.	Held by the Designated Person			
	No. of Securities	Type of Security	Folio No(s), if held in physical form:	If held in demat form
				DPID Client ID
	Held by the Immediate Relative / person with whom Designated Person shares Material Financial Relationship			
b.	Name of Immediate Relative			
	Relationship			
	PAN (in case of PAN is not available, any other identifier authorized by law)			
	No. of Securities	Type of Security	Folio No(s), if held in physical form:	If held in demat form
				DPID Client ID

Notes:

- **Immediate Relative** includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.
- **Material Financial Relationship** means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transaction

.....
Signature

Date

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UPSI

[Under Regulation 9(A) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended]

PREAMBLE

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (PIT Amendment Regulations') mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of Mahashree Trading Ltd (the Company) has laid down this policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information ('the policy'), for adoption. This Policy shall be deemed to have come in to force from April 1, 2019.

OBJECTIVE

- To strengthen the internal control system to prevent leak of UPSI
- To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the company
- To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employees & Designated Persons with any person, firm, Company or Body Corporate.
- To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") promptly
- To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons

SCOPE

To lay procedures for inquiry in case 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.

DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES & SEBI

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the Compliance Officer shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed and to the SEBI.

CONSTITUTION OF ENQUIRY COMMITTEE

Any Director / officer authorized by the Board in this behalf shall constitute a Committee to be called as "Enquiry Committee". The Enquiry Committee shall consist of minimum 3 (three) Members which shall include Executive Director. The Executive Director may change/alter/re-constitute the Enquiry Committee as may be required from time to time

DUTIES OF ENQUIRY COMMITTEE

The Enquiry Committee shall be responsible;

- a) To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- b) To authorize any person, if required, to collect necessary support material;
- c) To consider the facts and circumstances and decide / direct on the matter;
- d) To decide disciplinary action thereon.

PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI

Upon becoming aware of actual or suspected leak of UPSI, including by way of

- suomotu, including through its internal monitoring
- a written complaint and/or email received through the whistle blower mechanism of the Company
- communication received from regulatory authorities

the Enquiry Committee shall evaluate and determine if the matter merits any enquiry

- It is clarified that market rumors, inferences based on media reports, or observations made by analysts, etc. will not be the only determining factors for initiating a preliminary enquiry, and the Committee, have the discretion to decide if a preliminary enquiry is required to be undertaken, in each such case.
- In the event the Enquiry Committee so decides, a preliminary inquiry shall be undertaken in case of actual/suspected leak of UPSI. The rationale for the same would be to enable the Enquiry Committee to establish and take cognizance actual facts and to decide if prima facie there appears to be any violation of securities laws. Based on the findings of the preliminary inquiry, the Enquiry Committee may decide if a detailed inquiry is required to be undertaken
- Based on the determination of the Enquiry Committee, a detailed inquiry may be launched in order to assess the veracity of the allegations regarding actual/ suspected leak of UPSI, including through review of the relevant documentation in this regard, as well as conducting interviews, where deemed necessary
- While conducting any inquiry into cases of actual/ suspected leak of UPSI, the Enquiry Committee shall give regards to the principles of natural justice. Accordingly, it will accord due opportunity of being heard to the relevant Designated Person / Insider against whom the allegations have been levelled, during the course of inquiry. Further, such persons shall be entitled to make submissions and to lead evidence and depose witnesses etc., in their defence, before the Enquiry Committee, and the Enquiry Committee will be required to assess and consider the same before concluding on the matter

DISCIPLINARY ACTION

Upon the conclusion of the inquiry and on the basis of the outcome thereof, the Enquiry Committee shall decide disciplinary action/penalty, if any, to be awarded to the Designated Person/ Insider. The decision of the Enquiry Committee shall be final and binding

AMENDMENTS IN LAW

Any subsequent amendment/modification in the SEBI Regulations, Companies Act, 2013 and/or the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Policy

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[As envisaged under SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ('SEBI Regulations')]

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

The Company will adhere to the followings so as to ensure timely and adequate disclosure of Unpublished Price Sensitive Information with respect to it or its securities which is likely to affect price of the securities

The Company will make, prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure

The Company has defined the 'legitimate purposes' as part of its internal Code of Conduct (approved by the Board of Directors) under the SEBI Regulations. '**Legitimate Purposes**' would include:

- a) sharing of information in the ordinary course of business with Promoters, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, Staff Members of the Audit Firm/team conducting Audit, insolvency professionals or other advisors, consultants or other entities, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018..
- b) 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 and not to trade in securities of the Company when in possession of unpublished price sensitive information.
- c) Unpublished price sensitive information, such as Financial Results, declaration of dividend, proposal of Corporate Restructuring, diversification, expansion, acquisition in stake of other entities etc. shall be handled within the Company on a need to know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function, whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information.

Mr. Rajesh Malpani, Director, is the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information

The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available, as it deems fit.

The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities

The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information

The Company will make transcripts or records of proceedings of meetings with analysts and other investor relations conferences related to quarterly and annual financial results, on the website of the company to ensure official confirmation and documentation of disclosures made

The Company will handle all unpublished price sensitive information on a need-to-know basis