Policy on -

'Code of Conduct for Prevention of Insider Trading in Securities of Mangalam Organics Limited'

Effective Date: March 19, 2019

First Revision: August 08, 2025

***Placed before the Board of Directors at its meeting held on August 08, 2025 and reviewed/ approved thereat.**

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Contents

1. Preamble of the Policy

Mangalam Organics Limited (the "Company" or "MOL") endeavors to preserve the confidentiality of unpublished price sensitive information, to prevent communication or procurement of such information and restrict trading in securities of the Company when in possession of unpublished price sensitive information. The Company is committed to transparency, fairness in dealing with all stakeholders and in ensuring adherence to all law and regulations in force.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time (the "Regulations") had make it mandatory for the Board of Directors of every listed Company to formulate a Code of Conduct to regulate, monitor and report trading by its employees and other connected persons for prevention of insider trading and compliance with the Regulations by adopting the minimum standards set out in Schedule B to the Regulations.

Every Employee and connected person of the Company has a duty to safeguard the confidentiality of all information obtained during the course of his or her dealings with the Company.

The Securities Exchange Board of India ("SEBI") has notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Regulations"), which came into force on 15th May, 2015 and governs the law relating to insider trading in India.

2. Definitions

•	"Act" means the Securities and Exchange Board of India Act, 1992.
•	"Board" means the Board of Directors of the Company.
•	"Code" or "Code of Conduct" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of MOL under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
•	"Company" shall mean Mangalam Organics Limited.
•	"Compliance Officer" The Company has appointed the Company Secretary, as the Compliance Officer for the purposes of the SEBI Regulations and this Code.
•	Unpublished Price Sensitive Information"("UPSI") means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: – -financial results; -dividends; -change in capital structure; -mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions, award or termination of order/contracts not in the normal course of business] and such other transactions; -Changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor -change in rating(s), other than ESG rating(s) -fund raising proposed to be undertaken; -agreements, by whatever name called, which may impact the management or control

	of the company; -fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad; -resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions; -admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016; -initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report; -action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company; -outcome of any litigation(s) or dispute(s) which may have an impact on the company; -giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business; -granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
	Note: It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain.
•	“Connected person” means: any person who is or has during the 6 months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established: a) relative of connected persons specified in clause (i); or b) a holding company or associate company or subsidiary company; or c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or d) an investment company, trustee company, asset management company or an employee or director thereof; or e) an official of a stock exchange or of clearing house or corporation; or f) a member of board of trustees of a mutual fund or a member of the board of

	directors of the asset management company of a mutual fund or is an employee thereof; or g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or i) a banker of the company; or j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent. of the holding or interest; or k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);] It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operation It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.
•	"Designated Persons" means and shall include: -Every Promoter of the Company -Every director of the Company; -Executive Assistants/Private Secretaries of Whole-time Directors and Management Committee Members; -Whole Time Director and Employee upto two level below Whole Time Director of the -Company and its Material Subsidiary (ies) -Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company; -Every employee in the Corporate Secretarial, Insurance, Taxation, Accounts, IT & Legal department who may have access to UPSI as determined by the Compliance Officer; -Any other employee /person as may be determined by the Board from time to time in consultation with the management of the Company considering the objectives of the Code; and Immediate Relatives of all the above persons.
•	"Director" means the Director as defined under Companies Act, 2013.
•	"Financial Literate" means a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account and statement of cash flows.

•	"Generally Available Information" means information that is accessible to the public on a non- discriminatory basis.
•	"Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
•	"Insider" means any person who is, a Connected Person, or in possession of or having access to Unpublished Price Sensitive Information.
•	"Key Managerial Personnel (KMPs)" means a person as defined in Section 2(51) of the Companies Act, 2013 as: -Chief executive officer, manager or managing director -Company Secretary -Whole-time director -Chief financial officer -Such other officers, designated by the Board as KMP but are not more than one level below the directors in whole-time employment -Such other officer as may be prescribed.
•	"Material Financial Relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such designated person's annual income but shall exclude relationships in which the payment is based on arm's length transactions.
•	"Legitimate Purpose" shall include sharing of UPSI in ordinary course of business by an Insider with Partners, Collaborators/ Lenders, Customers, Suppliers, Merchant Banker, Legal Advisors, Auditors, Insolvency Professionals or other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of these Regulations.
•	"Need to Know basis" means that UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
•	"Whole Time Director" means a Whole Time Director as defined under the Companies Act, 2013
•	"Employee" means every employee of the Company whether permanent or contractual basis including the Directors in the employment of the Company.
•	"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956).
•	"Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
•	"Trading" means and includes subscribing, redeeming, switching, buying, selling, dealing or agreeing to subscribe, redeem, switch, buy, sell or deal in any securities and "Trade" shall be construed accordingly;
•	"Trading Day" means a day on which the recognized stock exchanges are open for Trading.
•	"Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
•	"Whistle Blower" means an employee who reports instance of leak of price sensitive

