



Metropolitan Stock Exchange of India Limited (MSE)

CODE FOR [KEY MANAGEMENT PERSONNEL]¹ AND EMPLOYEES

1 - Inserted vide Board Resolution dated August 24, 2012.



METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED CODE FOR [KEY MANAGEMENT PERSONNEL AND]¹ EMPLOYEES

1. OBJECTIVES AND UNDERLYING PRINCIPLES

Metropolitan Stock Exchange of India Limited ('Exchange') is committed to follow the highest corporate ethical standards in all of its actions and expects its Key Management Personnel and Employees too to have a similar commitment. Generally, this commitment of the Exchange and its Employees extends to its relationship with its member, shareholders and government/regulators. This Code for Key Management Personnel and Employees ("Code") also incorporates Code of Ethics and Code for Prohibition of Insider Trading. The Code explains the standards to be observed by Key Management Personnel and Employees of the Exchange. The Code is primarily based on the following values:

- **Integrity:** reflecting the highest degree of industry, sincerity and ethical behavior.
- **Excellence:** developing the potentials of the Exchange as well as its Employees including its Key Management Personnel to achieve the objectives of the Exchange and deliver outstanding results.
- **Transparency:** fairness and transparency in dealing with matters relating to the Exchange and the investors
- **Compliance:** compliance with all the laws/rules/regulations laid down by regulatory agencies/exchange.
- **Avoidance of Conflict of Interest:** avoidance of conflict of interest of Employees and interests of exchange and investors
- **Due diligence:** exercising due diligence in the performance of duties.
- **Avoidance of Fraud and Market Abuse:** avoidance of fraud and market abuse by Key Managerial Personnel and Employees^{1.1}.

2. APPLICABILITY

The Code applies to: all the [Key Management Personnel]² and Employees of the Exchange and such other persons as may be prescribed by the Board of Directors of the Exchange³

This Code is framed by the Board of Directors of the Exchange in its Board Meeting held on March 12, 2011 and amended in the meeting of the Board held on February 14, 2022.

1- Inserted vide Board Resolution dated August 24, 2012.

1.1- Inserted as per SEBI Circular dated March 03, 2021

2- Substituted for "Functionaries" vide Board Resolution dated August 24, 2012

3- Inserted as per para no. 3.4 of the SEBI Circular dated March 03, 2021



3. DEFINITION

In this Code, unless the context requires otherwise,

- (a) “Compliance officer” shall mean an employee of the company who is designated as Compliance Officer for the purpose of SEBI Master Circular no. CIR/MRD/DSA/SE/43/2010 dated December 31, 2010, SEBI (Prohibition of Insider Trading) Regulations, 2015, Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018⁴ and who shall mean 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, administering the code, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

- (b) “Designated Persons” mean all employees of the Exchange including Key Management Personnel⁵.

- (c) [“Employees” mean all employees of the Exchange including Key Management Personnel.]⁶

- (d) “Regulatory Oversight Committee” shall mean Regulatory Oversight Committee (**ROC**) constituted by the Board of Directors to oversee implementation of this Code, update or inform the Board of the Exchange of any suspected fraud or market abuse^{6.1}

- (e) [#]^{6.2}

- (f) “Immediate relative”^{6.3} means a spouse of a person, and includes parent, siblings, 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.^{6.4}

Explanation: Immediate relative for the purpose of Code means “spouse of the employee, and includes parent, sibling, and child of such employee or of the spouse, any of whom is either dependent financially on such employee, or consults such employee in taking decisions relating to trading in securities. The spouse of an employee shall always be considered to be an immediate relative irrespective of their financial status. Parents, sibling and child of such employee or of the spouse shall be considered immediate relative only if such person is either dependent financially on the employee, or consults the employee in taking decision relating to trading in securities.”^{6.5}

4- Inserted and renumbered vide Board Resolution dated February 14, 2022

5- Inserted and renumbered vide Board Resolution dated February 14, 2022

6- Inserted vide Board Resolution dated August 24, 2012

6.1- Inserted vide Board Resolution dated February 14, 2022

6.2- Deleted vide Board Resolution dated May 29, 2015.

6.3- Substituted for “Family member” with “Immediate relative” vide Board Resolution dated May 29, 2015.

6.4- Inserted vide Board Resolution dated May 29, 2015.

6.5- Inserted and renumbered vide Board Resolution dated February 14, 2022



(g) [*]⁷

(h) ["Key Management Personnel" shall mean and include such persons as defined under Regulation 2(1)(j) of the Securities Contract (Regulations) (Stock Exchanges and Clearing Corporations) Regulations, 2018, as amended from time to time.⁸

(i) [#]⁹

(j) "Unpublished Price Sensitive Information" shall have the meaning derived from regulation 2(n) of the SEBI (Prohibition of Insider Trading) Regulation, 2015.^[9.1]

(k) "Securities" shall have the meaning assigned to it under the Securities Contracts Regulations Act, 1956 ("SCRA 1956") or any modification thereof except units of a mutual fund including Exchange Traded Fund (ETF).^[10]

Definition of Securities as per SCRA, 1956,

2(h) "securities" include—

(i) shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body corporate or a pooled investment vehicle or any other body corporate¹¹;

[(ia) derivative;

(ib) units or any other instrument issued by any collective investment scheme to the investors in such schemes;

(ic) security receipt as defined in clause (zg) of Section 2 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002;

(id) units or any other such instrument issued to the investors under any mutual fund scheme;

[Explanation.—For the removal of doubts, it is hereby declared that "securities" shall not include any unit linked insurance policy or scrips or any such instrument or unit, by whatever name called, which provides a combined benefit risk on the life of the persons and investment by such persons and issued by an insurer referred to in clause (9) of section 2 of the Insurance Act, 1938 (4 of 1938);

(ida) Units or any other instrument issued by any pooled investment vehicle^{11.1};

(ie) any certificate or instrument (by whatever name called), issued to an investor by any issuer being a special purpose distinct entity which possesses any debt or receivable, including mortgage debt, assigned to such entity, and acknowledging beneficial interest of such investor in such debt or receivable, including mortgage debt, as the case may be;

(ii) Government securities;

(iia) such other instruments as may be declared by the Central Government to be securities; and

(iii) rights or interest in securities;

7- Deleted vide Board Resolution dated August 24, 2012.

8- Amended vide Board Resolution dated February 14, 2022.

9- Deleted vide Board Resolution dated May 29, 2015.

9.1- Inserted vide Board Resolution dated May 29, 2015.

10- Inserted and renumbered vide Board Resolution dated February 14, 2022. 11 & 11.1- Inserted and renumbered vide Board Resolution dated February 14, 2022.



(g) [#] ¹²

(h) "Trading " means and includes Subscribing, buying, selling, dealing or agreeing to subscribe ,buy, sell, deal in any securities, and "trade" shall be construed accordingly ^[12.1]

(i) "Insider" means any person who is:

- a) a connected person; or
- b) in possession of or having access to unpublished price sensitive information; ^[12.2]

(j) "Connected person" shall have the meaning derived from regulation 2(d) of the SEBI (Prohibition of Insider Trading) Regulation, 2015 ^[12.3]

(k) "Commodity derivative" means a contract —

- (i) for the delivery of such goods, as may be notified by the Central Government in the Official Gazette, and which is not a ready delivery contract; or
- (ii) for differences, which derives its value from prices or indices of prices of such underlying goods or activities, services, rights, interests and events, as may be notified by the Central Government, in consultation with the Board, but does not include securities as referred to in sub-clauses (A) and (B) of clause (ac);] ^[13]

All words, phrases and terms used in the Code not specifically defined hereinabove shall have the respective meanings ascribed thereto in the Securities and Exchange Board of India Act, 1992 and Regulations and Guidelines made thereunder, the Securities Contracts (Regulation) Act, 1956, SEBI Master Circular No. CIR/MRD/DSA/SE/43/2010 dated December 31, 2010, bearing reference no. SEBI/HO/MRD/DCAP/CIR/P/2021/23¹⁴ dated March 03, 2021, SEBI (Prohibition of Insider trading) Regulation 2015, the Depositories Act, 1996 and the Companies Act, 2013^{14.1} and rules and regulations made thereunder.

12- Deleted vide Board Resolution dated May 29, 2015

12.1, 12.2 & 12.3- Inserted vide Board Resolution dated May 29, 2015

13 Inserted vide Board Resolution dated May 22, 2016 - Section 133 of the finance Act 2015 had amended securities contract (Regulation) Act 1956 to include "Commodity Derivatives" as securities. Ref.-SEBI Circular No. CIR/MRD/DSA/41/2016 dated March 17, 2016.

14 & 14.1- Inserted and renumbered vide Board Resolution dated February 14, 2022.



4. GENERAL STANDARDS

- 4.1 All the [Key Management Personnel]¹⁵ and Employees shall endeavor to promote greater awareness and understanding of ethical responsibilities.
- 4.2 All the [Key Management Personnel]^{15.1} and Employees in the conduct of their business shall observe high standards of commercial honour and just and equitable principles of trade.
- 4.3 The conduct of all the [Key Management Personnel]^{15.2} and Employees in business life should be exemplary which will set a standard for members of the Exchange to follow.
- 4.4 [Key Management Personnel]^{15.3} and Employees shall not use their position to do or get favours from the executive or administrative staff of the Exchange, suppliers of the Exchange, members of the Exchange or any listed company at the Exchange.
- 4.5 [Key Management Personnel]^{15.4} and Employees shall not commit any act which may affect the reputation of the Exchange.
- 4.6 [Key Management Personnel]^{15.5} and Employees of the Exchange should comply with all laws, rules and regulations applicable to the activities of the Exchange.
- 4.7 Key Management Personnel and Employees of the Exchange should adopt and comply with the minimum standards set out in Schedule C of the SEBI (Prohibition of Insider Trading) Regulations, 2015 provided as **Schedule: I** to this Code.¹⁶

5. CORPORATE OPPORTUNITIES

- 5.1 All Employees owe a duty to the Exchange to advance its legitimate interests.
- 5.2 No Employee shall compete with the Exchange or use its property, information, or position for their personal gain.
- 5.3 Subject to any agreement between the Exchange and the Employee, all software, technology, systems or other proprietary information developed by an Employee in course of his employment shall be the sole property of the Exchange.

^{15, 15.1, 15.2, 15.3, 15.4, 15.5-} Substituted for "Functionaries" vide Board Resolution dated August 24, 2012

¹⁶⁻ Inserted and renumbered vide Board Resolution dated February 14, 2022 – Inserted as per Schedule C of PIT Regulations, 2015.



6. INSIDER TRADING

6.1 The Exchange is committed to comply with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time in so far as the same is applicable. No Employee, his immediate relative or anyone who receives Unpublished Price Sensitive Information in contravention of provisions of the said Regulations from him, shall deal in the securities of the Exchange or any other company, if he is in possession of any Unpublished Price Sensitive Information about Companies which are listed/traded or proposed to be listed/traded on the Exchange or contracts that are traded on the Exchange. No Employee should disclose Unpublished Price-Sensitive Information about any Company Traded/listed on the Exchange or contract traded on the Exchange to another person except as allowed under applicable law.

6.2 Any concerns as to whether information would be considered material may be consulted with the Compliance Officer of the Exchange. All Employees are responsible for knowing and abiding by SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

7. INSTITUTIONAL MECHANISM FOR PREVENTION OF FRAUD OR MARKET ABUSE¹⁷

7.1 MD / CEO of the Exchange shall ensure compliance with the regulations and circulars issued by SEBI from time to time more particularly SEBI (Prohibition of Insider Trading) Regulations, 2015 and its Schedules and to place adequate and effective system of internal controls in order to prevent fraud or market abuse by Exchange or its designated persons and immediate relatives of designated persons.

7.2 The ROC of the Exchange shall review compliance of the internal control at least once in a financial year and shall also verify that the controls are adequate and are operating effectively.

8. DEALINGS IN SECURITIES BY EMPLOYEES

8.1. All dealings in securities shall be for investment purposes and not be of speculative nature. In this regard, securities bought shall not be sold or vice-versa at least for a period of 6 Months from its purchase to be considered as being held for investment purposes. This requirement shall also be applicable to Initial Public Offers (IPOs). In case of IPOs the holding period would commence when the securities are actually allotted.

8.2. DISCLOSURES

All Employees [*]¹⁸ shall submit to the Compliance Officer or any official as may be designated by him, the following details in the format given in Annexures hereto, as follows:

- (i) Disclosure of securities holding and those of their Immediate Relatives¹⁹ at the date of joining -
Annexure I.

17- Inserted and renumbered vide Board Resolution dated February 14, 2022

18- "and Functionaries" deleted vide Board Resolution dated August 24, 2012.

19- Inserted and renumbered vide Board Resolution dated February 14, 2022.



- (ii) Quarterly disclosure of their dealings in securities and those of their Immediate Relatives, and by any other person for whom such person takes trading decisions directly or indirectly, to the designated officer, within 30 days at the end of every quarter - **Annexure II.**
- (iii) Annual statements of all holdings in securities by the Employee and his Immediate Relatives and by any other person for whom such person takes trading decisions as on March 31 of every year to be submitted by April 30 of that year - **Annexure III.**

8.3. DISCLOSURE OF BENEFICIAL INTEREST BY [KEY MANAGEMENT PERSONNEL]²⁰

All the [Key Management Personnel]^{20.1} shall, upon assuming office and thereafter at the beginning of every financial year during their tenure in office, and also whenever any change in disclosable interest occurs, disclose to the Compliance Officer, their beneficial interests mentioned below in the formats given in – **Annexure IV.** The Compliance Officer shall place the same before the ROC/ Board of Directors.

- (i) Any fiduciary relationship of self and immediate relatives and directorship/ partnership of self and immediate relatives in any broking outfit;
- (ii) Shareholding in cases where the shareholding of the Functionary directly or through his immediate relatives exceeds 5% in any listed company or other entity connected to the capital markets; and
- (iii) Any other business interests.

The above disclosures shall be made within 30 (thirty) days of joining, beginning of financial year or of the change, as the case may be.

8.4. PRE-CLEARANCES

All Employees shall obtain the prior written approval of the Compliance Officer before effecting the following securities transactions either for themselves or their immediate relatives and by any other person for whom such person takes trading decisions:-

- (i) Sale of any security, Contra trade or reversal of position in any derivatives contract within 6 months from the day of its acquisition necessitated by personal emergency. In such an event the Compliance Officer may waive the holding period after recording in writing his reasons in this regard.
- (ii) [Where the cumulative value of dealings (buy and sell) across all scrips or class of contracts would exceed Rs. 1,00,000/- (rupees one lakh) on a trading day.^[21]

20 & 20.1 - Substituted for "Functionaries" vide Board Resolution dated August 24, 2012
21- Limit modified vide Board Resolution dated October 24, 2013



The application under clause (i) above shall be made in the format prescribed in **Annexure V** and application under clause (ii) above shall be made in the format prescribed in **Annexure VI**

An order is to be executed within a week of the pre-clearance from the Compliance Officer, failing which a fresh pre-clearance has to be sought from the Compliance Officer. Where the employee has not traded after securing pre-clearance, the employee shall report the reason for not to trade in **Annexure VII**.

9. AVOIDANCE OF CONFLICT OF INTEREST

9.1. All Employees ^{[*]22} of the Exchange shall always act in the interest of the Exchange, and ensure that any business or personal association which he/she may have does not involve a conflict of interest with the operations of the Exchange and his/her role therein.

9.2. No Employees ^{[*]22.1} shall engage in any business, relationship, assignment or activity might conflict with the interest of the Exchange.

10. BUSINESS WITH RELATIVES

10.1. Employees ^{[*]22.2} shall avoid doing Exchange business with relatives or with any person in whom any of his relative is associated or interested. For the purpose of this Code, the term 'relative' includes spouse, children, siblings, parents, grandparents, nieces, nephews, uncles, aunts, cousins, step-relationships and in-laws.

However, fair dealings in the interest of the Exchange with the relatives of Employees are not prohibited subject to written disclosure to the relevant functional head or where the Employee is a functional head, to his immediate superior.

10.2. As a matter of policy, the Exchange discourages employment of relatives of Employees within same departments, particularly in positions that have financial dependence or influence.

11. LEGAL AND REGULATORY COMPLIANCE:

11.1. The Exchange expects its Employees ^{[*] 22.3} to get acquainted with all legal and regulatory stipulations applicable to the Exchange business and act in compliance with such requirements.

12. CONFIDENTIAL INFORMATION AND PRIVACY

12.1. Every Employee shall always maintain the highest degree of confidentiality and keep as confidential records, documents and other confidential information, which may be known to him or confided in him by any means and he will use such records, documents, and information only in a duly authorized manner in the interest of the Exchange.

22, 22.1, 22.2 & 22.3- "including the Functionaries" deleted vide Board Resolution dated August 24, 2012.



12.2. Preservation of “Price Sensitive Information”

Every Employee shall maintain the confidentiality of all Price Sensitive Information and shall not pass on such information directly or indirectly by way of making recommendation for the purchase or sale of securities or otherwise.

12.3. Need to know

Price Sensitive Information is to be handled on a ‘need to know’ basis and should be disclosed only to those within the organization who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interests or appearance of misuse of the information.

12.4. Prevention of Misuse of Price Sensitive Information

None of the Employees shall use Price Sensitive Information to buy or sell securities of any sort, whether for their own account, their immediate relatives account, organization/ firm’s account or a client’s account.

12.5. Chinese Wall

To prevent the misuse of confidential information the Exchange has adopted a “Chinese Wall” policy which will separate those areas of the organization which routinely have access to Unpublished Price Sensitive Information, which every Employee of the Exchange shall follow. Accordingly, the Exchange has restricted access to the Trading Room, the Surveillance Room and the Risk Management Room. Any retrieval of such unpublished price sensitive information shall be properly recorded and there shall be an audit trail of the same.

The mechanism of retrieving of Unpublished Price Sensitive Information and recording the same shall be followed without exception by all the Employees including the Key Management Persons²³ and Designated Persons.

12.6. Duty to Safeguard

The duty to safeguard and not disclose confidential information will survive the expiration or termination of employment with the Exchange.

12.7. Prior Permission

At no time an Employee will remove any confidential information from the office without the prior permission of the person to whom he reports.

12.8. Exceptions

Internal documents concerning to the operations and activities, the work, deliberations and decisions of the Boards of Directors, Exchange’s management, staff and Committees, should be handled confidentially except where disclosures are required by applicable law or regulation or Circular.

23- Substituted for “Functionaries” vide Board Resolution dated August 24, 2012



12.9. All Employees are expected to be vigilant in ensuring the appropriate relationship between regulatory and market activities, including the need to preserve the confidentiality of nonpublic regulatory information.

13. USE OF EXCHANGE ASSETS

13.1. No Employee shall use for personal purpose, the work stations, telephones, cellular phones, phone cards, computers, electronic mail systems and other tools provided by the Exchange in course of his employment.

13.2. Every Employee shall use the Exchange assets efficiently so as to avoid waste. Employees shall use the Exchange assets only for purposes authorized by the Exchange.

13.3. The property or information of the Exchange may not be used for personal gain or to engage in outside business activities. The Exchange may at any time monitor the use of Exchange assets, including forms of electronic communications.

14. WHISTLE BLOWERS POLICY

14.1. Every Employee of the Exchange shall promptly report any actual or possible violation of the provisions of this Code any misconduct, act or misdemeanor to the attention of the Compliance Officer, or such other person designated by him.

14.2. All complaints will be investigated as promptly and confidentially as possible. Employees shall cooperate with all lawful investigations in respect of any allegations for violations of this Code.

14.3. As far as possible, the complaints on violation of this Code shall be dealt without disclosing the name of the complainant. There shall not be any retaliation against any person who raises an ethics or compliance issue in good faith. All those who raise concerns or who help to resolve reported allegations shall be protected against retaliation. Any attempt to intimidate the whistleblower would be treated as a violation of the Code of Conduct and will be dealt with strictly.

15. PROCEDURE FOR DEALING WITH NON-COMPLIANCE BY DESIGNATED PERSONS UNDER THE CODE²⁴

15.1 Compliance Officer shall inform Regulatory Oversight Committee (ROC) after necessary inquiry/ investigation as may be deemed fit with due regard to the observance of the principle of natural justice

15.2 Based on the declarations from Employees if there is suspicion of any unusual activity observed, the same shall be taken up for further investigation to identify the elements of fraud if any.

24- Inserted and renumbered vide Board Resolution dated February 14, 2022 – Inserted as per SEBI circular dated March 03, 2021.



15.3 Any violation resulting into a penal action on account of suspected fraud or market abuse is dealt by the Exchange under this code.

15.4 Compliance Officer shall submit a report to the ROC periodically with proposed decision as it may deem fit.

16. PENALTY FOR CONTRAVENTION OF CODE

16.1. All Employees shall be individually responsible for complying with the provisions of this Code, any Employee who violates the Code shall be subject to disciplinary action, as may be deemed fit by the Managing Director.

16.2. Apart from the general legal consequences, the Exchange reserves the right to take disciplinary actions, including wage freeze, suspension etc., against any Employee who violates any applicable law or regulation or circular or office instructions in performance of his duties.

16.3. The action by the Exchange shall not preclude SEBI or any other regulatory authority²⁵ from taking any action for violation of the Regulations.

16.4. In case any material violation of the Regulations or the Code as may be decided by the Managing Director/Chief Executive Officer²⁵, is observed, SEBI shall be informed of the same.

16.5. Contra trade executed by any Employees, inadvertently or otherwise, without the relaxation of Compliance Officer, in violation of such a restriction, the profit from such trade shall be liable to be disgorged for remittance to the SEBI for credit to Investor Protection and Education Fund (IPF)²⁶ administered by the SEBI under the SEBI Act.

16.6 In case of sanctions and disciplinary actions, including wage freeze, suspension, recovery, etc., that may be imposed as mentioned in clause 16.2 of this Code for the contravention of the Code of Conduct, any amount collected under this clause shall be remitted to the SEBI for credit to Investor Protection and Education Fund (IPF) administered by the SEBI under the SEBI Act.²⁷

17. MODIFICATION TO CODE

17.1. This Code may be modified by the Managing Director/ Chief Executive Officer²⁸ from time to time.

17.2. The Managing Director/ Chief Executive Officer²⁹ shall be bound to modify the Code in accordance with recommendations, if any, of the Regulatory Oversight Committee (ROC).³⁰

17.3. All Employees including the Key Managerial Personnel³¹ shall abide by the Code prescribed by the Exchange, as amended from time to time.

25, 26, 27, 28, 29 & 30 - Inserted and renumbered vide Board Resolution dated February 14, 2022
31 - Substituted for "Functionaries" vide Board Resolution dated August 24, 2012



Schedule: I

**SCHEDULE C of Prohibition of Insider Trading Regulations, 2015³²
Minimum Standards for Code of Conduct for Intermediaries and Fiduciaries to Regulate, Monitor and Report Trading by Designated Persons**

1. The compliance officer shall report to the board of directors or head(s) of the organisation (or committee constituted in this regard) and in particular, shall provide reports to the Chairman of the Audit Committee or other analogous body, if any, or to the Chairman of the board of directors or head(s) of the organisation at such frequency as may be stipulated by the board of directors or head(s) of the organization but not less than once in a year.
2. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The code of conduct shall contain norms for appropriate Chinese Wall procedures, and processes for permitting any designated person to “cross the wall”.
3. Designated persons and immediate relatives of designated persons in the organisation shall be governed by an internal code of conduct governing dealing in securities.
4. Designated persons may execute trades subject to compliance with these regulations. Trading by designated persons shall be subject to pre-clearance by the compliance officer(s), if the value of the proposed trades is above such thresholds as the board of directors or head(s) of the organisation may stipulate.
5. The compliance officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
6. Prior to approving any trades, the compliance officer shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
7. The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.
8. The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is a connected person of the listed company and is permitted to trade in the securities of such listed company, shall not execute a contra trade. 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. Should a 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 Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

9. The code of conduct shall stipulate such formats as the board of directors or head(s) of the organisation (or committee constituted in this regard) deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.
10. Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension, recovery, etc., that may be imposed, by the intermediary or fiduciary required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9, for the contravention of the code of conduct. Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.]
11. The code of conduct shall specify that in case it is observed by the intermediary or fiduciary required to formulate a code of conduct under sub-regulation (1) or sub-regulation (2) of regulation 9, respectively, that there has been a violation of these regulations, such intermediary or fiduciary shall[promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time].
12. All designated persons shall be required to disclose name and Permanent Account Number or any other identifier authorized by law of the following to the intermediary or fiduciary 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, 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.

Explanation –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 [from a designated person] during the immediately preceding twelve months, equivalent to at least 25% [of the annual income of such designated person]but shall exclude relationships in which the payment is based on arm’s length transactions.

13. Intermediaries and fiduciaries shall have a process for how and when people are brought ‘inside’ on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.]

32. Annexure inserted vide Board Resolution dated February 14, 2022



DECLARATION
[Clause 8.2(i)]

Name:
Designation:
Department:
Employee ID No:

To,
The Compliance Officer
Metropolitan Stock Exchange of India Limited.

Sub: Declaration of holdings of Securities/Derivative Contracts on the date of joining.

* I hereby declare that I and my immediate relatives¹ & any other person for whom I take trading decisions do not hold any securities² or exchange traded derivative contract as on

OR

* I hereby declare that I and my immediate relatives¹ & any other person for whom I take trading decisions hold the following securities² and/or exchange traded derivative contract as on

Holdings of Securities and/or Derivative Contracts												
ISIN of the Company	Whether securities OR Derivative (F&O) contract	Date of transaction	Name of issuer company/other entity OR Nature of derivative (F&O) contracts and nature of position	No. of securities OR No. of derivative (F&O) contracts	Notional value in Rupee terms	% Of Shareholding	Exchange on which the deal is entered into, in case of derivative (F&O) contracts	Specify the Holder (Whether self /Immediate relatives or such other person E.g. husband / wife/ son /daughter / father / mother)	Name of Holder (Other than for self)	PAN, CIN /DIN & Address with contact nos. of Holder	Date of Purchase in case of securities sold	Category of Person (Promoter/ KMP/Employee Immediate Relatives /Other)



Date:
Place:

(Signature)

* Strikeout whichever is not applicable.

1The term immediate relatives means a spouse of a person , and includes parent, siblings, 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.

2"Securities" shall have the meaning assigned to it under the SCRA, 1956 or any modification thereof except units of a mutual fund.



DECLARATION
[Clause 8.2(ii)]

Name:
Designation:
Department:
Employee ID No:

To,
The Compliance Officer
Metropolitan Stock Exchange of India Limited.

Sub: Quarterly Declaration of dealings in Securities/Derivative Contracts for the quarter ended _____ .

* I hereby declare that I and my immediate relatives¹ & any other person for whom I take trading decisions have not dealt in any securities²/ executed contra trade or exchange traded derivative contract during the quarter ended _____ .

OR

* I hereby declare that I and my immediate relative¹& any other person for whom I take trading decisions have dealt in the following securities²/ executed contra trade and/or exchange traded derivative contract/s during the quarter ended _____ .

Dealings in Securities and/or Derivative Contract/s														
ISIN of the Company	Whether Securities OR Derivative (F&O) Contract	Date of transaction	Whether Buy or Sell	Name of issuer company/other entity OR Nature of derivative (F&O) contracts and nature of position	No. of securities traded OR No. of derivative (F&O) contracts	% Of Shareholding	Exchange on which the deal is entered	Trading Member (TM) through whom the dealing/s is/are effected (Also mention SEBI Registration Number)	Value of the transaction or Notional value in Rupee term	Specify the person transacting (Whether immediate relatives or other person E.g. husband/)	Name of person transacting (Other than for self)	PAN, CIN /DIN & Address with nos. of person transacting	Date of Purchase in case of securities sold	Category of Person (Promoter/ KMP/ Employee Immediate Relatives/Other)

Date:

(Signature)



** Strikeout whichever is not applicable.*

1The term immediate relative means a spouse of a person, and includes parent, siblings, 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

2"Securities" for the purpose of this form, means securities, including derivatives which are for the time being traded on any segment of Metropolitan Stock Exchange of India Limited, NSE, BSE or USE and shall not include mutual fund units and Government securities.

I hereby undertake and declare that —

- (a) I have no access to nor do I have any information that could be construed as “Unpublished Price Sensitive Information” in relation to the proposed transaction(s), within the meaning of the Code for Employees upto the time of signing this Undertaking.
- (b) In the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" in relation to the proposed transaction(s), within the meaning of the Code for Employees, 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 until such information becomes public;
- (c) I have not contravened the provisions of the Code for Employees as notified by the company from time to time;
- (d) I have made full and true disclosure in the matter.



DECLARATION
[Clause 8.2(iii)]

Name:
Designation:
Department:
Employee ID No:

To,
The Compliance Officer
Metropolitan Stock Exchange of India Limited.

Sub: Annual Declaration of holdings of Securities/Derivative Contracts as on March 31, ____.

* I hereby declare that I and my immediate relative¹ & any other person for whom I take trading decisions do not hold any securities²,/ executed contra trade or exchange traded derivative contract as on March 31, ____.

OR

* I hereby declare that I and my immediate relative¹ & any other person for whom I take trading decisions hold the following securities²/ executed contra trade and/or exchange traded derivative contract as on March 31, ____.

Holdings of Securities and/or Derivative Contracts

ISIN of the Company	Whether securities OR derivative (F&O) contract	Name of issuer company/other Entity OR Nature of derivative (F&O) contracts and nature of	No. of securities OR No. of derivative (F&O) contracts	Notional value in Rupee terms	% Of Shareholding	Exchange on which the deal is entered into, in of derivative contracts	Specify the Holder (Whether self / Immediate relatives or such other person E.g. husband / wife/ son /daughter / father / mother)	Name Holder (Other for self)	PAN, CIN /DIN & Address with contact nos. of Holder	Category of Person (Promoter/ KMP/Employee Immediate Relatives/Other)



Date:

(Signature)

** Strikeout whichever is not applicable.*

1The term immediate relative a spouse of a person, and includes parent, siblings, 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

2"Securities" shall have the meaning assigned to it under the SCRA, 1956 or any modification thereof except units of a mutual fund



DECLARATION (For G8 and Above)

[Clause 8.3]]

Name:
Designation:
Department:
Employee ID No:

To,
The Compliance Officer
MetropolitanStock Exchange of India Limited.

Sub: Annual Declaration of Business Interests

A. Details of interest in broking outfit

* I hereby declare that I and my immediate relatives¹ do not have any fiduciary relationship/ directorship/ partnership with/in any broking outfit.

OR

* I hereby declare that following are the details of fiduciary relationship/directorship/partnership possessed by me and my Immediate Relatives¹ with/in broking outfit:

Sr. No.	Name and address of the Broking outfit	Nature of interest	Extent of interest in value (in Rs.)	Extent of interest in percentage terms (of shares in body corporate OR share in partnership etc)	Specify the Holder (Whether self / husband / wife/ son /daughter / father / mother)	Name of Holder (Other than for self)

B. Details of interest of 5% or more shareholding in a listed company

* I and my immediate relatives¹ do not hold more than 5% shareholding in any listed Company or entity related to capital market.



OR

* I and my immediate relatives¹ hold more than 5% shareholding in following listed companies listed on Stock Exchange(s) and entities related to the capital market:

S. No.	Name of Company/ entity	Category (Listed on Stock Exchange(s) or capital market related entity ²)	Nature of relationship to capital market [if capital market	Specify the Holder (Whether self / husband / wife/ son /daughter / father /	Name of Holder (Other than for self)

C. Details of business interest

* I and my immediate relatives¹ do not possess any other business interest in any company/ partnership or other business.

OR

* I /my immediate relatives¹ possess the following business interests:

S. No.	Name of company / partnership or other business	Address of Company / partnership or other business	Nature of interest possessed	Extent of in value (in Rs.)	Extent of in percentage terms (of shares in body corporate OR share in partnership etc)	Specify the Holder (Whether self / husband / wife/ son /daughter / / mother)	Name of Holder (Other than for self)

Date:

(Signature)

* *Strikeout whichever is not applicable.*

¹The term immediate relative means a spouse of a person, and includes parent, siblings, 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 securities²Please mention nature of relationship to capital market, if applicable.



APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD! EXECUTION OF CONTRA TRADE

[Clause 8.4(i)]

Name:
Designation:
Department:
Employee ID No:

To,
The Compliance Officer
Metropolitan Stock Exchange of India Limited.

Dear Sir,
Sub: Application for waiver of minimum holding period.

I hereby request permission for disposing of the securities²/ execution of contra trade in respect of the following securities²/derivative contracts, for the following reason: _____ (Please give a brief of personal emergency necessitating the sale)

ISIN of the Company	Whether securities OR derivative contract	Nature of securities & Name of Company/other entity OR nature of	Face Value securities, if applicable	Number of securities /derivative contracts held	Number of securities /derivative contract to be dealt	Proposed consideration and proposed value of transaction	Folio No. / DP ID / Client ID, if applicable	Whether proposed transaction will be done by self or by immediate relative ¹

I declare that the above details are correct.

Date:

(Signature)

1The term immediate relative means a spouse of a person, and includes parent, siblings, 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. Please specify name and relationship if applicable.

2"Securities" shall have the meaning assigned to it under the SCRA, 1956 or any modification thereof except units of a mutual fund



APPLICATION FOR SEEKING APPROVAL FOR PRE-CLEARANCE

[Clause 8.4(ii)]

Name:
Designation:
Department:
Employee ID No:

To,
The Compliance Officer
Metropolitan Stock Exchange of India Limited.

Dear Sir,

Sub: Application for seeking approval for pre-clearance.

I hereby request permission for dealing in the following securities²/ derivative contracts:

ISIN of the Company	Whether securities OR derivative contract	Nature of securities & Name of Company/ other entity OR nature of derivative contract and nature of position	Face Value per securities, if applicable	Number of securities/ derivative contracts held as on date ¹	Nature of transaction for which approval is sought (Purchase/ sale)	Number of securities/ derivative contracts to be dealt	Proposed Consideration	Folio No. / DP ID / Client ID	Whether proposed transaction will be done by self or by immediate relative ¹



* I declare that the securities² to be sold, as proposed above, have been held by me for minimum of 6 months.

AND/OR

* I declare that the securities² to be purchased, as proposed above, will be held by me for a minimum period of 6 months from the date of purchase.

AND/OR

* I declare that the positions in derivatives contracts to be taken, as proposed above, will not be reversed by me for a minimum of 6 months .

AND/OR

*I declare that position, as proposed above, will not be executed as a contra trade by me for the minimum of 6 months from the date of position.

I have annexed the Undertaking along with this application.

Date:

Encl: a/a

(Signature)



UNDERTAKING

I, _____, an employee of Metropolitan Stock Exchange of India Limited with Employee ID No _____, Designation _____, Department _____, am desirous of dealing in the securities/exchange traded derivative contracts as mentioned in my application for pre-clearance of transaction(s) dated _____.

I hereby undertake and declare that —

(e) I have no access to nor do I have any information that could be construed as “Unpublished Price Sensitive Information” in relation to the proposed transaction(s), within the meaning of the Code for Employees upto the time of signing this Undertaking.

(f) In the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" in relation to the proposed transaction(s), within the meaning of the Code for Employees, 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 until such information becomes public;

(g) I have not contravened the provisions of the Code for Employees as notified by the company from time to time;

(h) I have made full and true disclosure in the matter.

Date:

(Signature)



Annexure VI

REPORTING OF REASONS FOR NOT TO TRADE AFTER SECURING PRE-CLEARANCE
[Clause 8.4(iii)]

Name:
Designation:
Department:
Employee ID No:

To,
The Compliance Officer
Metropolitan Stock Exchange of India Limited.

Dear Sir,

Sub: Reporting of reasons for not to trade after securing pre-clearance

This has reference to your letter dated _____ approving the pre-clearance for dealing in securities (copy Attached), I hereby declare that I have not dealt with the securities due to _____ (Please give reasons for not executing the trade)

Date:

(Signature)