



MUKTA ARTS LIMITED

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

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MUKTA ARTS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1) INTRODUCTION

Trading in a Company shares by insiders who enjoy a special status, when compared with the general investors, as regards price sensitive information and who, as a result thereof are able to use their special status for individual benefit, is commonly referred to as ***Insider Trading***.

In view of a substantial change in the securities trading environment and possible avenues for communication of price sensitive information which affords an opportunity for “**Insiders**” to gain an advantage therefrom as compared with the general investors, the Securities and Exchange Board of India (“**SEBI**”) has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “**SEBI Regulations**”).

These Regulations contain a comprehensive Code for regulating disclosures and approvals within a Company for connected persons as defined under SEBI Regulations, which needs to be followed, if connected persons hold, acquire, purchase or sell such Company shares. The Regulations require the Board of Directors of a Company to frame a Code of Conduct for prevention of Insider Trading. The Principles of fair disclosure adopted by the Company is as per Schedule A of SEBI Regulations.

2) OBJECTIVE AND SCOPE OF THE CODE

“Mukta Arts Limited code of practices and procedures for fair disclosure of unpublished price sensitive information” (“**Code**”) is formulated with a view to abide by the spirit of SEBI Regulations on prohibition of Insider Trading and will govern the framework for acquisitions, purchases and sale of Mukta Arts Limited securities by connected persons.

3) DEFINITIONS

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India Act, 1992, Securities Contracts (Regulation) Act, 1956, Depositories Act, 1996 or Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto



4) CONFIDENTIALITY OF PRICE SENSITIVE INFORMATION

Connected Persons are required to maintain confidentiality of price sensitive information with respect to acquisition/purchase/sale of the Company's securities and should adhere to the following:

- i) they shall not acquire/purchase/sell the Company's securities either on behalf of themselves or others, when in possession of unpublished price sensitive information ("UPSI").
- ii) they shall not communicate, counsel or procure, directly or indirectly, any UPSI from/to any person and pass on such information to any person, directly or indirectly, by way of making recommendations for acquisition/purchase/sale of the Company's securities.

5) COMMUNICATION AND SECURITY GUIDELINES FOR CONFIDENTIALITY

- i) Communication of UPSI should be only to those, who need the same for discharge of their duties.
- ii) UPSI should not be communicated in a situation in which there would be an uncertainty as regards conflict of interest or the possibility of misuse of the information.
- iii) If any non-public information is inadvertently received by any connected person, the same should be immediately reported in writing to the Compliance Officer.
- iv) All connected persons are required to take adequate measures to ensure that all confidential information in paper or electronic form is kept secure through adequate security mechanism.

6) DUTIES OF COMPLIANCE OFFICER

Compliance Officer will act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI. The Compliance Officer shall be responsible for establishing policies, procedures and monitoring adherence to this Code under the overall supervision of the Board of Directors and shall report to the Managing Director of the Company.

Without prejudice to the aforesaid, Compliance Officer shall be responsible for the following:



- i) Pre-clearance of trades.
- ii) Clarifications and improvements as regards policies and procedures with respect to this Code and ensure effective implementation of this Code.
- iii) Maintenance of records of all Connected Persons as required by this Code and any changes therein.
- iv) Establishment of mechanisms necessary for monitoring of trades and implementation of this Code.
- v) Placement before Managing Director for his information, the details of acquisitions / purchases / sales above the pre-clearance limit on a quarterly basis, if any transaction which has taken place during the quarter.
- vi) Initiation of disciplinary action and implementation of punitive measures e.g. suspension from service, wage freeze, non-participation in future ESOPs for any non-adherence to this Code also informing SEBI of the same.

7) TRADING WINDOW

- i) All Connected Persons shall acquire/purchase/sell securities of MAL only when the Trading Window is open.
- ii) Any Connected Person who proposes to acquire/purchase/sell the Company's securities has an obligation to confirm Board Meeting date with the Compliance Officer and refrain from acquiring/purchasing/selling the Company's securities during the closure of Trading Window and also abide by the pre-clearance procedure.

8) PRE-CLEARANCE OF TRADES

- i) Connected Persons are required to pre-clear their acquisition/purchase/sale transactions if the value of 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.
- ii) The Compliance Officer shall scrutinise the pre-clearance application and convey approval or refusal of clearance along with reasons thereof. The decision of the Compliance Officer in this respect will be final.
- iii) All orders in respect of securities for which pre-clearance has been obtained shall be executed within 7 days after approval of pre-clearance is given. If the order is not executed within 7 days after the approval is given, the Connected Persons must re-submit the proposal for pre-clearance.



9) DELEGATION

The Compliance Officer is authorised to delegate the powers conferred upon by this Code to one or more employees of MAL whilst proceeding on leave or during temporary absence from MAL, to be exercised by them in consultation with the Chief Financial Officer.

10) PENALTY FOR NON-ADHERENCE TO THE CODE

Non-compliance to the Code shall be brought to the notice of the Board of Directors, Managing Director or the Compliance Officer.

If any non-adherence is observed, the Compliance Officer shall cause an internal enquiry to be conducted and take suitable action to facilitate the implementation of the spirit of the Code and Compliance Officer shall also report non-adherence of the Code to SEBI.

This Code is subject to review by the Board of Directors as and when deemed necessary. However, any subsequent amendment(s)/ modification(s) in SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Companies Act, 2013 or any other governing Act/Rules/Regulations or re-enactment impacting the provisions of this Code shall automatically apply to the Code and the relevant provision(s) of this Code shall get modified and/or amended to that extent, even if not incorporated in this Code.

11) POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES"

Policy for determination of "Legitimate Purposes" is annexed as “Annexure A” and forms part of this Code.

This Code has been approved by the Board of Directors at its meeting held on 11th February, 2022.



ANNEXURE A

POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSES”

Regulation 3 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**SEBI Regulations**”), prohibits the communication and procurement of Unpublished Price Sensitive Information, unless such communication/procurement is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

In Regulation 3(2A) of the SEBI Regulations as amended, the term “**legitimate purpose**” has been defined and the Board of Directors of the Listed Company are required as per the said regulation to make a policy for determination of "legitimate purposes" as a part of “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” formulated under Regulation 8 of the SEBI Regulations. Sharing of UPSI shall be deemed to be for “Legitimate Purposes”, if the information is shared in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations. To illustrate, procuring / sharing of information in the ordinary course of business for the purpose of consolidation of accounts would be considered as Legitimate Purposes. Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of SEBI Regulations. The Company shall give due notices to such persons to maintain confidentiality of such UPSI in compliance with SEBI Regulations. Any person having UPSI about the Company shall be prohibited from trading with the securities of the Company and handle such information with care and deal with the information available with them strictly on a need to know basis and maintain confidentiality of such information.



FORMS

FORM A

**Securities and Exchange Board of India (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: Mukta Arts Limited

ISIN of the company: INE374B01019

Details of Securities held on appointment of Key Managerial Personnel (KMP), Director or upon becoming a Promoter or Member of Promoter Group of the 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 or Member of Promoter Group 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.

Date:
Place:

Signature:
Name:
Designation:
Department:



FORM B

DISCLOSURE OF TRADES BY DESIGNATED PERSONS

To,
The Compliance Officer
Mukta Arts Limited

This is to inform you that the Insider Trading related declaration for this financial year/period (i.e [2022-2023]) has been submitted by following:

Name, Designation, Dept	Category of Person (Directors/KMP/ Senior Managerial Personnel/employee/ immediate relatives/ others etc)	No. of shares held on	No. of shares bought upto	No. of shares sold	No. of shares held on	Folio No/DP ID/Client ID

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

I/We declare that my/our holding of the shares is in compliance with the Code of Conduct for Prevention of Insider Trading and Prohibition of Unfair Trade Practices Relating to the Securities Market ('the Code') of the Company.

I have no access to nor do I have any information that could be construed as Unpublished Price Sensitive Information ("UPSI") (as defined in the Code).

In the event that I have access to or receive any information that could be construed as "price sensitive information" as defined in the Code, I shall inform the Compliance Officer of the Company about shared UPSI details, if any, and shall completely refrain from dealing in the securities of the Company until such information becomes public.

Signature:

Date:



FORM C

ANNUAL DISCLOSURE

To,
The Compliance Officer
Mukta Arts Limited

This is to inform you that the Insider Trading related declaration for this financial year/period (i.e [2022-2023]) has been submitted by following:

Name, Designation, Dept	Category of Person (Directors/KMP/ Senior Managerial Personnel/employee/ immediate relatives/ others etc)	No. of shares held on	No. of shares bought upto	No. of shares sold upto	No. of shares held on	Folio No/DP ID/Client ID

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

I/We declare that my/our holding of the shares is in compliance with the Code of Conduct for Prevention of Insider Trading and Prohibition of Unfair Trade Practices Relating to the Securities Market (‘the Code’) of the Company.

I have no access to nor do I have any information that could be construed as Unpublished Price Sensitive Information (“UPSI”) (as defined in the Code).

In the event that I have access to or receive any information that could be construed as “price sensitive information” as defined in the Code, I shall inform the Compliance Officer of the Company about shared UPSI details, if any, and shall completely refrain from dealing in the securities of the Company until such information becomes public.

Signature:

Date:



FORM D

APPLICATION FOR PRE-CLEARANCE

Date:

To,
The Compliance Officer,
Mukta Arts Limited

Dear Sir/Madam,

**APPLICATION FOR PRE-CLEARANCE OF TRADE IN SECURITIES OF THE
COMPANY**

Pursuant to 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 as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Department	
4.	Holding at the time of declaration	
5.	Current Holding	
6.	Folio No. / DP ID / Client ID No.	
7.	Nature of transaction	
8.	Proposed date of dealing in securities	
9.	Estimated number of securities proposed to be acquired/subscribed/sold	
10.	Current market price (as on date of application)	
11.	Whether the proposed transaction will be through stock exchange or off-market deal	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

Signature:

Name:

Designation:

Department:



FORM E
UNDERTAKING TO BE SUBMITTED ALONG WITH THE APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer
Mukta Arts Limited

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

As required by the Code for Prohibition of Insider Trading of Mukta Arts Limited, I hereby state that:

- a) I have no access to nor do I have any information that could be construed as 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;
- b) 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;
- c) I have not contravened the provisions of the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time;
- d) I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time;
- e) I undertake to submit the necessary report within two trading days of execution of the transaction/a Nil report if the transaction is not undertaken;
- f) I agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.
- g) I hereby declare that the information given is true, complete and accurate. In case any of the information is found to be false and I am aware of that I may be held liable for it.

Date:

Signature:

Name:



FORM F
DISCLOSURE OF PRE-APPROVED TRANSACTIONS

Date:

To,
The Compliance Officer
Mukta Arts Limited

Dear Sir/Madam,

DETAILS OF PRE-APPROVED TRANSACTION

Ref: Your Approval letter (in Form-I) dated

I hereby inform you that, I : **User** have not bought/sold/subscribed any Securities (including derivatives) of the Company, have bought/sold/subscribed to _____ Securities (including derivatives) as mentioned below on:

Name of holder	** First or joint holder	No. of Securities (including derivatives) dealt with	Bought/ Sold/ Subscribed	DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Sec. will be debited or credited	Relationship with Designated Person (In case the person executing the trade is not the designated person)	Price (Rs)

** "F" first holder —"J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) 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).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Company's Code of Conduct on Prevention of Insider Trading and/or applicable laws/regulations have been contravened for effecting the above said transaction(s). I agree not to buy/sell* (i.e. _____) the securities (including derivatives) for a period of [six months] from the date of the aforesaid transaction.

In case there is any urgent need to sell these securities (including derivatives) within the said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Yours truly,
Signature:
Name:
Emp No./DIN:
#Dept/ Div. IT

*Strike out whichever is not applicable.



FORM G

ANNUAL DISCLOSURE BY DESIGNATED EMPLOYEES

To,
The Compliance Officer
Mukta Arts Limited

Dear Sir/Madam,

I _____, having employee ID/DIN provide the following details to the Company:

PAN	
Name of the Educational Institution of Graduation	
Stream of Graduation	
Details of the Past Employers (if applicable)	

Please also note the following details with respect to my Immediate Relatives and the persons with whom I share a material financial relationship:

I. Immediate Relatives

(“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)

Name of the Relative	PAN or any other unique identification number	Relation with the Relative	Contact Number (Phone, Mobile or cell number)

II. Persons with whom I share Material Financial Relationship

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

Name of the Person	PAN or any other unique identification number	Reasons for considering the person as a person with whom ‘Material Financial Relationship’ is shared	Contact Number (Phone, Mobile or cell number)

I acknowledge that all information provided under this form is true and fair to the best of my knowledge.

Signature:

Name:

Date: