

**October 01, 2024**

To,

The Manager,  
Listing Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001  
Scrip Code: 544262

The Manager,  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, C-1 Block G,  
Bandra - Kurla Complex, Bandra (East)  
Mumbai - 400 051  
Symbol: MANBA

Dear Sir/Madam,

**Subject: Intimation pursuant to Regulation 8(1) and 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015**

This is to inform that pursuant to the Regulation 8(1) and 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”), please find enclosed herewith “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“UPSI”)” as adopted by the Board of Directors of the Company.

In compliance with the aforesaid regulation, the above policy is also being hosted on the company's website at:

<https://www.manbafinance.com/>

We request you to take this on record.

**Thanking you,  
Yours faithfully,  
For Manba Finance Limited**

**Bhavisha  
Ashish Jain**

Digitally signed by Bhavisha Ashish Jain  
DN: c=IN, o=Personal, title=5913,  
pseudonym=133137650017882631552Jhmx  
oFO1u9m,  
2.5.4.20=921cc9185d02adfabe0e2a45bd257a  
53ded862d6798521827f549d07aec42e52,  
postalCode=400080, st=Maharashtra,  
serialNumber=bd0cc24a5b91a16b1041f80a6  
5c522c0bb671b05277819c73d03faecea465  
b6, cn=Bhavisha Ashish Jain  
Date: 2024.10.01 17:36:38 +05'30'

**Bhavisha Jain**  
**Compliance Officer and Company Secretary**  
**M No.- A44249**  
**Email: [investorrelation@manbafinance.com](mailto:investorrelation@manbafinance.com)**



## **CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY ITS DESIGNATED PERSONS AND OTHERS**

### **A. Preamble**

In terms of the Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, (“**SEBI PIT Regulations**”), the board of directors (“**Board**”) of every listed company shall ensure that the chief executive officer or managing director formulates a code of conduct with the Board’s approval to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the SEBI PIT Regulations, adopting the minimum standards set out in Schedule B of the SEBI PIT Regulations.

Pursuant to Regulation 9(1) of the SEBI PIT Regulations, Manba Finance Limited (“**Company**”) hereby adopts this code (“**Code**”) to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the SEBI PIT Regulations.

This Code aims to preserve the confidentiality and prevent the misuse of any unpublished price sensitive information and to put in place a policy for prohibition of insider trading on the basis of unpublished price sensitive information. All designated persons and immediate relatives thereof shall be bound by the SEBI PIT Regulations and this Code.

### **B. Objective**

The objective of this Code is to regulate, monitor and report trading by the Designated Persons and immediate relatives of Designated Persons to ensure compliance with the SEBI PIT Regulations.

### **C. Definitions and Interpretation**

In this Code, words and expressions shall have the meaning assigned to them below:

"**Act**" shall mean the the Securities and Exchange Board of India Act, 1992;

"**Board**" shall mean the Board of Directors of the Company;

"**Directors**" shall mean all the members of the Board of Directors of the Company, including the Independent Directors;

"**Code**" shall mean Code of Conduct to regulate, monitor and report trading



of by its Designated Persons and other Connected Persons of the Company approved by the Board of Directors of the Company in terms of Regulation 9 and as amended from time to time;

**"Company"**

shall mean Manba Finance Limited;

**"Compliance Officer"**

shall mean any senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the PIT Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Codes specified in the PIT Regulations under the overall supervision of the Board of Directors of the Company;

Explanation - For the purpose of this regulation, "financially literate" shall mean 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.;

**"Connected Persons "**

shall mean:

- (i) any person who is or has during the six months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.
- (ii) 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,
  - an immediate relative of connected persons specified in clause f (i) above; or
  - a holding company or associate company or subsidiary company; or
  - an intermediary as specified in Section 12 of the Act or an employee or Director thereof; or
  - an investment company, trustee company, asset management company or an employee or Director thereof; or
  - an official of a stock exchange or of clearing house or corporation; or
  - 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

- 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
- an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- a banker of the company; or
- a concern, firm, trust, Hindu Undivided Family, Company or association of persons wherein a Director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

any senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the PIT Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Codes specified in the PIT Regulations under the overall supervision of the Board of Directors of the Company;

Explanation - For the purpose of this regulation, “financially literate” shall mean 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.;

**"Designated Person "**

shall mean:

- (i) Managing Director / Directors /Whole - time Director/Manager (if any);
- (ii) All Promoters and member of the Promoter Group of the Company;
- (iii) Chief Executive Officer (CEO) and employees upto two levels below CEO irrespective of their functional role in the company or their ability to have access to UPSI;
- (iv) Chief Financial Officer (CFO) and all Managers of Finance Department;
- (v) Company Secretary;
- (vi) Personal assistants of CEO / CFO / Managing Director /Whole - time Directors and President;
- (vii) All employees working in Secretarial Department;
- (viii) All employees who have access to e-mail server of the Company;
- (ix) All KMPs and Directors of Material Subsidiary, if any;
- (x) Any employee who has access to UPSI; and
- (xi) Any other employee/connected person added to this list from

time to time;

**"Generally available information "**

shall mean information that is accessible to the public on a nondiscriminatory basis;

**"Immediate Relatives "**

shall mean 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 such person, or consults such person in taking decisions relating to trading in securities;

**"Connected Persons "**

shall mean any person who is,

- a connected person; or
- in possession of or having access to UPSI;

**"Connected Persons "**

shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of PIT Regulations:

- Promoters of the Company
- Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
- Staff Members of the Audit firm/team conducting the Audit
- Collaborators
- Lenders
- Customers
- Suppliers
- Bankers
- Legal Advisors
- Insolvency Professionals
- Consultants
- Any other advisors/consultants/partners
- Any other person with whom UPSI is shared

**"Promoter "**

shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

**"Promoter Group "**

shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

**"Securities "**

shall have shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;



<b>"Stock Exchanges"</b>	shall mean BSE Limited and National Stock of India Limited where the securities of the Company are presently listed/ or any other recognized Stock Exchanges where the securities of the Company will be listed;
<b>"Trading"</b>	shall mean and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
<b>"Trading day"</b>	shall mean a day on which the recognized Stock Exchanges are open for trading;
<b>"Trading Plan"</b>	shall mean a duly formulated Trading Plan which, once approved by Compliance Officer and notified to the Stock Exchanges for public disclosure, will entitle an Insider, to carry out the trade in Securities of the Company accordance with the Plan;
<b>"Trading Window"</b>	shall mean trading period for trading in Company's Securities;
<b>"Unpublished Price Sensitive Information "</b>	shall mean 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; <ul style="list-style-type: none"><li>• financial results;</li><li>• dividends;</li><li>• change in capital structure;</li><li>• mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and</li><li>• changes key managerial personnel</li></ul>

Words and expressions used and not defined in this Code but defined in the PIT Regulations, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Companies Act, 2013 and rules and regulations made thereunder, each as amended from time to time, shall have the meanings respectively assigned to them in those legislations.

#### **D. Restriction on Communication and Trading by Insiders**

The Company or Insider shall not communicate, provide or allow access to any UPSI relating to a Company or securities listed or proposed to be listed to any person including other Insider except in following cases:

- The information disclosed is in furtherance of legitimate purposes, performance of duties or discharge of obligations;



- The information disclosed is in connection with a transaction which would entail an open offer under takeover regulations where the Board of Directors is of the informed opinion that the proposed transaction is in the best interests of the Company.
- The information disclosed is in connection with a transaction which would not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts. The parties shall execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose mentioned hereinabove in this clause, and shall not otherwise trade in securities of the Company when in possession of UPSI.

#### **E. Trading Plan**

1. Any Insider shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure. A copy of application to be submitted to the Company in the format given at **Annexure I**.
2. Such Trading Plan shall:
  - a. not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
  - b. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the Securities and the second trading day after the disclosure of such financial results;
  - c. entail trading for a period of not less than twelve months;
  - d. not entail overlap of any period for which another Trading Plan is already in existence;
  - e. 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
  - f. not entail trading in Securities for market abuse
3. The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the PIT Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. A copy of the approval letter to be given in the format at **Annexure II**.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with the approved trading plan.

4. The Trading Plan once approved shall be irrevocable and the Insider 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.

5. Provided that the implementation of the Trading Plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid a violation of sub- regulation (1) of Regulation 4 the PIT Regulations.
6. Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the Stock Exchanges on which the Securities are listed.

## **F. Code of Internal Procedures and Conduct**

### **1. Appointment of Compliance Officer**

- a. The Company has appointed its Company Secretary as Compliance Officer who shall report to the Chairman of Audit Committee for the purpose of compliance with the PIT Regulations on quarterly basis.
- b. The Compliance Officer shall be responsible for setting both Codes, for adherence of the rules for prevention of Insider Trading, pre-clearing of Designated Persons and their immediate Relatives and Connected Person's trades, monitoring of trades and implementation of this Code under overall supervision of the Board.
- c. The Compliance Officer shall maintain record of Designated Persons and changes thereof.
- d. The Compliance Officer shall approve and notify Trading Plan to the Stock Exchanges on which securities are listed in accordance with this Code. not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;

### **2. Preservation of "Price Sensitive Information"**

The Insider and the Designated Persons shall observe this Code and Code of Practices and Procedures for fair disclosure of UPSI.

### **3. Trading in the Securities of the Company**

All Insiders and Designated Persons of the Company shall be subject to trading restrictions as enumerated in Clause 7 and Clause 7.1 of this Code.

## **G. Trading when in possession of UPSI**

No Insider and Designated Persons shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI.

Explanation – When a person who has traded in securities has been in possession of unpublished





price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession. Provided that the insider may prove his innocence by demonstrating the circumstances including the following:

- a. the transaction is an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of regulation 3 of the PIT Regulations and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained under sub-regulation (3) of Regulation 3 of the PIT Regulations.

Provided further that such off-market trades shall be reported by the insiders to the Company within two working days. Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- b. the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of Regulation 3 of the PIT Regulations and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained by either person under sub-regulation (3) of Regulation 3 of the PIT Regulations.

- c. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- d. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

- e. in the case of non-individual insiders:

- i. the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
- ii. appropriate and adequate arrangements were in place to ensure that the PIT Regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

- f. the trades were pursuant to a trading plan set up in accordance with Regulation 5 of the PIT Regulations.

#### **H. Trading when not in possession of UPSI**

- a. All the Insiders and Designated Persons and their immediate relatives, while they are not in possession of UPSI may trade in the Company's Securities only during Trading

- Window.
- b. All the Insiders and Designated Persons and their immediate relatives are required to obtain pre-clearance of trade from the Compliance Officer or board of directors of the Company if the value of transaction to be executed by them exceeds Rs. 10 Lacs, in the format given at **Annexure III** or **Annexure IV**, as applicable.
  - c. Approval for pre-clearance of Trade shall be given by Compliance Officer in the format given at **Annexure V**.
  - d. While applying for pre-clearance of trade, all the Insiders and Designated Persons and their immediate relatives are required to give a declaration to the effect that he/she is not in possession of any UPSI.
  - e. The trade, once it is pre-cleared by the Compliance Officer, will have to be executed by the Insiders and Designated Persons and their immediate relatives within a period of Seven (7) days failing which fresh pre-clearance will have to be obtained for the trades to be executed. Once the trade is executed, the Insiders/Designated Persons and their immediate relatives shall inform the Compliance Officer, in the format given at **Annexure VI**
  - f. If the Insiders / Designated Employees decide not to trade after obtaining pre-clearance from the Compliance Officer, he/she shall immediately inform the Compliance Officer in the format given at **Annexure VII** and obtain fresh pre-clearance as per Clause (c) above.
  - g. Once the Trade is executed by the Insider/Designated Employee, he/she will not execute a Contra-trade for a period of six months. However, in case of emergencies, the application (in the format given at **Annexure VIII**) has to be made to the Compliance Officer who may grant relaxation from strict application of such restriction for reasons to be recorded in writing. Compliance Officer shall however, ensure that such relaxation does not violate the PIT Regulations. If a Contra-trade has been executed, inadvertently or otherwise, in violation of above clause, the profits from such trade shall be collected from the concerned Insider/Designated Employee and shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

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

- h. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

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

Trading Window shall remain closed during the period of happening of certain events such as announcement of financial results, declaration of dividends, any other important event, due to any decision taken by the Company or by the Board of Directors which may have effect on the share price. The list of such events and the closing period for the window is as detailed below:

Event	Trading window remains closed	
	From	To
Declaration of Financial Results (Quarterly /Half Yearly / Annual)	1st day of the month immediately following the end of quarter/ Half Year/ Annual)	48 hours after the information has been generally available by the Company
Declaration of Dividends (interim and final)	7 days before the Board Meeting	48 hours after the information has been generally available by the Company
Change in capital structure	Date of issue of notice / agenda of the Board meeting or intimation to the Stock Exchange or whichever is earlier	48 hours after the information has been generally available by the Company
Major Expansion Plans or Execution of New Projects	Date of issue of notice / agenda of the Board meeting or intimation to the Stock Exchange or whichever is earlier	48 hours after the information has been generally available by the Company
Amalgamation, Merger, Takeovers, Buyback proposals for amalgamation of the Company with any other Company or vice-versa or taking over of any other Company	Date of issue of notice / agenda of the Board meeting or intimation to the Stock Exchange or whichever is earlier	48 hours after the information has been generally available by the Company
Changes in Key Managerial Personnel	Date of issue of notice / agenda of the Board meeting or intimation to the Stock Exchange or whichever is earlier	48 hours after the information has been generally available by the Company

Trading Window shall be opened 48 hours after the information is made public.

