

MANGALAM ENGINEERING PROJECTS LTD

CIN NO. L74899DL1984PLC017356

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**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE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

**[Pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of
Insider Trading) Regulations 2015]**

1. INTRODUCTION

The Securities and Exchange Board of India (SEBI) had formulated the SEBI (Prohibition of Insider Trading) Regulations 2015 ('Regulations') to protect the interests of investors in general. These regulations came into force on May 15, 2015. It required a listed company to formulate and publish on its official website, a "Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information"(Code) in adherence to the principles set out in Schedule A to the said Regulations. The Board of Directors of Mangalam Engineering Projects Limited ('the Company') formulated and approved the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information effective from 15th May, 2015.

Pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, coming into effect on 1st April 2019, it is necessary for the Board of Directors of a Listed Company to make a policy for determination of legitimate business purposes as a part of Code of Fair Disclosure of UPSI. Accordingly, the Board of Directors of the Company have approved the amendments to the Code effective from 01/04/2019.

2. DEFINITIONS

1. Insider – means any person who is –

i) A connected person or

ii) In possession of or having access to Unpublished Price Sensitive Information

2. Legitimate Business Purpose –shall include sharing of UPSI 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, **provided that** such sharing has not been carried out to evade or circumvent the prohibitions SEBI (Prohibition of Insider Trading) Regulations, 2015.

- 3. Unpublished Price Sensitive Information (UPSI)** – means any information, relating to a company or its securities, directly or indirectly, that is not generally available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 –
- i) Financial results,
 - ii) Dividends
 - iii) Change in capital structure,
 - iv) Mergers, demergers, acquisitions, delistings, disposals and expansion of business and such other transactions,
 - v) Changes in key managerial personnel

Any words used in this Code but not defined herein shall have the same meaning respectively assigned to it in the Companies Act, 2013 or rules made there under, SEBI Act, 1992, SEBI (Prohibition of Insider Trading) Regulations, 2015, The Securities Contracts (Regulations) Act, 1956, The Depositories Act, 1996 or rules and regulations made there under.

3. PRINCIPLES OF FAIR DISCLOSURE-

1. To ensure prompt disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available.
2. To ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.
3. To ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
4. To ensure an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
5. To ensure that information shared with analysts and research personnel is not UPSI. The Company will provide only public information to analysts / research personnel / High Net worth Investor (HNI) investors / Institutions.
6. To develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on official website to ensure official confirmation and documentation of disclosures made.
7. To handle all UPSI on a need-to-know-basis.

4. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

Policy for determination of 'Legitimate Purposes' formulated pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations 2018 shall come into effect from 1st April 2019 and is as follows -

1. Any person in receipt of UPSI pursuant to a Legitimate Purpose shall be considered an 'Insider' for the purposes of this Code and the Regulations and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with these Regulations.
2. UPSI shall be handled on a 'need to know' basis that is in furtherance of legitimate purposes performance of duties or discharge of legal obligations.
3. A structured digital data base shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for Legitimate Purposes along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Adequate internal controls and checks shall be maintained to ensure non-tampering of the database.

5. CHIEF INVESTOR RELATIONS OFFICER

The Company Secretary (Compliance Officer) of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.

6. DISCLOSURE OF CODE

This Code and any amendment thereof will be published on the Company's website www.mangalamengineering.com

7. AMENDMENT TO THE CODE

This code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.
