

# **Mideast Integrated Steels Limited**

## **Insider Trading- Code of Conduct**

This Policy is only an internal code of conduct and one of the measures to avoid Insider Trading. It will be the responsibility of each person covered under the SEBI (Prohibition of Insider Trading) Regulations, 2015 to ensure compliance of the SEBI Act, Guidelines and other related statutes.

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## **Chapter 1- Preliminary and Restrictions on Insider Trading**

### **1.1 Background**

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“the Regulations”) seek to govern the conduct of insiders, connected persons and persons who are deemed to be connected persons on matters relating to Insider Trading.

Insider Trading involves trading in the securities of a company listed or proposed to be listed, by connected or any persons in possession of or with access to unpublished price sensitive information not available to the general public, who can take advantage of or benefit from such unpublished price sensitive information. Trading in securities by an ‘insider’ is regarded unfair when it is predicated upon utilisation of ‘inside’ information to profit at the expense of other investors who do not have access to the same information.

This Code of Conduct has been approved by the Board of Directors at its meeting held on 14<sup>th</sup> November, 2017.

### **1.2 Objective of this Code of Conduct**

This Code of Conduct has been prepared by adopting the standards set out in Schedule A & B of the Regulations in order to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with the regulations.

In order to fully understand the scope of restrictions on insider trading, it is useful to understand the following terms/definitions.

### **1.3 Definitions**

**1.3.1** “*Company*” means Mideast Integrated Steels Limited (“MISL”).

**1.3.2** “*Connected person*” means:

(i) Any person who is or has during the 6 (six) months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(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 -

- (a) an immediate 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 authorised 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 immediate relative or banker of the company, has more than ten per cent of the holding or interest.

**1.3.3** *“Dealing in securities”* means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent;

**1.3.4** *“Designated Persons”* means:

- (i) Members of the Board of Directors of MISL;
- (ii) Chief Financial Officer and Company Secretary;
- (iii) All employees of the Accounts, Finance, Secretarial and Legal Department of MISL Head Office;
- (iv) CFOs, CEOs and CSs of a Holding Company, Subsidiary Company, Associate Company\* and Joint Venture;
- (v) Head of Internal Audit Department, Legal Department;
- (vi) Secretaries / Executive Assistants reporting to the Chairman and / or the Managing Director / any Executive Director / CFO;
- (vii) Auditors of the Company;
- (viii) All Employees in other Departments/Divisions of the Company from the level of General Manager and above;
- (ix) Employees of other Departments/Divisions on a case-to-case basis, who could be reasonably expected to have access to unpublished price sensitive information(s) relating to the Company, to be decided by the Chairman/Managing Director/Whole-Time Director/ Compliance Officer/Chief Financial Officer, on a case-to-case basis; and
- (x) Such other persons as may be identified by the Compliance Officer.

\*Associate Company means a Company which has control of at least 20% of total paid up share capital of MISL, or of business decisions under an agreement.

**1.3.5** *“Generally available information”* means information that is accessible to the public on a non-discriminatory basis.

**1.3.6** *“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.

- 1.3.7** *“Insider”* means any person who is:  
(i) a connected person; or  
(ii) in possession of or having access to unpublished price sensitive information.
- 1.3.8** *“Promoter”* shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any modification(s), amendment(s) or re-enactment(s) thereof).
- 1.3.9** *“Securities”* shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (including any modification(s), amendment(s) or re-enactment(s) thereof), except units of a mutual fund.
- 1.3.10** *“Trading”* means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 1.3.11** *“Trading day”* means a day on which the recognised stock exchanges are open for trading.
- 1.3.12** *“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 include but is not restricted to, information relating to: –  
(i) financial results;  
(ii) dividends;  
(iii) change in capital structure;  
(iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;  
(v) changes in key managerial personnel; and  
(vi) material events in accordance with the listing agreement.

#### **1.4 Compliance Officer**

MISL has appointed the Company Secretary, as the Compliance Officer for the purposes of the Regulations, who shall work subject to guidance of the Chairman and the Board of Directors.

#### **1.5 Communication or procurement of UPSI**

- (1) No insider shall communicate, provide, or allow access to any UPSI relating to MISL or securities listed or proposed to be listed by MISL, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (2) No person shall procure from or cause the communication by any insider of UPSI, relating to MISL or securities listed or proposed to be listed by MISL, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (3) Notwithstanding anything contained herein, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of MISL is of informed opinion that the proposed transaction is in the best interests of the Company;
  - (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of MISL is of informed opinion that the proposed transaction is in the best interest of the Company and the information that constitutes UPSI is disseminated to be made generally available at least 2 (two) trading days prior to the proposed transaction being effected in such form as the MISL Board of Directors may determine.
- (4) For purposes of point (3) above, the Board of Directors of MISL shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of the above point (3), and shall not otherwise trade in securities of MISL when in possession of UPSI.

### **1.6 Trading when in possession of unpublished price sensitive information**

No insider shall trade in securities of MISL that are listed or proposed to be listed on the Stock Exchange(s) when in possession of UPSI.

### **1.7 Chinese Wall**

To prevent the misuse of confidential information, MISL has laid down Chinese Walls procedures which separate those areas of MISL that routinely have access to confidential information, considered "inside areas" from those which deal with sale / marketing / investment advice or other departments providing support services, considered "public areas".

- (i) The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- (ii) The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI.
- (iii) All the unpublished price sensitive information is to be handled on "need to know basis", i.e., Unpublished Price Sensitive Information should be disclosed only to those within MISL 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. All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

## 1.8 Pre clearance of trades

- (i) All Designated Persons who intend to trade in the securities of MISL (either in their own name or in any immediate relative's name) i.e. buy or sell securities and if the value of the securities likely to be traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten Lakh Only), should pre-clear the transactions by making an application in the format set out in **Annexure 1** to the Compliance Officer indicating the estimated number of units of securities that the designated person or immediate relative(s) intends to trade, the details as to the depository with which(s) he has a security account, the details as to the securities in such depository mode and such other details as specified in the form and also declare that the applicant is not in possession of unpublished price sensitive information.
- (ii) An undertaking in **Annexure 2** executed in favour of the Company, forming part of the Application Form as mentioned hereinabove, shall incorporate, *inter alia*, the following clauses:
  - That the Designated Person(s) and their immediate relative(s) does not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
  - That in case the Designated Person(s) and their immediate relative(s) 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 fact and that he / she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
  - That he / she has not contravened the Code of Conduct for prevention of Insider Trading as notified by the Company/SEBI from time to time.
  - That he / she has made a full and true disclosure in the matter.
- (iii) No Designated Person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.
- (iv) The Compliance Officer shall also determine whether any such declaration is reasonably capable of being rendered inaccurate.
- (v) All Designated Persons of MISL and their immediate relatives shall execute their order in respect of securities of MISL within 7 (seven) days after the approval of pre-clearance in **Annexure 3** is given. If the order is not executed within 7 (seven) days after the approval is given, the employee must obtain the pre-clearance for the transaction again. They shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the **Form C** (as prescribed by SEBI from time to time). In case the transaction is not undertaken, a report to that effect shall be filed in **Form C**.
- (vi) All Designated Person(s) and their immediate relative(s) 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 (six) months following the prior transaction. All Designated Person and their immediate relative(s) shall also not take positions in derivative transactions in the shares of the Company at any time. 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

- (vii) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

### **1.9 No Trading Period**

- (i) The trading period during which MISL's securities can be traded is called trading window. The trading window shall be closed during the time the price sensitive information is un-published.
- (ii) When the trading window is closed, the Designated Persons (including their immediate relatives) shall not trade in MISL's securities in such period.
- (iii) The trading window shall be, *inter-alia* closed at the time of:
  - (a) Declaration of Financial results;
  - (b) Declaration of dividends (interim and final);
  - (c) Change in capital structure;
  - (d) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business;
  - (e) Changes in key managerial personnel;
  - (f) Material events in accordance with the listing agreement;
  - (g) Such other time as the compliance officer determines that a designated person or class of designated person is reasonably expected to have possession of unpublished price sensitive information.
- (iv) The Trading Window shall be closed during any period as may be determined by the Compliance Officer and shall be closed at least seven (7) days prior to the happening of the event giving rise to UPSI and shall be re- opened at such time as may be determined by the Compliance Officer of the Company taking into account various factors, the UPSI 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 (48) after the information becomes generally available.:
- (v) The Trading Window shall automatically get opened 48 (Forty Eight) hours after the information referred above in para (iii) is made public.
- (vi) All Designated Person of the Company and their immediate relative(s) shall conduct all their dealings in the securities of the Company only in a valid Trading Window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when Trading Window is closed as referred above or during any other period as may be specified by the Managing Director / Compliance Officer / Chief Financial Officer from time to time.



- (vii) In case of Employee Stock Options / Purchase Plan / Schemes (ESOPs/ ESPPs) of the Company, exercise of Option may be allowed in the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs / ESPPs shall not be allowed when Trading Window is closed.
- (viii) The Compliance Officer shall intimate the closure of Trading Window to all the Designated Person(s) of the Company when he / she determines that a designated person or class of Designated Person(s) 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.
- (ix) The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re- opening of the trading window, however in any event it shall not be earlier than 48 (Forty Eight) hours after the information becomes generally available.
- (x) The Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as Auditors, Accountancy Firms, Law Firms, Analysts, Consultants, etc., assisting or advising the Company.

## **Chapter 2 - Disclosures & Reporting**

Apart from the restrictions mentioned in Chapter 1, MISL is required to obtain certain disclosures and levy penalties as and when deemed fit.

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

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 Chapter.

Provided that trading in derivatives of securities is permitted by any law for the time being in force.

### **2.1 Initial Disclosure**

- (i) All the Promoters, Key Managerial Personnel and Directors are required to send the details of their holdings in securities of MISL presently held by them including the statement of holdings of immediate relative(s) in the prescribed **Form A** (as prescribed or amended by SEBI, from time to time) within 30 (thirty) days of this Code becoming effective.
- (ii) Every person on appointment as a Key Managerial Personnel or a Director of MISL or upon becoming a Promoter shall disclose his holding of securities of the Company within 7 (seven) days of such appointment or becoming a Promoter / Key Managerial Personnel / Director inform the Company in **Form B** (as prescribed or amended by SEBI, from time to time).

### **2.2 Continual Disclosure**

Every Promoter, Employee and Director of MISL shall disclose to the Company in the format set out in **Form C** (as prescribed or amended by SEBI, from time to time), the number of such securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten Lakh Only) or such other value as may be specified.

The disclosure shall be made within 2 (two) working days of:

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

### **2.3 Disclosure by other connected persons**

The Compliance Officer at his / her discretion may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of MISL as and when he deems fit in order to monitor compliance with these regulations in the format set out in **Form D** (as prescribed or amended by SEBI, from time to time).

## **2.4 Dissemination of Price Sensitive Information**

(i) No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

(ii) Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors.

The following guidelines shall be followed while dealing with analysts and institutional investors:-

- Only public information to be provided.
- At least 2 (two) Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

## **2.5 Reporting to the Board and Maintenance of Disclosures**

(i) The Compliance Officer shall place before the Board of Directors on a quarterly basis, details of trading in MISL Securities by the Designated Persons and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged under this code.

(ii) The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Persons for a minimum period of 5 (five) years.

(iii) The Secretarial Department shall acknowledge receipt of the declaration form received.

## **2.6 Amendment of this Code**

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force. Any subsequent amendment / modification in the Listing Regulations and / or any other laws in this regard shall automatically apply to this Policy.

## **Chapter 3- Penalties**

### **3.1 Penalty for non-compliance**

Any insider who trades in securities in contravention of the provisions of this Code or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 shall be guilty of insider trading and shall be *inter- alia* liable for punishment as mentioned below.

### **3.2 Penalty for non- compliance with the Code of Conduct**

- (i) Any Employee / Officer / Director who trades in securities or communicates any information for trading in securities, in contravention of the code of conduct may be penalised and appropriate action may be taken by MISL.
- (ii) Employees / Officers / Directors of MISL who violate the code of conduct shall also be subject to disciplinary action by MISL, which may include monetary penalty, wage freeze, suspension, ineligibility for future participation in employee stock option plans, if any, etc. in consultation with the Managing Director of the Company.
- (iii) The action by MISL shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015.

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES FOR OF UNPUBLISHED PRICE SENSITIVE INFORMATION OF MIDEAST INTEGRATED STEEL LIMITED FRAMED UNDER REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ( PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

**PREAMBLE**

The Securities and Exchange Board of India had promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "Regulations") on January 15, 2015. As per Regulation 8 read with Schedules A of the Regulations, every listed Company is required to frame a Code of Practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information) (hereinafter referred to as the Code ) in order to disseminate ' unpublished Price Sensitive Information ( hereinafter to as 'UPSI') universally and not selectively by such companies. This policy is intended to lay down the principles and practices to be followed by Mideast Integrated Steels Limited (the Company) pertaining to universal disclosure of UPSI.

Accordingly, the following code was adopted by the Board of Directors of the Mideast Integrated Steels Limited at its meeting held on 14<sup>th</sup> November, 2017. In view of the SEBI (Prohibition of Insider Trading ) (Amendment) Regulations, 2018 effective from 1<sup>st</sup> April, 2019 , the Code has been amended by the Board of Directors at its meeting held on 14<sup>th</sup> February, 2019.

**CODE FOR FAIR DISCLOSURES**

1. The Company will make prompt public disclosures of unpublished Price Sensitive Information (UPSI) in relation to the Company that would impact price discovery of the securities of the Company no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company will ensure uniform and universal dissemination of unpublished price sensitive information (UPSI) in relation to the Company via stock exchange where the securities of the Company are listed and in order to avoid selective disclosures.
3. The Company secretary of the Company shall act as Chief Investor Relations Officer of the Company shall deal with dissemination of information and disclosures of unpublished price sensitive information in relation to the Company.
4. The Company shall will make prompt dissemination of unpublished price sensitive information in relation to the Company that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel is not unpublished Price Sensitive Information.
7. The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conference on the Company website [www.mescosteel.com](http://www.mescosteel.com) to ensure official confirmation and documentation of disclosures made.
8. The Company will handle all unpublished Price sensitive information in relation to the Company on a need-to-know basis.
9. Sharing of UPSI for legitimate purpose

- UPSI is in the nature of information relating to the Company, directly or indirectly of precise nature that can have an impact on the prices of the securities of the Company if made public.
- Till the UPSI becomes a generally available information, UPSI can be shared only on a need –to Know basis and for legitimate purpose as provided hereunder and not to evade or circumvent the prohibitions of the Regulations.
- Sharing of relevant UPSI with consultants, advisors engaged by the Company in relation to the subject matter of the proposed deal/assignment in relation to UPSI.
- Sharing of relevant UPSI with intermediaries/fiduciaries viz merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of the UPSI.
- Sharing the relevant UPSI with persons for legitimate business purposes (e.g, attorneys, investment bankers or accountants)
- Sharing of relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, other developers, joint ventures partners and vendors and not to transact in the Company's securities on the basis of such information.
- Sharing of relevant UPSI in case mandatory for performance of duties or discharge of Legal obligations.
- The Compliance Officer shall maintain record of the details of the recipients including their PAN, Address etc of UPSI on legitimate Purpose including the followings:
  - a) Whether the concerned UPSI is required to be shared?
  - b) Why the information is required by the recipient?
  - c) Who had shared the UPSI and whether he was authorized to do so?
  - d) Whether the Compliance Officer was intimated before such sharing of UPSI?
  - e) Whether Non-disclosure agreements were signed?
  - f) Whether notice to maintain confidentiality of the shared UPSI has been given.?

### **Amendment to the Policy**

The Board of Directors shall amend this policy, as may be required to be in line with the changes, amendments and modifications if any in the SEBI (Prohibition of Insider Trading) Regulations, 2015

Further, in case of any amendment, clarification, Circular, notification etc issued by a competent authority, which is not consistent with the provisions laid down under this policy, the provisions of such amendment, clarification, circular, notification, etc. shall prevail and this policy shall stand amended accordingly, without any further action, on and from the date on which such amendment , Clarification, circular, notification comes in to effect.

## Mideast Integrated Steels Limited

### Annexure 1

#### APPLICATION FOR PRE-CLEARANCE OF TRANSACTION

**To,**  
**The Compliance Officer**  
**Mideast Integrated Steels Limited**  
H-1, Zamrudpur Community  
Centre, Kailash Colony, New  
Delhi- 110048,

**Date:** \_\_\_\_\_

**Dear**  
**Sir/Madam,**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's code of conduct for Prevention of Insider Trading, I seek approval to purchase/sale/subscription of \_\_\_\_\_ equity shares of the Company which will amount to trading value of upto Rs. \_\_\_\_\_/- [Exceeding Rupees Ten Lakh Only] as per details given below:

	<b>Name of Applicant and Designation</b>	
<b>1.</b>	<b>Approval Seeking for</b> (please tick, whichever applicable)	<input type="checkbox"/> Self <input type="checkbox"/> Immediate relative
<b>2.</b>	<b>Nature of Proposed Transaction</b> (please tick, whichever applicable)	<input type="checkbox"/> Purchase <input type="checkbox"/> Sale
<b>3.</b>	<b>Number of Securities proposed to be Transacted</b>	
<b>4.</b>	<b>Proposed date of dealing in securities</b>	
<b>5.</b>	<b>Price at which transaction is Proposed</b>	
<b>6.</b>	<b>Current Market Price (as on date of application)</b>	
<b>4.</b>	<b>Details of Identified Account</b> <b>Name of Depository Participant</b> <b>DP ID</b> <b>Client ID/Folio No.</b>	

I have enclosed herewith the form of Undertaking signed by me.

Yours faithfully,

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_  
(On behalf of immediate relative as well,  
if seeking approval for immediate relative)

- UPSI is in the nature of information relating to the Company, directly or indirectly of precise nature that can have an impact on the prices of the securities of the Company if made public.
- Till the UPSI becomes a generally available information, UPSI can be shared only on a need –to Know basis and for legitimate purpose as provided hereunder and not to evade or circumvent the prohibitions of the Regulations.
- Sharing of relevant UPSI with consultants, advisors engaged by the Company in relation to the subject matter of the proposed deal/assignment in relation to UPSI.
- Sharing of relevant UPSI with intermediaries/fiduciaries viz merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of the UPSI.
- Sharing the relevant UPSI with persons for legitimate business purposes (e.g, attorneys, investment bankers or accountants)
- Sharing of relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, other developers, joint ventures partners and vendors and not to transact in the Company's securities on the basis of such information.
- Sharing of relevant UPSI in case mandatory for performance of duties or discharge of Legal obligations.
- The Compliance Officer shall maintain record of the details of the recipients including their PAN, Address etc of UPSI on legitimate Purpose including the followings:
  - a) Whether the concerned UPSI is required to be shared?
  - b) Why the information is required by the recipient?
  - c) Who had shared the UPSI and whether he was authorized to do so?
  - d) Whether the Compliance Officer was intimated before such sharing of UPSI?
  - e) Whether Non-disclosure agreements were signed?
  - f) Whether notice to maintain confidentiality of the shared UPSI has been given.?

### **Amendment to the Policy**

The Board of Directors shall amend this policy, as may be required to be in line with the changes, amendments and modifications if any in the SEBI (Prohibition of Insider Trading) Regulations, 2015

Further, in case of any amendment, clarification, Circular, notification etc issued by a competent authority, which is not consistent with the provisions laid down under this policy, the provisions of such amendment, clarification, circular, notification, etc. shall prevail and this policy shall stand amended accordingly, without any further action, on and from the date on which such amendment , Clarification, circular, notification comes in to effect.



## Mideast Integrated Steels Limited

### Annexure 2

#### UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,  
The Compliance Officer  
Mideast Integrated Steels Limited  
H-1, Zamrudpur Community  
Centre, Kailash Colony, New  
Delhi- 110048,

Date: \_\_\_\_\_

Dear Sir/Madam,

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

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

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

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

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

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

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

Signature: \_\_\_\_\_

**Mideast Integrated Steels Limited**

**Annexure 3**

**PRE-CLEARANCE ORDER**

PCO No. \_\_\_\_\_

Date:

To,  
\_\_\_\_\_ (Applicant)

This is to inform you that your request for dealing in \_\_\_\_\_ 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].

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the prescribed forms as per MISL's Code of Conduct for Insider Trading. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Signature: \_\_\_\_\_  
Compliance Officer

*Note:*

- 1. Please provide all the information. Incomplete forms will not be accepted.*
- 2. Please ensure that you have not made any opposite transaction within previous 6 months.*

**FORM A**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]**

Name of the Company: \_\_\_\_\_  
ISIN of the Company: \_\_\_\_\_

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN, CIN/DIN & Address with Contact Numbers	Category of Person (Promoters/ KMP / Directors/ immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5
Name:  _ Address: PAN:  Contact Number: _____  —				

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

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 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]**

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 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).**

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
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
7	8	9	10	11	12

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

Name & Signature: Designation:

Date: Place:

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**FORM C**

**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).**

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/sale of shares		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	No. and % of shareholding	Type of security (For eg. Shares, Warrants, Convertible Debent	No.	Value	Transaction Type (Buy/Sale/Pledge / Revoke / Invoke )	Type of security (For eg. Shares, Warrants, Convertible	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	1	1	1	1	1

*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	B u		S e		
		Notional Value	Number of units (contracts * size)	Notional Value	Number of units (contracts * lot size)	
1	1	1	1	1	2	2

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

Name & Signature:

Designation:

Date:

Place:

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**FORM D (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/		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	No. and % of share holding	Type of security (For eg. Shares, Warrants, Convertible	No.	Value	Transaction Type (Buy / Sale/ Pledge / Revokes etc.)	Type of security (For eg. Shares, Warrants, Convertible Debenture etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	1	1	1	1	1

*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**

Trading in derivatives (Specify type of contract, Futures or Options etc)					Exchange on which the trade was executed	
Type of Contract	Contract specifications	B		S		
		Notional Value	Number of units (contracts *)	Notional Value	Number of units (contracts * lot size)	
1	1	1	1	1	2	2

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

Name:

Signature:

Place:

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