**I. Initial disclosure:**

Every person on being appointed 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 date of appointment of becoming a promoter, to the Company within seven days of such appointment of becoming a promoter in the format prescribed by SEBI or any other authority from time to time.

**J. Continual Disclosure**

- a. Every promoter, member of the promoter group, Designated Person and Director of the Company shall disclose to the Company the number of such securities acquired or disposed



of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified in the format prescribed by SEBI or any other authority from time to time.

- b. The Company shall notify the particulars of such trading to the Stock Exchanges within two trading days of receipt of the disclosure or from becoming aware of such information.

**K. Maintenance of Records of Disclosures:**

The Compliance Officer shall maintain records of all the above disclosures in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.

**L. Disclosures by other Connected Persons**

The Company may, at its discretion, require any other Connected Person or class of connected persons, for example management consultants, to make disclosures of holdings and trading in Securities of the Company in the format prescribed by SEBI or any other authority from time to time and at such frequency as may be determined by the Company in order to monitor compliance with this Code.

**M. Process for sharing the information or bringing people inside on sensitive transaction:**

Designated Person shall ensure that any information about sensitive transactions would be disclosed to other employees / consultants / advisors, etc., on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. All the employees / consultants / advisors, etc., with whom information on sensitive transaction is shared will be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information. Any employees / consultants / advisors, etc., who is in receipt of information on sensitive transaction will be expected to maintain the confidentiality of the information.

**N. Procedures for inquiry in case of leak of unpublished price sensitive information**

The Company, on becoming aware of case of leak of Unpublished Price Sensitive Information (UPSI) or suspected leak of UPSI, shall take necessary actions as prescribed under Legitimate Purpose Policy.

**O. Penalties for Non-compliance**

Depending upon the severity of the non-compliance with the Code by the Insider/Designated Employees, the Board of Directors shall impose sanctions and disciplinary actions, including wage freeze, suspension, recovery, claw-back etc. at their discretion.

**P. Reporting of non-compliance of provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015**



If the Compliance Officer observes that there has been a violation of the PIT Regulations, he/she shall bring it to the notice of the Chairman of the Audit Committee of the Company who shall in turn inform the SEBI promptly

**Q. Disclosure to be given by Designated Persons:**

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- a. immediate relatives;
- b. persons with whom such designated person(s) shares a material financial relationship; and
- c. Phone, mobile and cell numbers which are used by them

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

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

**R. Digital database**

The Board shall ensure that a structured digital database is maintained containing nature of UPSI and the names of such persons or entities, as the case may be, who have shared UPSI and with whom UPSI is shared under Regulation 3 of the PIT Regulations along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks such as time stamping, audit trails, etc. to ensure non-tampering of the database.

**Communication of this Code**

A copy of this Code and every amendment thereto shall be promptly intimated to the Stock Exchanges. A copy of this Code shall be handed over to the Directors and all the Employees of the Company within one month from the date of approval by the Board. This Code shall also be posted on the website of the Company.

**Preservation of Disclosure**

All undertakings, disclosure and applications made/ submitted under the SEBI PIT Regulations shall be maintained by the Compliance Officer, for a minimum period of 8 (eight) years.

**Amendment**

Any change in this Code shall be approved by the Board of Directors of the Company or Committee of Directors of the Company. The Board of Directors shall have the right to withdraw



and / or amend any part of this Code or the entire Code, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.



**ANNEXURE I**

**Application for approval of Proposed Trading Plan**

To,  
The Board of Directors  
Manba Finance Limited  
324, Runwal Heights Commercial Complex,  
L.B.S Marg, Opp. Nirmal Lifestyle, Mulund (West),  
Mumbai, Maharashtra, India, 400080

I/ We am / are holding [●] Securities (type of security to be specified) of Rs. 10/- each in my / our capacity as [●] hereby submit my / our proposed Trading Plan for trading in Securities of the Company during the period when Trading Window is open, for your consideration and approval.

Sr. No.	Number of Securities	Plan for purchase or sell (month-wise details)	Indicative price range	Remarks, if any
[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]

I/We request you to kindly give me/us your approval for the proposed Trading Plan.

Thanking you,

Yours faithfully,

Name: [●]  
Designation: [●]

Date: [●]  
Place: [●]



## **ANNEXURE II**

### **Approval of Trading Plan**

To  
Dear Sir/ Madam

This has reference to your application submitting your proposed Trading Plan for trading in securities (type of security to be specified) of the Company as per the details mentioned therein. I/We have examined the Trading Plan submitted by you and give you the approval for trading in Securities of the Company when trading window is open.

<b>Sr. No.</b>	<b>Number of Securities</b>	<b>Plan for purchase or sell (month-wise details)</b>	<b>Indicative price range</b>	<b>Remarks, if any</b>
[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]

Please note the Trading Plan as approved is required to be implemented by you mandatorily in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 and you are also required to abide by requirements of disclosure of change in your holding.

Please note that a copy of approved Trading Plan is submitted by us to the Stock Exchanges where Securities of the Company are listed.

Thanking you,

Yours faithfully,

For [●]  
Compliance Officer

Date: [●]  
Place: [●]





### **ANNEXURE III**

#### **Application for pre-clearance of trade**

(Application and Undertaking for pre-clearance of trade by Designated Person(s) and their immediate relative under Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons applicable to dealing in securities of Manba Finance Limited exceeding 1,000 in number or Rs. 10,00,000/- in value, whichever is lower during a calendar quarter)

From:

Name: [●]

Address: [●]

Designation: [●]

To,

Compliance Officer

Manba Finance Limited

324, Runwal Heights Commercial Complex,

L.B.S Marg, Opp. Nirmal Lifestyle, Mulund (West),

Mumbai, Maharashtra, India, 400080

Sub: Pre-clearance of Trades

I/My immediate relative Mr./Ms. [●] intend to deal in equity shares of the company for which \*I/ on behalf of my immediate relative request pre-clearance of the trade.

The particulars of intended trade are as under:

<b>Sr. No.</b>	<b>Number of Securities</b>	<b>Information provided by Declarant</b>
1.	Number of shares proposed to be traded	[●]
2.	Proposed date of trading in securities	[●]
3.	Current market price (as on date of application)	
4.	Demat A/c details	DP ID: Client ID:
5.	Nature of trade	* Purchase of securities Subscription to securities Sale of securities Pledge of securities Any other form of dealing in securities
6.	The Depository for this trade	*NSDL / CDSL
7.	The trade is proposed to be carried out by	Myself / My immediate relative



8.	My/ My immediate relative's current holding	
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My undertaking for the purpose of pre-clearance is furnished herein below. This is to request you to pre-clear the proposed trade.

I/My immediate relative is aware that I/we have to execute the order in respect of securities of the company within seven trading days (as defined in the Code) after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval is given, I/We would have to apply for pre-clearance of the transaction again.

Thanking You

(Signature)

\*(Retain as applicable)



## **Undertaking**

\*I on my own behalf/ on behalf of immediate relative (we) do hereby solemnly state as under That I/We do not have any access nor have we received “Unpublished Price Sensitive Information” up to the time of signing this undertaking.

That in case I/We get access to or receive “Unpublished Price Sensitive Information” after the signing of this undertaking but before the execution of the transaction I/We shall inform the Compliance Officer of the change in my/our position and that I/We would completely refrain from dealing in the securities of the Company till the time such information becomes public.

That I/We have not contravened the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons as notified by the company from time to time. I/ we undertake to submit the necessary report within two days of execution of the transaction / a ‘Nil’ report if the transaction is not undertaken within the stipulated period following receipt of pre-clearance.

That I/We have made a full and true disclosure in the matter.

Given under my hand this [●] day of [●]

(Signature)

\*(Retain as applicable)

Note: This form to be filed for self and immediate relative, separately.



## **ANNEXURE IV**

### **Application for pre-clearance of trade**

(Application and Undertaking for pre-clearance of trade by Compliance Officer and his/her immediate relative under Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons applicable to dealing in securities of Manba Finance Limited exceeding 1,000 in number or Rs.10,00,000/- in value, whichever is lower during a calendar quarter)

From:

Name: [●]

Address: [●]

Designation: [●]

To,

Board of Directors

Manba Finance Limited

324, Runwal Heights Commercial Complex,

L.B.S Marg, Opp. Nirmal Lifestyle, Mulund (West),

Mumbai, Maharashtra, India, 400080

Sub: Pre-clearance of Trades

I/My immediate relative Mr./Ms. [●] intend to deal in equity shares of the company for which \*I/ on behalf of my immediate relative request pre-clearance of the trade.

The particulars of intended trade are as under:

<b>Sr. No.</b>	<b>Number of Securities</b>	<b>Information provided by Declarant</b>
1.	Number of shares proposed to be traded	[●]
2.	Proposed date of trading in securities	[●]
3.	Current market price (as on date of application)	
4.	Demat A/c details	DP ID:  Client ID:
5.	Nature of trade	* Purchase of securities Subscription to securities Sale of securities Pledge of securities Any other form of dealing in securities
6.	The Depository for this trade	*NSDL / CDSL
7.	The trade is proposed to be carried out by	Myself / My immediate relative
8.	My/ My immediate relative's current holding	



My undertaking for the purpose of pre-clearance is furnished herein below. This is to request you to pre-clear the proposed trade.

I/My immediate relative is aware that I/we have to execute the order in respect of securities of the company within seven trading days (as defined in the Code) after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval is given, I/We would have to apply for pre-clearance of the transaction again.

Thanking You

(Signature)

\*(Retain as applicable)



**ANNEXURE V**

**Pre-clearance of trade**

Dear Sir,

[Name]

Dear Sir/Madam,

This has reference to your application for approval of Trade in the Securities of the Company dated [●].

Your application is considered and based on the undertaking given by you, the proposed trade is approved for purchase/sale of [●] equity shares of the Company.

This approval is valid for one week, or till your access to UPSI, whichever is earlier.

In case, you do not execute a trade within one week or till your access to UPSI, you shall submit a fresh pre-clearance application before executing any transaction in the Securities of the Company

Thanking you,

Yours faithfully

For [●]  
Compliance Officer

Date: [●]



## **ANNEXURE VI**

### **Reporting of Trade/Transaction**

To  
The Compliance Officer  
Manba Finance Limited  
324, Runwal Heights Commercial Complex,  
L.B.S Marg, Opp. Nirmal Lifestyle, Mulund (West),  
Mumbai, Maharashtra, India, 400080

Dear Sir,

Folio No.: [●] / D.P.ID. No.: [●] Client I.D. No.: [●]

Sub: Preclearance of trade dated [●]

This is to inform you that the trade for purchase / sale of Company's Securities cleared by you vide No. [●] dated [●] has been completed.

<b>Name of holder</b>	<b>Number of securities purchased / sold</b>	<b>Average Gross Price per Security (in Rs.)</b>	<b>DP ID &amp; Client ID / Folio. No.</b>
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]

Further I enclose herewith copy of contract note for your ready reference.

I declare that the above information is correct and that no provisions of the Code of Conduct has been violated while executing aforesaid trade/transaction.

I also declare that I have complied with the requirements of minimum period of 6 months for entering into an opposite transaction in respect of said Securities.

Thanking you,

Yours truly

Signature

Name: [●]

Designation: [●]



## **ANNEXURE VII**

### **Intimation about non-execution of Trade after seeking pre-clearance**

To

The Compliance Officer

Manba Finance Limited

324, Runwal Heights Commercial Complex,

L.B.S Marg, Opp. Nirmal Lifestyle, Mulund (West),

Mumbai, Maharashtra, India, 400080

Date:

Dear Sir,

Folio No.: [●] / D.P.ID. No.: [●] Client ID. No.: [●]

Sub: Non-execution of Trade after obtaining Preclearance of trade vide letter dated [●]

This is to inform you that you had approved my application for trade in the Securities of the Company vide your letter dated [●]. I wish to inform you that I could not execute the Trade on account of [●] (state the reason for non-execution of Trade.)

Thanking you,

Yours truly

Signature

Name: [●]

Designation: [●]





## **ANNEXURE VIII**

### **Intimation about non-execution of Trade after seeking pre-clearance**

To

The Compliance Officer

Manba Finance Limited

324, Runwal Heights Commercial Complex,

L.B.S Marg, Opp. Nirmal Lifestyle, Mulund (West),

Mumbai, Maharashtra, India, 400080

Date:

Dear Sir,

Folio No.: [●] / D.P.ID. No.: [●] Client ID. No.: [●]

Sub: Waiver of minimum holding period

I/my dependent family member (state name & relation) had purchased Company's Securities vide pre-clearance dated [●], on [●] (date of completion of deal).

On account of (state reason for selling) I wish to sell these Securities within the minimum holding period.

Your approval is solicited.

Thanking you,

Yours truly

Signature

Name: [●]

Designation: [●]