

MAS Financial Services Limited

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“UPSI”)

**[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading)
Regulations, 2015 as amended from time to time]**



1. Preamble

This Code has been framed pursuant to Regulation 8 read with Schedule A of the SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time ("**Regulations**") and the purpose of this code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

2. Code of Fair Disclosure

MAS Financial Services Limited ("**MFSL**" or "**Company**") has formulated this Code called MAS Financial Services Limited Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information' (the "**Fair Disclosure Code**") to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

3. Definitions

"**Board**" means the Board of Directors of the Company.

"**Chief Investor Relations Officer**" means Compliance Officer of the Company.

"**Company**" means MAS Financial Services Limited ("**MFSL**").

"**Compliance Officer**" for the purpose of these regulations means the Company Secretary of the Company. He/She shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

In absence of the Company Secretary the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

"**Unpublished Price Sensitive Information**" or "**UPSI**" means any information, relating to the Company or its securities, directly or indirectly, that is not generally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-

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;]
- (vi) change in rating(s), other than ESG rating(s);
- (vii) fund raising proposed to be undertaken;

- (viii) agreements, by whatever name called, which may impact the management or control of the company;
- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

Words not defined in this Fair Disclosure Code shall have the meaning ascribed to them in the Regulations.

4. Principles of Fair Disclosure

1. The Company will make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company will make uniform and universal dissemination of UPSI to avoid Selective disclosure.
3. The Compliance Officer of the Company shall act as Chief Investor Relations Officer ("CIRO") to deal with dissemination of information and disclosure of UPSI.
4. The Company will make prompt dissemination of UPSI 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, if shared, with analysts and research personnel are not UPSI.
7. The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company will handle all UPSI on a need-to-know basis.

5. Policy for determination of legitimate purpose

“**Legitimate Purpose**” shall include sharing of unpublished price sensitive information 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.

Legitimate Purpose shall include but not limited to the following:

- Sharing of information for the preparation of financial statements and MIS in discharge of duties (or) responsibilities of the respective department of the organization.
- Any filing with or investigation, inquiry or request for information by a governmental authority or any regulatory authority.
- Sharing of information with Advocates, law firms, consultancy firms etc. availing / renewal of any financial facility and or compliance with requirements set forth in any credit facility or other agreement evidencing Indebtedness or otherwise required by financing sources thereof,
- Sharing the relevant UPSI with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 fulfilment of a pre-existing obligation.

- Sharing the relevant UPSI with potential customers, marketing partners, joint ventures partners and vendors essential to fulfil the terms and conditions of business contract.
- Due Diligence relating to acquisition/takeover/ merger/ demerger or any other similar arrangement/ restructuring of the company or its division/ brand/products, etc.

The UPSI shall be shared by any person(s) authorized by the Board of Directors or CISO of the Company in this behalf, only in furtherance of legitimate purpose(s) on need-to-know basis which shall include the following;

- (i) Sharing of UPSI in the ordinary course of business by any Insider, Employee, Designated Person or by any authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- (ii) The information shall be shared with any person on 'need to know' basis.
- (iii) Sharing of UPSI where such communication is in furtherance of performance of duty (ies) and in discharge of legal obligation(s);

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of the SEBI Insider Trading Regulations.

6. Issue of Notice to the recipient of UPSI

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this code and due notice shall be given to such persons;

- (i) To make such person aware that the information shared is or would be UPSI.
- (ii) To make such person aware of the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use of such UPSI.
- (iii) To instruct such person to maintain confidentiality of such UPSI in compliance with these regulations.

7. Structured Digital Database of recipient of UPSI

The Board of Directors shall be responsible to maintain a Structured Digital Database (SDD) of such persons or entities as the case may be with whom the information is shared. This shall contain the following information:

- (i) Nature of such UPSI;
- (ii) Name of persons who have shared the information and also the names of such persons with whom UPSI is shared;
- (iii) Name of the organization or entity to whom the recipient represent
- (iv) Postal Address and E-mail ID of such recipient
- (v) Permanent Account Number (PAN) or any other identifier authorized by law; if PAN is not available.

Entry of information, not emanating from within the Company, in SDD may be done not later than two calendar days from the receipt of such information.

The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

The Board of Directors shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

8. Amendment

The Board shall have the power to amend any of the provisions of the Fair Disclosure Code, substitute any of the provisions with a new provision or replace this Fair Disclosure Code entirely with a new Fair Disclosure Code.

Any subsequent amendment/ modification in the SEBI Regulations impacting the provisions of this Fair Disclosure Code shall automatically apply and the relevant provision(s) of this Fair Disclosure Code shall stand modified and / or amended to that extent, even if not incorporated herein.