	information under this Policy.
•	"Close Period" in relation to a Trading Window, means: The period from the end of financial year [31st March] up to the date of announcement of the unaudited and/or audited annual results and 48 hours thereafter: and The period from the end of each quarter up to the date of the announcement of unaudited quarterly result and 48 hours thereafter. The period which the Compliance Officer determines that a designated person or a class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. The trading window may be reopened after closure, not earlier than 48 hours after the UPSI in question becomes generally available. Any closure shall be imposed in relation to MOL Securities to which UPSI relates, as applicable.

3. Periodical reporting to Board/Audit Committee

Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee & to the Chairman of the Board of Directors.

➢ **Audit Committee**

The Audit Committee of the Company shall also review the compliance with the provisions of the Regulations at least once in a financial year and shall verify that internal control systems of the Company for prevention of leak of UPSI.

➢ **Communication or Procurement of UPSI**

All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

4. Restrictions on all employees

Employees of the Company should not deal in Company's Securities at any time when he/she is in possession of any unpublished price sensitive information. Employees must also maintain confidentiality of all UPSI and must not pass such information to any person either directly or indirectly except for legitimate purposes and strictly on a need to know basis.

In addition, employees should not deal in the securities of any other listed Company at any time when they are in possession of UPSI in relation to those securities and shall not pass such information to someone else or encourage someone else to trade in such securities at such a time.

Employees ought to note that it is a criminal offence to deal in the securities of any listed Company, directly or indirectly, when in possession of any UPSI in relation to such securities.

5. Trading Plan

A. A Designated Person shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan (**Annexure I**).

B. Trading Plan shall:

a. not entail commencement of trading on behalf of the insider earlier than 120 days from the public disclosure of the plan;
b. not entail overlap of any period for which another trading plan is already in existence;
c. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
d. not entail trading in securities for market abuse.

C. The Compliance Officer shall review the Trading Plan, made as above to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan for implementation of this Regulations.

D. The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan. However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such UPSI becomes generally available information.

E. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

6. Procurement /Handling of UPSI

I. An Insider of the Company shall:

a) Maintain the confidentiality of all UPSI(s) and shall not communicate, provide, or allow access, directly or indirectly, such information to any person including other Insider except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

b) Keep secure all files/papers containing confidential UPSI(s); Computer files must have adequate security of login and password, etc.

c) Handle all information on a "need to know" basis, i.e., UPSI should be disclosed only to those within the Company who need the information to discharge their duty.

II. UPSI may be communicated, provided, allowed access to or procured only after duly executing confidentiality and non-disclosure agreement with such parties for keeping information so received confidential, except for the limited purpose with condition that such parties shall not trade in securities of the Company when in possession of UPSI, in connection with transactions:

- Which attracts an obligation to make an open offer under the takeover regulations and the Board is of informed opinion that the proposed transaction is in the best interests of the Company; or
- Where the Board is of informed opinion that the proposed transaction is in the best interests of the Company and such UPSI is disseminated to make it as *Generally Available Information* at least **2 Trading Days** prior to the proposed transaction being effected as determined by the Board.

7. Pre-Clearance of Trades

All Designated Persons, who intend to deal in the securities of the Company when the Trading Window is opened, should pre-clear the transaction from Compliance Officer. However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI even if the Trading Window is not closed.

When a person who has traded in securities has been in possession of UPSI, his/her trades would be presumed to have been motivated by the knowledge and awareness of such information in his/her possession.

The pre-dealing procedure shall be hereunder:

a. An application shall be made in the prescribed Form (**Annexure II)** to the Compliance Officer indicating the estimated number & amount of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.

b. An undertaking (**Annexure III**) shall be executed in favor of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:

i. That the Designated Person does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.

ii. That in case the Designated Person has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.

iii. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.

iv. That he/she has made a full and true disclosure in the matter.

c. Post receipt of duly executed application form and undertaking, the Compliance Officer, may subject to his/her satisfaction grant the pre-clearance **(Annexure IV)** within **2 trading days**.

d. All Designated Persons shall execute their order in respect of securities of the Company within the time period as mentioned in pre-clearance.

e. The Designated Persons shall file within **2 trading days** of the execution of the deal, the details of such deal with the Compliance Officer **(Annexure V**). In case the transaction is not undertaken, a report to that effect shall be filed in the same form.

f. If the order is not executed within the time mentioned in pre-clearance order, the designated person must pre-clear the transaction again.

g. Pre-clearance would not be required for trade executed as per approved trading plan.

h. All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next **6 months** following the prior transaction. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

i. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time.

8. <u>Other restrictions:</u>

i) Transaction must be executed within **7 trading Days** from the next day after the approval of pre-clearance order obtained from the Compliance Officer in Form (attached as **Annexure VI**). If transaction is not executed within 7 trading Days, the Designated Person must obtain fresh pre-clearance for the intended transaction once again.

ii) All Designated Person who buy or sell any number of shares of the company shall not permitted to enter into an opposite transaction i.e. sell or buy any number of shares during the next **6 months** following the prior transaction (‘Contra Trade’). All Designated Person shall also not take positions in derivative transactions in the shares of the Company at any time. However, Contra Trade shall not be applicable for trades pursuant to exercise of stock options.

iii) In case Contra Trade is necessitated by personal emergency, the Compliance Officer may grant relaxation from restriction of Contra trade within **6 months** after recording in writing the reasons for relaxation and considering that such relaxation does not violate the Regulations or this Code. (attached as **Annexure VII**).

iv) The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions.

v) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

9. Digital Database

The Company has maintained digital database with time stamping and audit trails to ensure non-tampering of the data base containing following information:

i. Name and PAN of the person/entity (ies) with whom information is shared pursuant to Legitimate Purposes.

ii. Name and PAN of Designated Person along with their immediate relatives.

Provided that entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

10. Process to be followed in sensitive transaction(s)

i. **In case of Specific Transaction(s)**
The Managing Director shall give prior notice to employee who are brought inside on sensitive transaction(s) and also made aware about the duties and responsibilities attached to receipt of inside information and liability that attaches to misuse or unwarranted use of such information on case to case basis.

ii. **In general**
Non-disclosure Agreement shall be executed with every incoming/existing employee of the Company.

11. Whistle Blowing in case of leak of UPSI

i. Any instance of leak of UPSI should be on the basis of a direct first-hand experience of the Whistle Blower. It should not be based on any secondary, unreliable source such as grapevine or any other form of informal communication.

ii. The Whistle Blower may report leak of UPSI by an email to the Managing Director at his e-mail ID mentioning the subject line **"LEAK OF UPSI".**

iii. On the basis of reporting, the Managing Director shall conduct examination about the genuineness of the reporting before conduct of inquiry.

12. Penalty for Contravention

i. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

ii. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

iii. Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back clause, ineligibility for future participation in employee stock option plans etc.

iv. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

v. Under Section 15G of the Act, any insider who indulges in insider trading in contravention of Regulation 3 and 4 of Insider Trading Regulations is liable to a penalty of not be less than Rs. 10 lakh rupees but which may extend to Rs.25 crores or three times the amount of profits made out of insider trading, whichever is higher.

vi. Under Section 24 of the Act, anyone who contravenes the Insider Trading Regulations is punishable with imprisonment for a maximum period of 10 years or with fine which may extend to Rs.25 crores or with both.

13. Chinese Walls

A. General

- Company has established procedures and physical arrangements (collectively 'Chinese Walls') designed to manage confidential information and prevent the inadvertent spread and misuse of inside information.
- In general, Chinese Walls separate areas that have access to Inside Information ("Insider Areas") from those who do not have such access ("Public Areas"). As such, Chinese Walls are designed to operate as barriers to the passing of Inside and Confidential Information.
- Where Chinese Walls arrangements are in place, employees and Connected Persons working within an Insider Area are prohibited from communicating any Confidential or Inside Information to employees in Public Areas without the prior approval of Compliance Officer.
- The employees in Inside area may be physically segregated from employees in Public areas.
- The employees in the Inside area shall not communicate any Price Sensitive Information to anyone in Public area.
- In exceptional circumstances, Designated Persons from the Public areas may be brought **"Cross the wall"** and given confidential information on the basis of "need to know" criteria, under intimation to the compliance officer.

B. 'Permanent Insiders'

As a result of their function, certain Connected Persons have access to information from departments that are separated by Chinese Walls. They are "above the wall". Also, there are certain employees whose role requires them to transcend the Chinese wall.

Both groups of employees together are referred to as 'permanent insiders'. The number of permanent insiders should be limited and their status as a permanent insider should be appreciated, documented and monitored by Compliance Officer.

Permanent Insiders shall be subject to restrictions on their personal investment transactions that accurately reflect their enhanced access to Inside Information. Permanent

Insiders also have the additional responsibility to ensure that Inside Information from one side of a Chinese wall is not spread to other areas.

C. Certain 'outsiders' to be treated as 'insiders'

i. The Board of the Company understands and hereby sets-out, for the purpose of this Code and in relation to handling of all UPSI of the Company, that if any UPSI is communicated by an insider to its partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants for legitimate purposes, then such third parties shall also be considered 'insiders' and shall be bound to maintain confidentiality of the UPSI so shared with them.

ii. The Company shall get a 'Confidentiality/Non-Disclosure Agreement' executed with them (for enforcement purpose) and a copy of their PAN (Permanent Account Number) card will be obtained and preserved with the Company.

iii. They shall further be informed that a database will be maintained by the Company with their names written, wherein they will be identified as recipients of the UPSI, and the Confidentiality/Non-Disclosure Agreement executed with them and their PAN card copy shall also be preserved by the Company in the said database, in due compliance with the provisions of the Regulations.

iv. The Board of the Company shall create and maintain a digital database which will contain such names of persons to whom the UPSI has been shared and their respective PAN cards. Further, the Board shall put in place mechanisms for maintaining necessary and regular back-ups of this database to ensure that the database is updated from time to time.

v. Further, the Board shall put in place appropriate mechanisms to prevent the said database from being tampered. The Board of the Company shall designate the head of the IT department of the Company as the person responsible for the database for the purposes of this Regulations. This digital database shall be secured and such computer files shall have adequate security login and password protection.

14. <u>Disclosure Requirements for transactions in securities</u>

i. Initial Disclosure:

Every person on appointment as a key managerial personnel or a Director of the Company or upon becoming a Promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter within **seven days** of such appointment or becoming a promoter in **Form A** (attached as **Annexure VIII**).

ii. Continual Disclosure

a. Every Promoter, member of the Promoter group, Designated Person and director shall disclose to the Company the number of such securities acquired or disposed of within **2 trading days** of such transaction, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of **Rs. 10 lakhs** in

Form B (**Annexure VIII**).Provided, however that, the Designated Persons shall make disclosures to the Company even if the changes are within the abovementioned limits.

Company shall notify the particulars of such trading to the stock exchanges (where the securities of the Company are listed) within **2 trading days** of receipt or becoming aware of such information.

b. The Company at its discretion, may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in order to monitor compliance with these regulations at such frequency as it may deems fit, in **Form C** (**Annexure VIII**).

15. Disclosure by the Company to the Stock Exchange(s):

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

Format of Disclosures to Stock exchange/the Company (attached as Annexure VIII):

Form A: Initial Disclosure of details of Securities held on appointment of KMP or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulations. (Within **7 days** of such appointment).

Form B: Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in the Regulations **(Within 2 working days).**

Form C: Details of transactions by other Connected Persons as identified by the Company (Within **2 working days**).

16. Mechanism on Internal Control

For ensuring adequate and effective system of internal controls in line with the requirements of Insider Trading Regulations, the following procedure shall be followed:

i. Sharing of information pursuant to Legitimate Purpose

a. Any person in receipt of Unpublished Price Sensitive Information pursuant to legitimate purpose shall be considered Insider for the purpose of the Code.
b. Advance Notice shall be served on such person by way of email/ letter to maintain confidentiality while in possession of such Unpublished Price Sensitive Information.
c. Such person has to ensure compliance with Insider Trading Regulations as amended from time to time and the Code.

ii. Limited Access to Confidential Information:

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

iii. Non-Disclosure Agreement:

The companies shall execute Non-Disclosure Agreement with Parties which whom the Company intends to share any Unpublished Price Sensitive information.

17. <u>Documents to be shared by Designated Person with Company</u>

Designated person shall be required to disclose names and PAN or any other identifier authorized by law, of the following persons, to the Company, on an annual basis and as when the information changes:

a. Immediate Relatives;
b. Person with whom such designated person(s) share a material financial relationship; &
c. Phone, mobile and cell number which are used by them.

In addition, the name of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

In addition to complying with the reporting requirements as prescribed under this Code, all the Designated Persons shall file with the Compliance Officer, inter alia, the following details:

a. A declaration cum undertaking in the format enclosed and marked as **Annexure IX** shall be given by the Designated Person within **15 days** of the date of adoption of the Code or date of joining the Company, whichever is later;

b. A declaration by Designated Person giving details of his/her Immediate Relatives and all holdings in Securities as on date of adoption/joining (as the case may be) in the format enclosed and marked as **Annexure X** within **15 days** of the date of adoption of the Code or date of joining the Company, whichever is later, and

A statement in such form and manner enclosed and marked as **Annexure XI** to be submitted by the **30th of April** every year.

Annexure- I
Format for Trading Plan

Date: [●]

To,
The Compliance Officer,

Mangalam Organics Limited ("Company")
812, Tulsiani Chambers,
Nariman Point,
Mumbai -400002.

Dear Sir/Madam,
I,__________, in my capacity as___________of the Company hereby submit the trading plan with respect to dealing in securities of the Company.

DP ID/Client ID/ Folio No	Type of security	Nature of Trade (Buy/Sell)	Proposed Date/ time period of trade	Total No./ amount of securities proposed to be traded

With respect to the above trading plan, I hereby undertake that I shall:

I. Not entail commencement of trading on behalf of the insider earlier than 120 days from the public disclosure of the plan.
II. Not commence the trading as per above plan if the Unpublished Price Sensitive Information (UPSI) which is in my possession at present, do not comes into public domain till the time of commencement of trading plan & shall defer the commencement of trading plan till such information becomes generally available.
III. Not tender any other trading plan for the period for which the above trading plan is already in force; and
IV. Not entail trading in securities for market abuse.
V. Insiders can deviate from an approved trading plan in cases of permanent incapacity, bankruptcy, or operation of law

Signature:______________________

Date:
Place:

(The trading plan may set out the value of securities or the number of securities to be invested or divested. Specific dates or specific time period may be set out in the plan. However, there should be an outer limit on the duration of the time period, so that while it allows the insider to split their trades across different dates, duration should not be so long that it is prone to misuse. Further, to protect the insider from unexpected price movements, he may, at the time of formulation of trading plan, provide price limits within the range specified in the SEBI (PIT) Regulations.

Annexure- II

Specimen of Application for Pre-Dealing Approval

Date: [●]

To,

The Compliance Officer,

Mangalam Organics Limited ("Company")
812, Tulsiani Chambers,
Nariman Point, Mumbai -400 021.

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

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

1. Name of the applicant
2. Designation
3. Number of securities held as on date
4. Folio No. / DP ID/ Client ID No.
5. The proposal is for:

(a) Purchase of securities

(b) Subscription to securities

(c) Sale of securities

6. Proposed date of dealing in securities
7. Estimated number of securities proposed to be acquired/ subscribed/ sold
8. Price at which the transaction is proposed
9. Current market price (as on date of application)
10. Whether the proposed transaction will be through stock market or off-market deal
11. Folio No. / DP ID/ Client ID No. where the securities will be credited / debited

I enclose herewith the form of Undertaking signed by me.

Yours Faithfully,

Signature: ______________

Annexure- III

Format of Undertaking to be accompanied with the Application for Pre-Clearance

Date: [●]

To,

The Compliance Officer,

Mangalam Organics Limited ("Company")

812, Tulsiani Chambers,
Nariman Point, Mumbai -400 021.

Dear Sir/Madam,

Undertaking

I, ____________, ____________________ of the Company residing at ____am desirous of dealing in__________shares of the Company as mentioned in my application dated___________for pre-clearance of the transaction.

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

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

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

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

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

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

Signature:______________

Date:
Place:

Annexure- IV

Format for Pre- Clearance Order

Date: [●]

To,

Name:

Designation:

Place:

This is to inform you that your request for dealing in (nos) shares of the Company as mentioned in your application dated is approved. Please note that the said transaction must be completed on or before (date) i.e. within_trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date, you would have to seek fresh pre-clearance before executing any transaction/deal in thesecurities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within 2 trading days from the date of transaction/deal. In case the transaction is not undertaken, a 'Nil' report shall be necessary.

Yours Faithfully,

For Mangalam Organics Limited

Compliance Officer

Encl: Format for submission of details of transaction

Annexure- V
(Format for Disclosure of Transactions)
(To be submitted within 2 days of transaction / dealing in securities of the Company)

Date: [●]

To,

The Compliance Officer,

Mangalam Organics Limited ("Company")
812, Tulsiani Chambers,
Nariman Point, Mumbai -400021.

Dear Sir/Madam,

I hereby inform that I:

Have not bought / sold/ subscribed any securities of the Company, pre-cleared vide your order no._______dated______; or

Have bought/sold/subscribed to securities as mentioned below on (date)_______.

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

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

i. Broker's contract note;

ii. Proof of payment to/from broker;

iii. Extract of bank passbook/statement (to be submitted in case of demat transaction).

iv. Copy of delivery instruction slips (applicable in case of sale transaction).

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

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

Signature:__________

Name:
Designation:

Annexure-VI

Date: [●]

To,

____

____

Dear Sir/Madam,

Sub: Pre – Clearance Order

This is to inform you that your request for dealing in_________(no.) of shares of the Company as mentioned in your application has been approved.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said Application.

Please note that the said transaction must be completed on or before_______(date) that is within Seven Trading Days from today. If you do not execute the approved transaction/deal on or before this date you will have to seek fresh pre-clearance approval before executing any transaction/trade in the securities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within two trading days from the date of the transaction/deal. In case the transaction is not undertaken a 'nil' report shall be necessary.

Thanking you,

Yours faithfully,

For Mangalam Organics Limited

Encl: Format for submission of details of transaction- Form C/D as attached in Annexure VIII

Annexure- VII

Date: [●]

To,

The Compliance officer,

Mangalam Organics Limited

812, Tulsiani Chambers,
212- Nariman Point,
Mumbai-400006.

Dear Sir/ Madam,

Sub: Relaxation from Contra Trade in Securities

I have been identified as a Designated Person of the Company for the purpose of Insider Trading Code. I have purchased/sold__________equity shares on________________.I wish to sell the securities before the completion of six months from the date of purchase due to the below mentioned reason, Please grant me relaxation with respect to executing Contra Trade in securities of the Company within the period of six months.

Reason: *(mention the reason for relaxation)*

Thanking you,

Signature:

Name:

Place:
Date:

Annexure – VIII

FORM A

<u>SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]</u>

Name of the company:

ISIN of the company:

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ Immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

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

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

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

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

Name & Signature:

Designation:

Date:

Place: [●]

Form B

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

Name of the company: ________

ISIN of the company:_______

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

<table>
<tr><td rowspan="2">Name, PAN, CIN/DIN, & address with contact nos.</td><td rowspan="2">Category of Person (Promoters/ KMP / Directors /immediate relative to/others etc.)</td><td colspan="2">Securities held prior to acquisition/ disposal</td><td colspan="3">Securities acquired/ Disposed</td><td colspan="3">Securities held post acquisition/disposal</td><td colspan="2">Date of allotment advice/ acquisition of shares/ sale of shares specify</td><td rowspan="2">Date of intimation to company</td><td>Mode of acquisition / disposal (on market/public / rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)</td></tr>
<tr><td>Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)</td><td>No. and % of shareholding</td><td>Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)</td><td>No.</td><td>Value</td><td>Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)</td><td>Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)</td><td>No. and % of shareholding</td><td>From</td><td>To</td><td></td></tr>
<tr><td>1</td><td>2</td><td>3</td><td>4</td><td>5</td><td>6</td><td>7</td><td>8</td><td>9</td><td>10</td><td>11</td><td>12</td><td>13</td><td>14</td></tr>
<tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
</table>

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

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

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

Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name and Signature:

Designation:

Date:

Place:

FORM C (Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company:

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/ public/ rights/ Preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke /Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives by other connected persons as identified by the company

<table>
<tr><td colspan="6">Trading in derivatives (Specify type of contract, Futures or Options etc)</td><td>Exchange on which the trade was executed</td></tr>
<tr><td rowspan="2">Type of Contract</td><td rowspan="2">Contract specifications</td><td colspan="2">Buy</td><td colspan="2">Sell</td><td rowspan="2"></td></tr>
<tr><td>Notional Value</td><td>Number of units (contracts * lot size)</td><td>Notional Value</td><td>Number of units (contracts * lot size)</td></tr>
<tr><td>15</td><td>16</td><td>17</td><td>18</td><td>19</td><td>20</td><td>21</td></tr>
</table>

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

Name:

Signature:

Place:
Date:

Annexure – IX

DECLARATION

Date: [.]

To,
The Compliance Officer,
MANGALAM ORGANICS LIMITED

Dear Sir/Madam,

Sub: Declaration with regard to Insider Trading.

With reference to the captioned subject, I hereby declare that:

1. I have received the Code for Trading in Securities and the Code for the Designated Person and have read and understood the same and I undertake to abide by the same.

2. I have read and understood the Insider Trading Regulations and do confirm & declare that I shall not contravene the same in any manner whatsoever.

3. In case I have access to or receive any "Unpublished Price Sensitive Information" before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and I shall completely refrain from Trading in the Securities till the time such information becomes public.

4. I have made a full, true, and complete disclosure of Permanent Account Number (PAN) of me and my Immediate Relatives.

5. I undertake to obtain pre-clearance from the Compliance Officer for all the trades I may execute in my account, my Immediate Relatives' account, as per the pre-clearance requirement under the Code. I undertake to submit duly signed application form to the Compliance Officer for approval before placing any order(s) in the securities market, if required.

6. I further undertake not to pass on any Unpublished Price Sensitive Information directly or indirectly to any persons or by way of making a recommendation for the purchase or sale of securities. I also undertake not to use Unpublished Price Sensitive Information to buy or sell securities of any sort, whether for my own account or my Immediate Relatives' account.

Signature

Annexure- X

<u>Format for Disclosure of Particulars by Designated Person</u>

Date:

To,
The Compliance Officer,
Mangalam Organics Limited ("**Company**")
812, Tulsiani Chambers,
Nariman Point,
Mumbai - 400021.

Dear Sir,

I, **-------------------**, Mangalam Organics Limited, being a Designated Person of the Company in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code for Prevention of Insider Trading, hereby disclose the following:

Details of the Designated Person				
1.	Name of the Designated Person (as per PAN)			
2.	PAN No.			
3.	Mobile No.			
4.	Name of the Educational Institution from where graduated			
5.	Name(s) of the past employers if any			
Details of the Immediate Relative(s) of the Designated Person				
		Name	**PAN**	**Mobile No.**
1.	Spouse			
2.	Father			
3.	Mother			
4.	Sister			
Details of the Person with whom Designated Person shares Material Financial Relationship				
		Name	**PAN**	**Mobile No.**
1.	Description of relationship			
2.	Description of relationship			

Notes:

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.

Details of immediate relatives also to be given here in case designated person shares material financial relationship with them.

Signature :
Name :

ANNEXURE – XI

FORMAT OF HALF-YEARLY STATEMENT OF TRADINGS BY DESIGNATED PERSON AND THEIR IMMEDIATE RELATIVES AND PERSONS WITH WHOM MATERIAL FINANCIAL RELATIONSHIP EXISTS

Date:

To,
The Compliance Officer
Mangalam Organics Limited

Dear Sir/Madam,

Statement of Trading in Securities

During the half year ended________, I along with my immediate relative and persons with whom material financial relationship exists have undertaken the following transactions in the Securities:

Description of Security:

Name of Holder(s)	Permanent Account Number (PAN)	DP ID & Client ID or folio number	Nature of Transaction (buy/sell)	Date of the Transaction	Number of Securities	Price at which Transaction undertaken	Holding post the Transaction

Yours truly,

Signature:_________________

Name: __________________

Date:
Place: