

INSIDER TRADING CODE
OF
MIDEAST INTEGRATED STEELS LIMITED

INSIDER TRADING CODE – MIDEAST INTEGRATED STEELS LIMITED

OBJECTIVE

This Code of Conduct has been framed with a view to prevent insider who is reasonably expected to have access to unpublished price sensitive information, from dealing in the securities of the Company to the disadvantage of common investors.

SHORT TITLE AND COMMENCEMENT

1. These regulations may be called “Mesco Insider Trading Code” for prevention of Insider Trading.
2. This code has been framed pursuant to Regulation 12 of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended and may be modified by the Board of Directors from time to time.
3. These Regulations shall come into force with immediate effect.

APPLICABILITY

1. These Regulations shall be applicable to the following persons:
 - a) All Directors on the Board of the Company
 - b) All officers of the Company
 - c) Designated Employees of the Company

These regulations will also apply in respect of dealing in Securities of the Company by all the Directors, Officers, Employees of the Company and their dependent family members.

DEFINITIONS

1. The term ‘designated employee’ shall include:—
 - a) Officers comprising the top three tiers of the company management;
 - b) The employees designated by the company to whom these trading restrictions shall be applicable, keeping in mind the objectives of this code of conduct.
2. “Act” means the Securities and Exchange Board of India Act, 1992.
3. “Company” or “the Company” means Mideast Integrated Steels Limited.

4. "Code" or "this Code" shall mean the 'Code of Conduct for Prevention of Insider Trading in shares of Mideast Integrated Steels Limited as amended from time to time.
5. "Compliance Officer" means the Compliance Officer appointed pursuant to Clause 4 of this code.
6. "Dealing in Mesco Securities" means an act of subscribing, buying, selling or dealing or agreeing to subscribe, buy, sell or deal in the Securities of the Company by any person either as principal or agent.
7. "Dependent Family Member" means the designated employee's spouse (whether dependent on the designated employee or not), Children below age of 21 years, and such other persons, including dependent parents of the designated employee, as may be declared by this code.
8. "Insider Trading Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 1992 as amended from time to time.
9. "Mesco Securities" or Securities of the Company" shall be Equity Shares or any other marketable securities of the Company.
10. "Price Sensitive Information" means any information which relates directly or indirectly to a Company and which if published is likely to materially affect the prices of Mesco Securities; The Following shall be deemed to be price sensitive information:-
 - a) periodical financial results of the Company
 - b) intended declaration of dividends (both interim and final)
 - c) issue of securities or buy-back of securities
 - d) any major expansion plans or execution of new projects
 - e) amalgamation, mergers or takeovers;
 - f) disposal of the whole or substantial part of the undertaking;
 - g) any significant changes in policies, plans or operations of the Company.
11. Unpublished means information which is not published by the Company and is not specific in nature excluding speculative reports in print or electronic media.

COMPLIANCE OFFICER

The Company Secretary is the Compliance Officer of the Company who shall be responsible for setting forth the policies and procedures and monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of all designated employees and their dependents trades (directly or through respective department heads as decided by the Company), monitoring of trades of Mesco Securities and the implementation of the code of conduct under the overall supervision of the Board of Directors. The Compliance Officer shall:-

1. Maintain a record of designated employees and any changes made in the list therein

2. Assist all the Employees/Directors in addressing any clarifications regarding SEBI (Prohibition of Insider Trading) Regulations, 1992 and the Company's Code of Conduct.

PRESERVATION OF PRICE SENSITIVE INFORMATION

Designated Employees, Directors and Officers shall maintain the confidentiality of all Price Sensitive Information. Employees/Directors shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Mesco Securities. Following practice needs to be followed in this regard:-

1. **NEED TO KNOW:** Price Sensitive information needs to be handled on a "Need to know" basis i.e, price sensitive information shall be disclosed only to those within the Company who need the information to discharge their duty.
2. **LIMITED ACCESS TO CONFIDENTIAL INFORMATION:** Files containing confidential information needs to be kept secured. Computer files must have adequate security of Login & Password.

PREVENTION OF MISUSE OF PRICE SENSITIVE INFORMATION

1. **Trading Restrictions:** All Directors/Officers and Designated Employees of the Company shall be subject to trading restrictions as enumerated below:
2. **Trading Window (Please refer ANNEXURE-6):** The Company shall specify the trading period called Trading Window for trading in Mesco Securities. The trading window shall be closed during the time the information referred to in Para 3 is unpublished.
3. The Trading Window shall be ,inter alia, closed at the time of:-
 - a) Periodical financial results of the Company,
 - b) Intended declaration of dividends (both interim and final)
 - c) Issue of securities or buy- back of securities.
 - d) Any major expansion plans or execution of new projects.
 - e) Amalgamation, mergers or takeovers.
 - f) Disposal of Whole or substantial part of the undertaking.
 - g) Revision of Credit Ratings assigned to any debt or equity instrument of the Company.
 - h) Disruption of operations due to natural calamities.
 - i) Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the Securities of the Company.
4. The time for commencement of closing of Trading Window shall be effective from 1st day of the month in which the meeting of the Board of Directors is

proposed to be held or from the date of circulation of notice and agenda pertaining to the above subject Para 2, which is longer, upto 24 hours after the information is made public.

5. All directors/officers/designated employees of the company shall conduct all their dealings in the securities of the company only in 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 or during any other period as may be specified by the company from time to time.
6. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

PRE- CLEARANCE OF TRADES

All Directors/Officers/Designated Employees of the Company who intend to deal in the securities of the Company (above a minimum threshold limit to be decided by the Company) should pre-clear the transaction as per the pre-dealing procedure as described hereunder:-

1. An application may be made in such form (Please refer ANNEXURE-1) as the Company may specify in regard, to the Compliance Officer indicating the name and estimated number of securities that the Designated Employees/Director/Officer 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.
2. An undertaking shall be executed in favour of the Company by such Designated Employee/Director/Officer incorporating, inter alia, the following clauses, as may be applicable:
 - a) That the Employee/Director/Officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
 - b) That in case the Employee/Director/Officer 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.
 - c) That he/she has not contravened the code of conduct for prevention of Insider Trading as notified by the company from time to time.
 - d) That he/she has made a full and true disclosure in the matter.

Completion of Pre-cleared Dealing

1. All Directors, Officers and Designated Employee shall ensure that they complete execution of every pre-cleared deal in the Company's Securities within 7 calendar days from the date of the approval and file within 4 days of execution of deal, the details of such deal, with the Compliance Officers in the prescribed format (Please refer ANNEXURE 3)
2. If a deal is not executed within 7 calendar days as above, the Directors, Officers and
3. Designated Employee must apply to the Compliance Officers for pre clearance of the transaction once again.

OTHER RESTRICTIONS

1. All Directors/Officer/Designated Employees shall execute their order within one week after the approval of pre-clearance (Please refer ANNEXURE-2) is given. If the order is not executed within one week after approval is given, the Employee/Director/Officer must pre clear the transaction again.
2. All Directors/Officers/Designated Employees shall hold their investments in securities for a minimum period of 30 days in order to be considered as being held for investment purposes. The holding period shall also apply to purchases in the primary market (IPOs). In the case of IPOs, the holding period would commence when the securities are actually allotted.
3. In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons in this regard.

REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

1. All directors/officers /designated employees of the listed company shall be required to forward following details of their Securities transactions including the statement of dependent family members (as defined by the Company) to the Compliance officer (Please refer ANNEXURE-4):
 - a) all holdings in securities of that Company by Directors/Officers/Designated Employees at the time of joining the Company;
 - b) periodic statement of any transactions in securities (the periodicity of reporting may be defined by the Company. The Company may also be free to decide whether reporting is required for trades where pre-clearance is also required); and
 - c) annual statement of all holdings in securities (Please Refer ANNEXURE-5)
2. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Directors/Officers/Designated Employees for a minimum period of three years.
3. The Compliance officer shall place before the Managing Director/Chief Executive Officer or a committee specified by the Company, on a monthly basis all the details of the dealing in the securities by Employees/Director/Officer of the Company and the accompanying documents

that such persons had executed under the pre-dealing procedure as envisaged in this code.

INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS

In case it is observed by the Company /Compliance Officer that there has been a violation of these Regulations, SEBI shall be informed by the Company.

GENERAL

A copy of the Regulations is enclosed. Designated Employees are advised to peruse the Regulations carefully and acquaint themselves with all the provisions contained therein. The Compliance Officer will be available for clarification / assistance that may be necessary.

CODE OF CORPORATE DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING

Corporate Disclosure Policy

To ensure timely and adequate disclosure of Price Sensitive Information, the following norms shall be followed.

Prompt disclosure of price sensitive information

Price sensitive information shall be given by the Company to Stock Exchanges and disseminate on a continuous and immediate basis. The Company may also consider ways of supplementing information released to Stock Exchange by improving investor access to their public announcements.

Overseeing and co-coordinating disclosure

1. The Company shall designate a senior official (such as Compliance Officer) to oversee corporate disclosure;
2. This official shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of Price Sensitive Information to stock exchange, analysts, shareholders and media, and educating staff on disclosure policies and procedures;
3. Information disclosure/dissemination may normally be approved in advance by the official designated for the purpose;
4. If information is accidentally disclosed without prior approval, the person responsible may inform the designated officer immediately, even if the information is not considered price sensitive.

Responding to market rumours

1. The Company shall have clearly laid down procedures for responding to any queries or requests for verification of market rumours by exchanges.
2. The official designated for corporate disclosure shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.
3. Timely Reporting of shareholdings/ownership and changes in ownership
4. Disclosure of shareholdings/ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Act and the Listing Agreement shall be made in a timely and adequate manner.
5. Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors
6. The Company should follow the guidelines given hereunder while dealing with analysts and Institutional investors: -

- a) Only Public information to be provided: The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.
- b) Recording of discussion: In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representative be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.
- c) Handling of unanticipated questions: The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. 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.
- d) Simultaneous release of Information: When a Company organizes meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet. The Company may also consider live web casting of analyst meets.

Medium of disclosure/dissemination

1. Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
2. The Company shall ensure that disclosure to stock exchanges is made promptly.
3. The Company may also facilitate disclosure through the use of their dedicated internet website.
4. The Company websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.
5. The information filed by the Company with exchanges under continuous disclosure requirement may be made available on the Company website.

Submission of disclosures and prescribed forms

All submissions, forms etc., envisaged in this Code should be addressed to the Compliance Officer and forwarded to the Corporate Services Department of the Company at its Registered Office, for administrative purpose and taking appropriate action. The Corporate Services Department shall acknowledge the receipt of declaration/form.

ANNEXURE-1
APPLICATION FOR PRE - DEALING APPROVAL

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

Dear Sir,
Subject: Application for Pre-Dealing Approval

My personal details are as under:

Name of the Employee: _____
Department: _____

I and my dependents propose to buy/sell _____ Equity Shares of _____ Ltd as under:

Nature of Transaction (Whether "Buy" or "Sell")	Name of Proposed Buyer/Seller	No. of Equity Shares to be Bought/Sold	*Date of Purchase/ allotment

*applicable if application is to sell ____ Ltd shares

I hereby declare that neither I nor my dependents are in possession of or otherwise privy to unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading).

I further declare that I have disclosed all unpublished Price Sensitive Information in possession/ knowledge to the head of my department.

I am aware that I shall be liable to face penal consequences as set forth in the Company's Code of Conduct for prevention of Insider Trading, in case the above declarations are found to be false or incorrect at any time.

I hereby indemnify the Company and its Directors from and against any penalties imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of violation of the SEBI (Prohibition of Insider Trading) Regulations 1992 and the Company's Code of Conduct.

Yours faithfully,

(Signature)

Date:

ANNEXURE-2
PRE-DEALING APPROVAL LETTER

Date: _____ Sr. no. _____
To
Name: Mr. _____
Designation: _____
Location: _____
Subject: Pre-Dealing Approval – _____ Ltd's Shares

With reference to your application dated _____ seeking approval for undertaking certain transactions in the Equity Shares of the Company, please be informed that you are hereby permitted to undertake the said transaction(s). You may buy/sell not more than _____ Equity Shares of the Company pursuant to this approval letter.

This approval is being issued relying on the various declarations and indemnities made by you in your said application.

This approval letter is valid till _____ (i.e. for 7 days) . If you don't execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal. Further, you are required to file the details of the executed transactions in the attached format within 4 days from the date of transaction/deal.

Yours truly,
For Mideast Integrated Steels Limited

Compliance Officer
Encl: Format for submission of details of transaction

ANNEXURE-3

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

(To be submitted within 4 days of transaction/deal)

To

Mr/Ms. _____

Compliance Officer

Mideast Integrated Steels Limited

.....

Dear Sir,

Subject: Details of Pre-approved Transaction

Ref: Your Approval letter No. _____ dated _____

This is to inform you that I/my dependents have bought/sold _____ Equity Shares of the Company. Thus I/my dependents have duly completed the transaction(s) in the Equity Shares of the Company as approved by you vide your above said approval letter.

In this connection, I undertake to preserve for a period of 3 years and produce to the Compliance Officer/ SEBI any of the following documents:

1. Broker's contract note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions)

I declare that the above information is correct and that no provisions of the Company's Code of Conduct for prevention of Insider Trading and/or applicable laws have been contravened in relation to conduct or completion of the above transaction(s).

Please contact me on _____ in case you need further information.

Yours truly,

Sign: _____

Name: _____

Location: _____

ANNEXURE-4
**FORM FOR DISCLOSURE OF PARTICULARS BY DIRECTOR/ OFFICERS/
DESIGNATED EMPLOYEES**

To,
Mr. _____,
Compliance Officer,
Mideast Integrated Steels Limited
Name of the Employee:
Department:

Declaration

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992, I declare that I have the following dependents:

Sr.No	Name of Dependent	Relationship with Director/ Officer/ Designated Employee

I further declare that I and my above mentioned dependents collectively hold _____ shares of _____ Limited as follows:

Name of Holder	Physical Holdings			Electronic Holdings		
	Folio No	Certificate No.	Total	DP ID	Client ID	Total

* Include holdings where Director/ Officer/ Designated Employee or dependant is a joint holder.

I hereby undertake to promptly inform you about any changes in the above details.

Date: _____ Sign: _____

Place: _____ Name: _____

ANNEXURE-5
**FORMAT OF QUARTERLY/ ANNUAL STATEMENTS OF HOLDINGS BY
DIRECTOR/ OFFICER/EMPLOYEES AND THEIR DEPENDANTS**

To
Mr. _____
Compliance Officer
Mideast Integrated Steels Limited

Dear Sir,

**Sub: Quarterly disclosure of Securities Transactions and shareholding as on
___.__.20__**

The details of the Securities Transaction of the undersigned as Director and dependent family members during Quarter ended on _____, 20__ are as under:

Securities Transaction during the Quarter ended ended on

Particulars	Self Dependent	Family Members
No. of Shares held on		
No. of shares bought during the year		
No. of shares sold during the year		
No. of Shares held on		

We hope that you will find the same in order.

Thanking you,

Sign: _____

Name: _____

Designation: _____

ANNEXURE-6
DRAFT FOR INTIMATING CLOSURE OF TRADING WINDOW

Subject: Urgent: Insider Trading- Restrictive period

Dear All Directors, Employees of Mideast Integrated Steels Limited,

The Board meeting for approving _____ shall be held in the _____ week of _____ 20__.

In view of this, as per the Company's Code of Conduct for prevention of Insider Trading, I request all of you to refrain from trading in the Company's shares with immediate effect till the expiry of 24 hours after the public announcement of _____ is made.

Any contravention of the above will be offence under the SEBI Act, 1992 Regulations and punishable with imprisonment for term up to one year and/or with penalty up to Rs.5.00,000/-

In case you have any doubts, please contact the Compliance Officer of the Company.

Thanks for your co-operation in this regard,
