

MUKESH BABU FINANCIAL SERVICES LIMITED

**CODE OF CONDUCT FOR ALL BOARD OF
DIRECTORS AND SENIOR MANAGEMENT**

Preamble:

This Code of Conduct for all Board of Directors and Senior Management, is framed in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Updated Code of Conduct (hereinafter referred to as the 'Code') was adopted by the Board of Directors of the Company on 10th August, 2018.

Mukesh Babu Financial Services Limited (the “**Company**” or “**MBFSL**”) has always stood for a fair and equitable flow of economic benefit to its shareholders. In its communication with investors, it has always endeavoured to provide the disclosure(s), with responsibility and caution in discussion about the future, transparency and equal dissemination of information to all its investors and analysts, current or prospective.

I. DEFINITIONS:

1. “**Act**” means the Securities and Exchange Board of India Act, 1992.
2. “**Board**” means the Board of Directors of the Company.
3. “**Code**” or “**Code of Conduct**” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Mukesh Babu Financial Services Limited as amended from time to time.
4. “**Company**” means Mukesh Babu Financial Services Limited
5. “**Compliance Officer**” means an employee designated by the Company to comply with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.
6. “**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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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:

- i. an immediate relative of connected persons specified in clause (i); or
- ii. a holding company or an associate company or a subsidiary company; or
- iii. an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
- iv. an investment company, trustee company, asset management company or an employee or director thereof; or
- v. an official of a stock exchange or of clearing house or corporation; or
- vi. 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
- vii. 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
- viii. an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- ix. a banker of the Company; or
- x. a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

7. **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

8. **Designated Employee(s)** shall include:

- a. every employee in the grade of Assistant General Managers and above;
- b. every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
- c. any other employee as may be determined and informed by the Compliance Officer from time to time.

9. **“Director”** means a member of the Board of Directors of the Company.

10. **"Employee"** means every employee of the Company including the Directors in the employment of the Company.
11. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis.
12. **"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.
13. **"Insider"** means any person shall have the same meaning as defined in SEBI (Prohibition of Insider Trading) Regulations, 2015.
14. **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013.
15. **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
16. **"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;
17. **"Specified Persons"** means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons.
18. **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
19. **"Trading"** shall have the same meaning as defined in SEBI (Prohibition of Insider Trading) Regulations, 2015'
20. **"Trading Day"** shall have the same meaning as defined in SEBI (Prohibition of Insider Trading) Regulations, 2015.

21. **“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:
- 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; and
 - f. material events in accordance with the listing agreement.
22. **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 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.*

II. COMPLIANCE OFFICER

Compliance Officer of the Company shall deal with dissemination of information and disclosure of unpublished price sensitive information. Compliance Officer shall be responsible for ensuring that the Company complies with the continuous disclosure requirements of these regulations and this code. He shall also be responsible for overseeing, monitoring and coordinating dissemination of disclosure of price sensitive information to Stock Exchanges and stakeholders.

Role of Compliance Officer:

The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

PART I

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

III. 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 obligations.

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 Company is of the informed opinion that the proposed transaction 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 Company is of the informed opinion that the proposed transaction 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. However, the Board of Directors may 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.

Need to Know

- (i) "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 any conflict of interest or appearance of misuse of the information.

- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

IV. DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Prompt Disclosure of unpublished price sensitive information:

Price sensitive information shall be disclosed to the Stock Exchanges and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information generally available.

2. Uniform and universal dissemination of unpublished price sensitive information

The unpublished price sensitive information shall be disseminated uniformly and universally to all stakeholders through Stock Exchanges and / or by posting the same on official website of the Company i.e. www.mukeshbabu.com The Company shall use its best endeavours to avoid selective disclosure of unpublished price sensitive information.

However if any information gets disclosed selectively or inadvertently or otherwise, endeavour shall be made to make the said disclosed information generally available through dissemination of the same to Stock Exchanges and/or by posting the same on the official website of the Company as soon as practicable.

V. PROCEDURES

1. Procedures for responding to any queries on news reports and/ or requests for verification of markets rumours by regulatory authorities

- i. Appropriate, fair and prompt response shall be submitted to all queries on news reports or request for verification of market rumours received from regulatory authorities.
- ii. Such replies shall be signed by Chairman or Managing Director or such other officer/ person as may have been authorised by the Board.

iii. 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 disclosures.

2. Procedure for disclosure/dissemination of price sensitive information with special reference to analysts, institutional investors etc.

i. Only public information will be provided to analysts/research person and institutional investors. Alternatively any unpublished price sensitive information given to analyst/research person should be simultaneously made public at the earliest.

ii. In order to avoid misquoting or misrepresenting it is desirable that two Company representatives be present at the meeting with analysts and institutional investors and the discussion should be recorded and transcripts should be made and disseminated on the official website of the Company.

iii. Extra caution will be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions will be taken on notice and a considered response shall be furnished later. If the answer includes price sensitive information, a public announcement should be made before responding.

VI. DISCLOSURES

This Code and the amendment thereof will be published on the Company's Official website and shall be promptly intimated to the Stock Exchanges where the securities of the Company are listed.

PART II

CODE OF CONDUCT TO REGULATE MONITOR AND REPORT TRADING BY EMPLOYEES AND CONNECTED PERSONS

VII. RESTRICTIONS ON TRADING

Employees and connected persons designated on the basis of their functional role ("**Designated persons**") in the Company shall be governed by an internal code of conduct governing dealing in securities.

1. 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.

The insider and Compliance Officer shall ensure due compliance of Regulation 5 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. Trading window and window closure :

- i. The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
- ii. The trading window shall, inter alia, be closed 7 days prior to and during the time the unpublished price sensitive information is published.
- iii. When the trading window is closed, the specified persons shall not trade in the Company's securities during such period.
- iv. All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed.
- v. The Compliance Officer shall intimate the closure of trading window to specified persons of the Company when he determines that the specified persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

- vi. The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
- vii. 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.

3. Pre-clearance of trades:

All Specified Persons, who intend to deal in the securities of the Company when the trading window is opened and if the proposed trade is above 50,000 shares or above value of Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. However, no designated person shall be entitled to 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 and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

- a. An application may be made in the prescribed Form (**Annexure 1**) to the Compliance Officer indicating the estimated number of securities that the Specified Employee intends to deal in, the details as to 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 behalf.
- b. An undertaking (**Annexure 2**) shall be executed in favour of the Company by such Specified Employee incorporating, *inter alia*, the following clauses, as may be applicable:
 - i. That the employee/director/officer does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
 - ii. That in case the Specified Employee has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - iii. That he/she has not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.

- iv. That he/she has made a full and true disclosure in the matter.
- c. All Specified Persons and their relatives shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance (**Annexure 3**) is given. The Specified Person 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. In case the transaction is not undertaken, a report to that effect shall be filed (**Annexure 4**).
- d. If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.
- e. All Specified Persons 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. In case of any contra trade be 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 Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- f. In case of subscription in the primary market (initial public offers), 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.
The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

4. Other restrictions:

- i. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- ii. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for the purpose of this Code.
- ii. The disclosures made under this Code shall be maintained for a period of five years.

VIII. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

A. Initial disclosure:

Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, shall within thirty days of these code taking effect, forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed form (**Annexure 5**).

Every person on appointment as a key managerial personnel or a Director of the Company or upon becoming a promoter 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. (**Annexure 6**)

B. Continual Disclosure

Every promoter, employee and Director of the 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 Rs. Ten Lakhs.

The disclosure shall be made within 2 working days of:

- a) The receipt of intimation of allotment of shares, or
- b) The acquisition or sale of shares or voting rights, as the case may be.

C. Disclosure by the Company to the Stock Exchange(s)

Within 2 days of the receipt of intimation, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

IX. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:

- i. Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- ii. Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

- iii. Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- iv. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other Law for the time being in force.

X. DISCLOSURES

This Code and the amendment thereof will be published on the Company's Official website and shall be promptly intimated to the Stock Exchanges where the securities of the Company are listed.

XXXXXXX

ANNEXURE 1

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date: _____

To,
The Compliance Officer,
Mukesh Babu Financial Services Limited,
Mumbai

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1.	Name of the Applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	The proposal is for	a) Purchase of Securities b) subscription to securities c) sale of securities
5.	Proposed date of dealing in securities	
6.	Estimated number of securities proposed to be acquired/subscribed/sold	
7.	Price at which the transaction is proposed	
8.	Current market price (as on date of application)	
9.	Whether the proposed transaction will be through stock exchange or off-market deal	
10.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature)

ANNEXURE 2

**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION
FOR PRE-CLEARANCE**

UNDERTAKING

To,
Mukesh Babu Financial Services Limited
Mumbai

I, _____, _____ of the Company
residing at _____, am desirous of dealing in
_____ * shares of the Company as mentioned in my application dated _____ for
pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price
Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider
Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price
Sensitive Information" as defined in the Code, after the signing of this undertaking but before
executing the transaction for which approval is sought,

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.

I declare that I have not contravened the provisions of the Code as notified by the Company from
time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a
'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing
which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Signature: _____

Date:

ANNEXURE 3

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name: _____
Designation: _____
Place: _____

This is to inform you that your request for dealing in _____ (nos.) shares of the Company as mentioned in your application dated _____ is approved.

Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For **Mukesh Babu Financial Services Limited**

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction

ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,

The Compliance Officer,

Mukesh Babu Financial Services Limited,

Mumbai

I hereby inform that I

* have not bought / sold/ subscribed any securities of the Company

* have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	No. of securities dealt with	Bought/sold/ subscribed	DP ID/Client ID / Folio No	Price (Rs.)

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

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

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date: _____ **Signature:** _____

Name: _____ **Designation:** _____

ANNEXURE 5

FORMAT FOR INITIAL DISCLOSURE OF SECURITIES

To,

The Compliance Officer,

Mukesh Babu Financial Services Limited

Mumbai

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on _____ (date of becoming Specified Person).

I. Details of securities held by me:

Type of Securities	No. of securities held	Type of Securities	Folio No Beneficiary A/c Client ID

II. Details of dependent(s):

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992 and the Company's Code of Procedures and Conduct for Prevention of Insider Trading, I hereby declare that i have the following dependents:

Sr. No.	Name of the dependent	Relation with Director / Officer / Designated Employee

III. Details of securities held by dependent(s):

Name of Relative	Relationship	Type of securities	No. of Securities held	Folio No	Beneficiary A/c Client ID

Signature: _____

Date:

ANNEXURE 6**DISCLOSURE OF CHANGE IN SHAREHOLDING**

To,

The Compliance Officer,

Mukesh Babu Securities Limited**Mumbai**

I, _____, in my capacity as _____ of the Company hereby submit the following details of change in holding of securities of the Company:

Name, PAN No. & address of shareholder	No. of securities held before the transaction	Receipt of allotment advice/ acquisition of /sale of securities	Nature of transaction & quantity	Trading member through whom the trade was executed with SEBI Regn. No. of the TM	Exchange on which the trade was executed

Details of change in securities held by dependent family members:

Name, PAN No. & address of shareholder and relationship	No. of securities held before the transaction	Receipt of allotment advice/ acquisition of /sale of securities	Nature of transaction & quantity	Trading member through whom the trade was executed with SEBI Regn. No. of the TM	Exchange on which the trade was executed

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I hereby declare that the above details are true, correct and complete in all respects.

Signature: _____

Date: