

Metropolitan Stock Exchange of India Ltd. (MSE)

**CODE FOR GOVERNING BOARD¹⁸,
DIRECTORS AND COMMITTEE MEMBERS**

18- Inserted vide Board Resolution dated August 10, 2023



Metropolitan Stock Exchange of India Limited

CODE FOR GOVERNING BOARD¹⁸, DIRECTORS AND COMMITTEE MEMBERS

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. This Code of Ethics and Code of Conduct and Code for Prevention of Insider Trading ("Code") has been adopted by the Board of Directors of the Exchange at its meeting held on March 12, 2011. This Code is aimed at improving the professional and ethical standards in the functioning of Exchange thereby creating better investor confidence in the integrity of the market. 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 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 directors and interests of exchange and investors
- ↗ **Due diligence:** exercising due diligence in the performance of duties.

2. APPLICABILITY

The Code applies to the Directors and Committee Members of the Exchange.

3. DEFINITIONS:

In this Code, unless the context requires otherwise,

(i) "Board of Directors" shall mean the Board of Directors of Metropolitan Stock Exchange of India Limited.

(ia) "Director" means a Director on the Board of Directors of the Exchange and includes the Chairperson thereof.

(ib) "Non-Executive Director" means Directors who are not in full time employment of the Exchange/Company which includes Directors on the Board.¹

(1) Inserted vide Board Resolution dated February 13, 2023



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(ii) Exchange/Company which includes Directors on the Board. “Committee Members” shall mean all the Members of the Committee(s) constituted by the Board of Directors of the Exchange.² “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 and SEBI (Prohibition of Insider Trading) Regulations, 2015, 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, 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.

(iii) “Ethics Committee” shall mean Ethics Committee constituted by the Board of Directors.

(iv) [*]³

(va) “Immediate relative”⁴ 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. [5]

(vi) [*]³

(via) “Unpublished Price Sensitive Information” shall have the meaning derived from regulation 2(n) of the SEBI (Prohibition of Insider Trading) Regulation, 2015. [5]

(vii) “Securities” shall have the meaning assigned to it under the SCRA, 1956 or any modification thereof except units of a mutual fund..

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;

[(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

(2) Inserted vide Board Resolution dated August 24, 2012

(3) Deleted vide Board Resolution dated May 29, 2015.

(4) Substituted for “Family member” with “Immediate relative” vide Board Resolution dated May 29, 2015.

(5) inserted vide board resolution dated May 29, 2015.



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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);]

[(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;

(viii)[*]³

(ix) “Trading “ means and includes Subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly[5]

(x) “Insider” means any person who is :

a) a connected person; or

b) in possession of or having access to unpublished price sensitive information; [5]

(xi) “Connected person” shall have the meaning derived from regulation 2(d) of the SEBI (Prohibition of Insider Trading) Regulation, 2015. [5]

(xii) "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);] [6]

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 31 December 2010, SEBI (Prohibition of Insider trading) Regulation 2015, the Depositories Act, 1996 and the Companies Act 1956 & 2013 and rules and regulations made thereunder.

(6) 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.



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A. CODE OF CONDUCT FOR GOVERNING BOARD, DIRECTORS AND COMMITTEE MEMBERS¹⁹

I. GOVERNING BOARD²⁰

The governing board of the recognised stock exchange shall-

- a) evaluate profitability margins of the stock exchanges.
- b) ensure adequacy of resource allocation (both financial and human) towards regulatory compliances.
- c) focus on strategy, policy level issues and important matters and may review the day-to-day operational matters only in exceptional cases.
- d) oversee the critical operations including technology as well as the regulatory, risk management, compliance and investor grievance redressal functions of the stock exchange.
- e) take the lead in succession planning for the managing director and other key positions.
- f) play an active role in defining, establishing and documenting risk management framework, covering risk appetite or risk tolerance policy of the stock exchange and ensure that the policy contains the following:-
 - i. role of risk appetite in key processes
 - ii. clear quantitative metrics and thresholds to monitor performance of the stock exchange's risk appetite
 - iii. acceptability of breaches and trigger response(s), if any.
 - iv. zero tolerance for areas such as cyber security, system stability, surveillance, fair access, fraud or corruption, compliance, etc.
- g) make key stakeholders (executive and non-executive) aware of the use and value of risk appetite across the organization (including implications of breaches) and review and approve risk appetite metrics and thresholds periodically.
- h) ensure adequate independence of key functions such as regulatory and control functions (risk management, compliance and audit functions) such that;
 - i. regulatory and control functions have sufficient stature to perform their tasks effectively.
 - ii. regulatory and control functions operate independently and have appropriate direct access to the governing board of the stock exchange and senior management.
 - iii. control functions are proactively involved in all relevant decisions and activities.

¹⁹ Inserted vide Board resolution dated August 10, 2023

²⁰ Inserted vide Board Resolution dated August 10, 2023 as per Part B of Securities Contracts (Regulation) (Stock Exchanges And Clearing Corporations) Regulations, 2018

i) Provide for three lines of defense construct where:

- i. the first line of defense incorporates business units and support functions as it has the responsibility to own and manage risks associated with day to day operational activities.
- ii. the second line of defense comprises of various oversight functions i.e., regulatory, risk management, compliance teams, and
- iii. the third line of defense comprises the internal audit function.

j) ensure that the roles and responsibilities of management in relation to three lines of defense are clearly specified and understood and that all employees are responsible for the regulatory, risk management and compliance outcomes.

k) ensure a culture of effective communication and challenge (i.e., encourage alternate views or questions from individuals and groups) and value and respect it.

l) ensure that any new product, service, revenue stream is examined by the concerned department of the stock exchange from the compliance and risk management perspectives in addition to normal viability issues before approving the same.

m) review periodically all existing products, services and revenue streams.

n) shall meet, without the presence of the managing director and any other executive director, the chief regulatory officer or compliance officer, the chief risk officer, the chief information security officer, the statutory auditor of the stock exchange and any other person as determined by the public interest directors and non-independent directors to discuss important issues concerning the stock exchange, on a periodic basis as specified by the Board.

o) periodically review the frequency of meetings and agenda items of the governing board and statutory committees to ensure that the number of meetings is rationalized and all important issues are discussed.

p) ensure that the agenda papers are approved by the Chairman of the governing board.

q) ensure that members of the governing board can place agenda item during their meeting.

r) be responsible for monitoring compliance with the code of conduct by the directors of the stock exchange.

s) uphold a strong culture in the stock exchange and promote target culture from the top through behaviour, actions and effective communication.

t) communicate the guiding principles for institution's target regulatory, compliance, risk and conduct culture.

u) endeavor that the stock exchange put in place key elements related to culture such as:

- i. adequate training programs to help employees better understand expectations of behavior (for example, trainings on dilemmas);
- ii. mechanisms to measure and track indicators related to culture at regular intervals;
- iii. accountability mechanisms; and
- iv. performance management mechanisms which take into account adherence to culture, conduct and behavior related dimensions.]

II. CODE OF CONDUCT FOR DIRECTORS AND COMMITTEE MEMBERS ²¹

1. General Responsibility²²

- (a) Every director and committee members of the recognised stock exchanges shall analyse and administer the stock exchanges' issues with professional competence, fairness, impartiality, efficiency and effectiveness;
- (b) Every director and committee members of the recognised stock exchanges shall submit the necessary disclosures, statement of holdings, dealings in securities as required by the stock exchanges from time to time as per their rules, bye-laws or articles of association;
- (c) Every director and committee members of the recognised stock exchanges shall unless otherwise required by law, maintain confidentiality and not divulge or disclose any information obtained in the discharge of their duty and no such information is used for personal gains;
- (d) Every director and committee members of the recognised stock exchanges shall maintain the highest standards of personal integrity, truthfulness, honesty and fortitude in discharge of their duties in order to inspire public confidence and not engage in acts discreditable to their responsibilities;
- (e) Every director and committee members of the recognised stock exchanges shall perform their duties in an independent and objective manner and avoid activities that may impair, or may appear to impair, their independence or objectivity or official duties;
- (f) Every director and committee members of the recognised stock exchanges shall perform their duties with a positive attitude and constructively support open communication, creativity, dedication, and compassion;
- (g) Every director and committee members of the recognised stock exchanges shall not engage in any act involving moral turpitude, dishonesty, fraud, deceit, or misrepresentation or any other act prejudicial to the administration of the stock exchanges;
- (h) Every director and committee members of the recognised stock exchanges shall promote greater awareness and understanding of ethical responsibilities;
- (i) Every director and committee members of the recognised stock exchanges shall in the conduct of their business, observe high standards of commercial honour and; just and equitable principles of trade;
- (j) Every director and committee members of the recognised stock exchanges shall be exemplary in their conduct in business life which may set a standard for others;
- (k) Every director and committee members of the recognised stock exchanges shall not use their position to give or receive favours to or from the executive or administrative staff of the stock exchange, technology or service providers and vendors or suppliers of the stock exchange, or any listed company at the stock exchange or any issuer company admitted by the stock exchanges;

²¹ Inserted vide Board Resolution dated August 10, 2023

²² Amended by way of modification vide Board Resolution dated August 10, 2023



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(l) Every director and committee members of the recognised stock exchanges shall not commit any act which will put the reputation of the stock exchanges in jeopardy;

(m) Every director and committee members of the recognised stock exchanges shall comply with the provisions of all applicable laws pertaining to the securities market;

(n) Every director and committee members of the recognised stock exchanges shall at all point of time comply with all the internal policies of the stock exchange including their code of conduct. If there is a conflict between the code of conduct policy of the stock exchange with those provided by the Board, then the policy issued by the Board shall prevail.

2. ⁷(***).

3. Regulatory Compliances. ²³

(a) Every director and committee member of the recognised stock exchange shall ensure that the stock exchange abides by all the applicable provisions of the Act, the Securities and Exchange Board of India Act, 1992, rules and regulations framed thereunder and the circulars, directions or any other instructions issued by the Board from time to time;

(b) Every director and committee member of the recognised stock exchange shall ensure compliance at all levels so that the regulatory system does not suffer any breaches;

(c) Every director and committee member of the recognised stock exchange shall ensure that the stock exchange takes steps commensurate to honour the time limit stipulated by Board for corrective action.

4. Disclosures of Beneficial Interest. ²⁴

All directors and committee members shall disclose to the governing board of recognised stock exchange, upon assuming office and during their tenure in office, whenever the following arises:—

(a) any fiduciary relationship of self and family members and directorship or partnership of self and family members in any trading member or clearing member or depository participant or registrar and transfer agent;

(b) shareholding, in cases where the shareholding of the director or key management personnel, directly or through his family exceeds 5 percent in any listed company or in other entities related to the securities markets;

(c) any other business interests.

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

(7) Omitted vide amendment done by resolution passes at Board Meeting held on 30.09.2022 Prior to omission it read as- "PROHIBITION OF DEALING: The Chairman and other elected office bearers of the Exchange shall not engage in proprietary trades in securities, directly or indirectly during the period of holding office"

23 & 24 Amended by way of modification vide Board Resolution dated August 10, 2023

5. Access to Information. ²⁵

- (a) There shall be prescribed channels through which information shall move and further there shall be audit trail of the same. Any retrieval of confidential documents or information shall be properly recorded.
- (b) All such information, especially which is non-public and price sensitive, shall be kept confidential and not be used for any personal consideration or gain.
- (c) Any information relating to the business or operations of the stock exchange, which may come to the knowledge of directors or committee members or key management personnel during performance of their duties shall be held in strict confidence, shall not be divulged to any third party and shall not be used in any manner except for the performance of their duties.
- (d) Directors shall call for information only as part of specific committees or as may be authorised by the governing board of stock exchange.

6. Misuse of Position. ²⁶

Directors or committee members shall not use their position to obtain business or any pecuniary benefit in the organization for themselves or family members.

7. Meetings and Minutes. ²⁷

- (a) The directors and committee members of the recognised stock exchange shall not participate in discussions on any subject matter in which any conflict of interest exists or arises, whether pecuniary or otherwise and in such cases the same shall be disclosed and recorded in the minutes of the meeting;
- (b) The directors and committee members of the recognised stock exchange shall not encourage the circulation of agenda papers during the meeting, unless circumstances so require;
- (c) The directors and committee members of the recognised stock exchange shall ensure that minutes are recorded to capture all points of opinion comprehensively;
- (d) The directors and committee members of the recognised stock exchange shall offer their comments on the draft minutes and ensure that the same are incorporated in the final minutes;
- (e) The directors and committee members of the recognised stock exchange shall insist on the minutes of the previous meeting being placed for approval in subsequent meeting;
- (f) The directors and committee members of the recognised stock exchange shall endeavor to have the date of next meeting fixed at each governing board meeting and committee meetings respectively in consultation with other respective members of the governing board and committees;
- (g) The directors and committee members of the recognised stock exchange shall ensure that all important agendas placed before the governing board of stock exchange and committees are deliberated in a timely manner;

(h) The directors and committee members of the recognised stock exchange shall not support any decision in the meeting of the governing board of stock exchange and the committees respectively which may adversely affect the interest of investors and shall report forthwith any such decision to the Board.

8. Role of the directors and committee members in the day to day functioning of the recognised stock exchange.²⁸

(a) The directors and committee members shall not interfere in the day to day functioning of the stock exchange and shall limit their role to decision making on policy issues and to issues as the governing board of stock exchange may decide.

(b) The directors and committee members shall abstain from influencing the employees of the stock exchange in conducting their day to day activities.

(c) The directors and committee members shall not be directly involved in the function of appointment and promotion of employees unless specifically so decided by the governing board of stock exchange.

9. Avoidance of Conflict of Interest.²⁹

(a) No director or committee member of the stock exchange shall participate in any decision making or adjudication in respect of any person or matter in which he or she is in any way, directly or indirectly, concerned or interested.

(b) Conflict of interest in a matter, if any, shall be decided by the governing board of the stock exchange.

10. Strategic Planning.³⁰

(a) Every director and committee member of the recognised stock exchange shall participate in the formulation and execution of strategies in the best interest of the stock exchange and contribute towards pro-active decision making at the governing board level;

(b) Every director and committee member of the recognised stock exchange shall give benefit of their experience and expertise to the stock exchange and provide assistance in strategic planning and execution of decisions;

(c) Every director and committee member of the recognised stock exchange shall place priority for redressing investor grievances and encouraging fair trade practice so that the stock exchange becomes an engine for the growth of the securities market.

28,29 & 30 Amended by way of modification vide Board Resolution dated August 10, 2023



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11. Disclosure of dealings in securities by Directors of the recognised stock.³¹

All Directors shall, the following details in the formats given in Annexures hereto, as follows:

- (a) All securities held by the Director and immediate relatives at the date of joining - Annexure I.
- (b) All transactions or dealings in securities by the directors and their immediate relatives (as defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015) shall be disclosed to the governing board of the stock exchange. Quarterly statement of all dealings in securities of the Director, his immediate relatives and by any other person for whom such person takes trading decisions for the quarter ending March 31st , June 30th , September 30th and December 31st of every year, within 30 days of the end of the quarter - Annexure II
- (c) All directors shall also disclose the trading conducted by firms or corporate entities in which they hold twenty percent or more beneficial interest or hold a controlling interest, to the stock exchange- Annexure III.
- (d) Directors who are nominees of Government of India, its statutory bodies or Public Financial Institutions and are governed by their own codes shall be exempt from this requirement.

B. Applicable to Public Interest Directors ³²

- (a) Public Interest Directors of the stock exchange shall endeavor to attend all the governing board meetings and they shall be liable to vacate office if they remain absent for three consecutive meetings of the governing board or do not attend seventy-five percent of the total meetings of the governing board in a calendar year.
- (b) Public interest directors shall meet separately, at least once in six months to exchange views on critical issues. Public interest directors shall submit a report of such meeting to the Board and to the governing board of the recognised stock exchange within the time and manner as may be specified by the Board from time to time.
- (c) Public interest directors shall identify important issues which may involve conflict of interest for the stock exchange or may have significant impact on the functioning of the stock exchange or may not be in the interest of securities market. The same shall be reported to the Board in a time bound manner.
- (d) Public interest directors shall have regular oversight on observations of Board's inspection particularly on issues of governance standards, technology and cyber security and system audit and cyber security audit observations.

31 Amended by way of modification vide Board Resolution dated August 10, 2023

32. Inserted vide Board Resolution dated August 10, 2023 as per Part B of Securities Contracts (Regulation) (Stock Exchanges And Clearing Corporations) Regulations, 2018



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- (e) Public interest directors should be proactive in identifying any issues concerning functioning of stock exchange and report the same to the Board. Public interest directors should ensure all regulatory communication/letter from the Board are placed before the governing board with comments/report of managing director.
- (f) Public interest directors shall put in place an evaluation mechanism to assess the performance of managing directors on a continuing basis in line with evaluation guidelines for public interest directors.
- (g) Public interest directors to ensure that appointments of managing director be held within specified timelines. Identification of key management personnel be closely scrutinized as per the laid down procedure and exceptions should be brought to the notice of the Board.
- (h) Public interest directors should take proactive part in the deliberations of different committees and steer their functioning.
- (i) Ensure adequacy of resource allocations (both financial & human) towards regulatory compliances to be ensured.

C. Applicable to Independent External Professionals ³³

- (a) Independent external professionals shall not use or act on any sensitive information received in capacity as a member of the statutory committee for obtaining any undue benefit.

33. Inserted vide Board Resolution dated August 10, 2023 as per Part B of Securities Contracts (Regulation) (Stock Exchanges And Clearing Corporations) Regulations, 2018

D. CODE FOR PREVENTION OF INSIDER TRADING

1. CONFIDENTIAL INFORMATION AND PRIVACY

Every Director or Committee Member 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 Company.

2. PRESERVATION OF “PRICE SENSITIVE INFORMATION”

Every Director or Committee Member 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.

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.

4. PREVENTION OF MISUSE OF PRICE SENSITIVE INFORMATION

No Director or Committee Member 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.

5. PRE-CLEARANCES

Directors in full time employment¹³ 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 for the same.

(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.¹⁴ (***)]

(13) Substituted vide amendment done by resolution passed at Board Meeting held on 30.09.2022. Prior to this it was read as “All Directors”

(14) Omitted vide amendment done by resolution passed at Board Meeting held on 30.09.2022. Prior to this it was read as “in case of Executive Directors and Rs.5,00,000/- (Rupees Five Lakh) on a trading day, in case of Non- Executive Directors”.

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

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 director/committee member has not traded after securing pre-clearance, the employee shall report the reason for not to trade in Annexure (VIII).

Note¹⁵: The requirement of obtaining pre-clearance for the transaction as stated in “Code 5. Pre Clearance” from the Compliance Officer shall not be applicable to Non-Executive Director. However, disclosure as specified in II. 11 under Code of Conduct shall continue.³⁴

6. PENALTY FOR CONTRAVENTION OF CODE

Directors in full time employment¹⁶ shall be individually responsible for complying with the provisions of the Code. Such Director¹² who violates the Code shall be subject to action, as may be deemed fit by the Board.

Contra trade executed by such director¹⁷/ Committee members, 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 Board for credit to Investor Protection and Education Fund administered by the Board under the SEBI Act.

The action by the Exchange shall not preclude SEBI from taking any action for violation of the Regulations.

In case any material violation of the Regulations or the Code as may be decided by the Board is observed, SEBI shall be informed of the same.

E. MISCELLANEOUS

- i. All the annexures form the part of this Code
- ii. The Managing Director is authorized to modify the Code from time to time.
- iii. The Directors and the Committee Members shall abide by the Code prescribed by the Exchange, as amended from time to time.

(15) Inserted vide Board resolution dated February 13, 2023

(16) Substituted vide amendment done by resolution passed at Board Meeting held on 30.09.2022. Prior to this it was read as “All Directors”

(17) Substituted vide amendment done by resolution passed at Board Meeting held on 30.09.2022. Prior to this it was read as “any Director”

34 Amended by way of modification vide Board Resolution dated August 10, 2023

Annexure I

JOINING DECLARATION

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 _____

O R

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										
i	ii	iii	iv	v	vi	vii	viii	ix	X	xi
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 position	No. of securities OR No. of derivative contracts (F&O)	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	Category of Person (Promoter/ KMP/Directors Immediate Relatives/Other)

Date:

(Signature)



Metropolitan Stock Exchange of India Limited

Place

DIN:

Name:

Company:

Department:

Designation:

**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

To
The Compliance Officer
Metropolitan Stock Exchange of India Limited.

Sub: Quarterly Declaration of dealings in Securities/Derivative Contracts for the quarter ended March , 2015

* I, _____, Director of Metropolitan Stock Exchange of India Limited hereby declare that I and my immediate relatives¹ & any other person for whom I take trading decisions have not dealt in any securities² or exchange traded derivative contracts during the quarter ended -----.

OR

* I, _____, Director of Metropolitan Stock Exchange of India Limited hereby declare that I and my immediate relatives¹ & any other person for whom I take trading decisions have dealt in the following securities² or exchange traded derivative contracts during quarter ended-----.



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Dealings in Securities and/or Derivative Contract/s													
i	ii	iii	iv	v	vi	vii	viii	ix	x	xi	xii	xiii	xiv
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 in OR No. of derivative contracts (F&O) traded in	% Of Shareholding	Exchange on which the deal is entered into	Trading Member (TM) through whom the dealing/s is/are effected [Also mention SEBI Registrant on Number of the TM]	Value of the transaction or Notional value in Rupee terms	Specify the person transacting (Whether self/ Immediate relatives or such other person E.g. husband / wife/ son /daughter /father /mother)	Name of person transacting (Other than for self)	PAN, CIN /DIN & Address with contact nos. of person transacting	Category of Person (Promoter/ KMP/Directors Immediate Relatives /Other)

Place: ----- Signature

Date: ----- DIN:-----

*Strikeout whichever is not applicable.

i The 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



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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

To
The Compliance Officer
Metropolitan Stock Exchange of India Limited.

Sub: Quarterly Declaration of dealings in Securities/Derivative Contracts by Firms / corporate for the quarter ended

* I, _____, Director of Metropolitan Stock Exchange of India Limited hereby declare that none of the bodies corporate/firms in which I hold 20% or more beneficial interest or hold a controlling interest have dealt in any Securities1/Derivative Contracts during the quarter ended _____.

OR

* I, _____, Director of Metropolitan Stock Exchange of India Limited hereby declare that the bodies corporate/firms in which I hold 20% or more beneficial interest or hold a controlling interest have dealt in the following Securities1/Derivative Contracts during quarter ended _____.

Dealings in Securities and/or Derivative Contract/s													
i	ii	iii	iv	v	vi	vii	viii	ix	x	xi	xii	xiii	ix
ISI N 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 contract s (F&O) and nature	No. of securities traded in OR No. of derivative contract s (F&O) traded in	% Of Shareholding	Exchange on which the deal is entered into	Trading Member (TM) through whom the dealing/s is/are effected [Also mention SEBI Registrati on Number of the TM]	Value of the transaction or Notional value in Rupee terms	Specify the person transacting (Whether self / Immediate relatives or such other person E.g. husband / wife/ son /daughter / father / mother)	Name of person transacting (Other than for self)	PAN, CIN /DIN & Address with contact nos. of Holder	Category of Person (Promoter/ KMP/Director Immediate Relatives/ Other)



Metropolitan Stock Exchange of India Limited

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Place: _____ Signature _____

Date: _____ DIN: _____

*Strikeout whichever is not applicable.

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

DECLARATION (Part
A, clause 3.1(iv))

To
The Compliance Officer
Metropolitan Stock Exchange of India Limited.

Annual Declaration of holdings in Securities/ Derivative Contracts

* I, _____, Director of Metropolitan Stock Exchange of India Limited 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 March 31, 2015
OR

* I, _____, Director of Metropolitan Stock Exchange of India Limited hereby declare that I and my immediate relatives¹ & any other person for whom I take trading decisions hold the following securities² or exchange traded derivative contract as on March 31, 2015

Holdings of Securities and/or Derivative Contracts										
Sr. No.	Whether securities OR derivative (F&O) contract	Name of issuer company/other entity OR Nature of derivative (F&O) contracts and nature of position	No. of securities OR No. of derivative 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	Category of Person (Promoter/ KMP/Director Immediate Relatives/Other)



Metropolitan Stock Exchange of India Limited

Place: _____ Signature

Date: _____ DIN:

*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

To,
The Board of Directors
Metropolitan Stock Exchange of India Limited
Exchange Square, CTS No.255, Suren Road,
Chakala, Andheri(East)
Mumbai – 400093.

Sub: Annual Declaration of Business Interests

Ref: Declaration pursuant to SEBI Circular No. CIR/MRD/DSA/SE/43/2010 dated December

31, 2010. A. Details of interest in broking outfit

* I, _____, son of _____ resident of _____, Director/Managing Director of Metropolitan Stock Exchange of India Limited hereby declare that following are the details of fiduciary relationship /directorship/partnership possessed by me and my **immediate relatives 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)



Metropolitan Stock Exchange of India Limited

OR

* I, _____, son of _____ resident of _____, Director of Metropolitan Stock Exchange of India Limited hereby declare that I and my immediate relatives do not have any fiduciary relationship directorship/partnership in with any broking outfit. _____

* Strikeout whichever is not applicable.

** The 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.

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

*I and my immediate relatives hold more than 5% shareholding in following listed companies and entities related to capital market:

Sr. No.	Name of Company/ entity	Category (Listed on Stock Exchange(s) or capital market related entity2)	Nature of relationship to capital market [if capital market related entity2]	Specify the Holder (Whether self / husband / wife/ son /daughter / father / mother)	Specify the Holder (Whether self / husband / wife/ son /daughter / father / mother)	Name of Holder (Other than for self)

O R

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



Metropolitan Stock Exchange of India Limited

C. Details of business interest

*I /my immediate relative(s) possess the following business interests:

Sr. No.	Name of company / partnership or other business	Address of Company / partnership or other business	Nature of interest possessed	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 /	Name of Holder (Other than for self)

OR

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

Place: _____ Signature:

Date: _____ DIN:

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD/ EXECUTION OF CONTRA TRADE
[(Part C, clause 5(i)]

To,
 Compliance Officer
 Metropolitan Stock Exchange of India Limited

Dear Sir,

Sub: Application for waiver of minimum holding period.

I, _____ Executive Director/Non- Executive Director of Metropolitan Stock Exchange of India Limited, hereby request permission for disposing off the securities² execution of contra trade in respect of the following securities²/derivative contracts, for following reason: (give a brief of personal emergency necessitating the sale)

ISIN of the company	Nature of securities & Name of Company (s)/ other entity OR nature of derivative contract and nature of position	Face Value per Securities, if applicable	Number of securities/ derivative contracts held	Number of securities / derivative contracts to be dealt	Number of securities / derivative contracts to be dealt	Folio No. / DP ID / Client ID if applicable	Whether proposed transaction will be done by self or by immediate relatives

I declare that the above details are correct.

Place: _____ Signature:

Date: _____ DIN:



Metropolitan Stock Exchange of India Limited

1 The 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

APPLICATION FOR SEEKING APPROVAL FOR PRE-CLEARANCE
[Part C, clause 5(ii)]

To,
Compliance Officer
Metropolitan Stock Exchange of India Limited

Dear Sir,

Application for seeking approval for pre-clearance.

I, _____ Executive Director/Non- Executive Director of Metropolitan Stock Exchange of India Limited, request you to grant me permission for dealing in the following securities³/ derivative contracts:-

ISIN of the Company	Nature of securities & Name of Company (s)/ other entity OR nature of derivative contract and nature of position	Face Value per securities, if applicable	Number of securities/ derivatives/ contract held as on date¹	Nature of transaction for which approval is sought (Purchase/ sale)	Number of securities/ derivative contracts to be dealt	Number of securities/ derivative contracts to be dealt	Folio No. / DP ID / Client ID	Whether proposed transaction will be done by self or by immediate relative³



* Strikeout whichever is not applicable

¹Where the proposed transaction is for scrip, please indicate separately the holdings of any derivative contract based on such scrip; where proposed transaction is for a derivative contract, please indicate separately the holdings in underlying which are traded on the MCX Stock Exchange Ltd and /or in any other derivative contract having the same underlying.

²The 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.

³"Securities" shall have the meaning assigned to it under the SCRA, 1956 or any modification thereof except units of a mutual fund

* I declare that the securities³ to be sold, as proposed above, have been held by me for minimum of 6

Months. AND/OR

* I declare that the securities³to 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.

I have attached the Undertaking along with the application.

Place: _____ Signature:

Date: _____ DIN:



UNDERTAKING
[To be executed on Stamp Paper of Rs.100/-]

I, _____, Director/Non-Executive Director of Metropolitan Stock Exchange of India Limited 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 —

(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 Directors and Committee Members 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 Directors and Committee Members, 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;

(c) I have not contravened the provisions of the Code for Directors and Committee Members as notified by the company from time to time;

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

Place: -----Signature

Date: _____ DIN-----

REPORTING OF REASONS FOR NOT TO TRADE AFTER SECURING PRE-CLEARANCE
[Clause 7.4(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)

Place:

----- Signature _____

—

Date:

DIN