



M.K. EXIM (INDIA) LIMITED

CIN: L63040RJ1992PLC007111

Regd. Office: G-1/150, Garment Zone, EPIP, Sitapura, Tonk Road, Jaipur-302022, Rajasthan

Website: www.mkexim.com, Email: mkexim@gmail.com Tel.: 0141-3937501 02-03

CODE OF FAIR DISCLOSURES AND CODE OF CONDUCT

Under SEBI (Prohibition of Insider Trading) Regulations, 2015

A. PREAMBLE

M.K. Exim (India) Limited (hereinafter referred to as “the Company”) believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The SEBI (Prohibition of Insider Trading) Regulations, 2015 [“the Regulations”] has laid down a framework for prohibition of insider trading in securities and requires a Code for Fair Disclosure and Conduct (“the Code”) be laid down by companies to prevent such insider trading in securities. In line with such requirement, the Company has formulated the following guidelines which shall serve as the Code to prevent insider trading.

B. APPLICABILITY

This code shall be applicable to all the Directors, Officers, and Designated Employees and their relatives of the Company.

C. DEFINITIONS

“Act” means the Securities & Exchange Board of India Act, 1992;

“Board of Director” means the Board of Directors of M.K. Exim (India) Limited;

“Code” means this Code of Fair Disclosure and code of Conduct for Prevention of Insider Trading including modifications made thereto from time-to-time.

“Company” means M.K. Exim (India) Limited;

“Compliance Officer” means Company Secretary or the Officer appointed by the Board of Directors of the Company for the purpose of these regulations from time to time.

“Connected person” means:-

- i. Any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason.
- ii. 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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- iii. 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 recognized or authorized 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;

“Designated Employees” shall mean and include –

- i. all Directors
- ii. Key Managerial Personal
- iii. every department head
- iv. every employee at the managerial level and above
- v. every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer
- vi. any other employee as may be determined and informed by the Compliance Officer from time to time.

“Officer” shall mean and include –

- i. Statutory and Internal Auditor and Secretarial Auditor of the Company.

- ii. Person occupying the position as an officer or an employee of the company or holds a position involving a professional or business relationship between himself and the company whether temporary or permanent and who may reasonably be expected to have an access to unpublished price sensitive information in relation to that company.
- iii. Any other person as decided by the Board of Directors of the Company.

“**Director**” means Directors on the Board of the Company both Executive and Non-Executive.

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

“**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;

“**Insider**” means any person who,

- i. connected person; or
- ii. in possession of or having access to unpublished price sensitive information;

“**Key Managerial Person**” means person as defined in Section 2(51) of the Companies Act, 2013.

“**Promoter**” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

“**Regulation**” means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.

“**Securities**” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

“**Trading**” means and includes subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities and “trade” shall be construed accordingly.

“**Trading Window**” means the period during which the Directors, Officers and Designated Employees of Company may trade in the Company’s securities.

“**Trading Day**” means a day on which the recognized stock exchanges are open for trading;

“**Unpublished price sensitive information**” 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 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, 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.

D. THE CODE

1. Compliance Officer

- 1.1. The Compliance Officer shall be responsible for setting policies, procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing trades of Directors, Officers, Designated Employees' and connected persons (directly or through respective department heads as decided by the company), monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board.
- 1.2. The Compliance Officer will maintain a record of the shareholding of the employees and Designated Persons in the Company and any changes made therein.
- 1.3. The Compliance Officer would assist all the employees in addressing any clarification regarding the Regulations and Code.
- 1.4. The Compliance Officer shall also deal with dissemination of information and disclosure of Unpublished Price Sensitive Information. (UPS)

2. Protection of 'Price Sensitive Information

- 2.1. Information in regard to the following cases shall be considered as Price Sensitive Information:
 - 2.1.1. Financial Results (quarterly, half-yearly and annually).
 - 2.1.2. Declaration of dividends (interim and final).
 - 2.1.3. Any change in Capital Structure by way of public / rights / bonus etc.
 - 2.1.4. Any major expansion plans or execution of new projects.
 - 2.1.5. Amalgamation, merger, demerger, takeovers, delisting and buy-back.
 - 2.1.6. Disposal of whole or substantially the whole of the undertaking.
 - 2.1.7. Any changes in policies, plans or operations of the Company.
 - 2.1.8. Material events in accordance with Listing Agreement.

- 2.1.9. And any other matter which is likely to be price sensitive.
- 2.2. All information shall be handled within the organization on a need to-know basis and no UPSI shall be communicated to any person except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- 2.3. It shall be the duty of each Managerial Personnel/ Directors/ Key Managerial Personnel to ensure that no UPSI is provided to any personnel without authority and all such UPSI provided and/or shared with such personnel shall only be done under specific authority and with the necessary clearance in writing.
- 2.4. Employees/Directors shall maintain the confidentiality of all "Price Sensitive Information". They shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.
- 2.5. All Directors, Officers and Designated Employees shall not engage in dealing in securities, whether on their own account or on behalf of the Dependent and shall ensure that their Dependent shall also not engage in Dealing in Securities on their own account, if such Director, Officer or Designated Employees is in possession of any unpublished price sensitive information.
- 2.6. The Compliance Officer may require the person providing such UPSI to any person to justify to the Board the reasons for providing such UPSI.
- 2.7. Notwithstanding the clauses above, UPSI may be communicated, provided or allowed access to by the Board in the best interests of the Company or wherever it is required under law to do so.

3. Publication of Price Sensitive Information

The Compliance Officer along with the Board shall ensure the following:

- 3.1. There is prompt public disclosure of UPSI is made that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 3.2. There is uniform and universal dissemination of UPSI to avoid selective disclosure
- 3.3. There shall be prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 3.4. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities is provided

4. Trading in securities

- 4.1. All Employees and Designated Persons shall be governed by code of conduct formulated by the Company while trading in securities and they also be subject to compliance with the Regulations.
- 4.2. The trading undertaken by the Employees and Designated Persons shall be routed through a notional Trading Window (“Trading Window”) which has been created to monitor the trading done by them. It is only when such Trading Window is open, will the Employees and Designated Persons be allowed to carry on trade in the security of the Company. However, the Trading Window shall be closed when the Compliance Officer determines that a Designated Person or Employee can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates. The Employee and Designated Persons and their immediate relatives shall not trade in securities when the Trading Window is closed.
- 4.3. All directors/officers/designated employees of the company and Connected Persons shall conduct all their dealings in the securities of the Company only during trading window is open.
- 4.4. The Trading Window shall be closed at the time of events as stated in points no 2.1.1 to 2.1.9 above.
- 4.5. Closure of trading window shall commence 7 days before the date of meetings of Board of Directors of the Company to consider any of the items referred hereinabove, unless decided otherwise by the board.
- 4.6. The trading window shall be re-opened 48 hours after the information referred hereinabove, is made generally available to the public.
- 4.7. 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.

5. Pre-clearance of trades

- 5.1. When the Trading Window is open, trading by Employees and Designated Persons shall be subject to pre-clearance by the Compliance Officer. Nobody shall apply for pre-clearance of any proposed trade if such person is in possession of any UPSI even if the Trading Window is open.
- 5.2. An application may be made in prescribed format (Annexure 1) to the Compliance Officer indicating the estimated number of shares and amount that the Insider intends to deal in, the depository with which he/she has an account and the details as to his/her shareholding before and after the intended transaction.
- 5.3. An undertaking (Annexure 2) shall be executed in favour of the company by such directors, officers, designated employees incorporating, inter alia, the following clauses, as may be applicable:

- 5.3.1. That the directors, officers, designated employees does not have any access or has not received “Price Sensitive Information” upto the time of signing the undertaking.
- 5.3.2. 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.
- 5.3.3. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- 5.3.4. That he/she has made a full and true disclosure in the matter.
- 5.4. The Compliance Officer shall place before the Chairman & Managing Director on quarterly basis all the details of the dealing in the securities by Employees and Designated Persons of the Company, if any and the accompanying documents that such person had executed under the pre-dealing procedure as envisaged in this code.
- 5.5. Within seven trading days, within which trades that have been pre-cleared, have to be executed, failing which fresh pre-clearance would be needed for the trades to be executed.
- 5.6. For six months, the Employees and Designated Persons who were permitted to trade through pre-clearance shall not execute a contra trade. The Compliance Officer shall have the power to grant relaxation from strict application of this restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations. Should a 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 SEBI Act, 1992.

6. Disclosures

6.1. Initial Disclosures

- 6.1.1. Every promoter, key managerial personnel and director of the Company shall disclose his holding of securities of the company as on the date of the adoption of this Code by the Board of Directors. *[FORM A {Regulation 7 (1) (a) read with Regulation 6 (2)}*
- 6.1.2. Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter. *[FORM B {Regulation 7 (1) (b) read with Regulation 6 (2)}*].

6.2. **Continual Disclosures**

- 6.2.1. Every promoter, employee and director of the Company shall disclose to the Company, the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified.
- 6.2.2. The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information. [FORM C {Regulation 7 (2) read with Regulation 6 (2)}].

6.3. **Disclosures by other connected persons**

- 6.3.1. The Connected Person shall make disclosure of trading of SCI securities as well as his/ her / its holdings on quarterly basis till he/ she/ it has access to the UPSI. The disclosure can be discontinued on such UPSI becoming generally available. [FORM C {Regulation 7 (3)}].

6.4. **Disclosure to Stock Exchange**

- 6.4.1. Within two (2) working days of the receipt of the information or disclosure under the Regulations and this Code of Conduct, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- 6.4.2. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Designated Employees for a minimum period of five (5) years.

7. **Reporting of Violations**

Compliance Officer shall promptly inform the Board of Directors of the Company, regarding violation of the Regulations. The Board of Directors shall inform the same to SEBI promptly.

8. **Restriction on Communication and Trading by Insiders**

The provisions of the Code shall be applicable w.r.t restrictions on Dealing with UPSI and Unauthorized use of UPSI.

9. **Code of Fair Disclosure**

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

- 9.1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 9.2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- 9.3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- 9.4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

- 9.5. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- 9.6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- 9.7. Developing 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.
- 9.8. Handling of all unpublished price sensitive information on a need to-know basis.

10. Penalty for Contravention of Code of Conduct

- 10.1. Any employee/officer/director who trades in securities or communicates any information for trading in securities, in contravention of this Code of Conduct would be penalized and appropriate action against her/him would be taken by the Company.
- 10.2. The employees/officers/directors of the Company who violate the Code of Conduct shall also be liable to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- 10.3. The action taken by the Company against the employee shall not preclude SEBI from taking any action, as it may deem fit, in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

For M.K. Exim (India) Limited

Sd-
MANISH MURLIDHAR DIALANI
Managing Director

APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
M.K. EXIM (INDIA) LIMITED,
G-1/150, Garment Zone, EPIP,
Sitapura, Tonk Road,
Jaipur-302022 (Raj.)

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

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 as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.	
5.	Type of transaction: <ul style="list-style-type: none">• Purchase/Subscription/Sale	
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature)

FORMAT OF UNDERTAKING FOR PRE-CLEARANCE

To,

The Compliance Officer,
M.K. EXIM (INDIA) LIMITED,
G-1/150, Garment Zone, EPIP,
Sitapura, Tonk Road,
Jaipur-302022 (Raj.)

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ (No.) 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 two 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.

Date:

Signature: _____

FORMAT FOR PRE- CLEARANCE ORDER

To,

Name: _____

Designation: _____

Address: _____

This is to inform you that your request for dealing in _____ (nos) 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) that is within 7 days from today. 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 attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For M.K. EXIM (INDIA) LIMITED

Compliance Officer

Date: _____

Encl.: Format for submission of details of transaction

DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction/dealing in securities of the Company)

The Compliance Officer,
M.K. EXIM (INDIA) LIMITED,
G-1/150, Garment Zone, EPIP,
Sitapura, Tonk Road,
Jaipur-302022 (Raj.)

I hereby inform that I

1. Have not bought / sold/ subscribed any securities of the Company.
2. Have bought/sold/subscribed in securities as mentioned in FORM C attached with this letter.
3. In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:
 - i. Broker's contract note.
 - ii. Proof of payment to/from brokers.
 - iii. Extract of bank passbook/statement (to be submitted in case of demat transactions).
 - iv. Copy of Delivery instruction slips (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(Applicable in case of purchase/subscription)*.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature: _____

Name:

Designation:

Date:

Date:

To

The Board of Directors
M.K. EXIM (INDIA) LIMITED,
G-1/150, Garment Zone, EPIP,
Sitapura, Tonk Road,
Jaipur-302022 (Raj.)

Dear Sirs,

**SUB: ACKNOWLEDGEMENT OF ACCEPTANCE/CONFIRMATION OF COMPLIANCE WITH THE
“FAIR DISCLOSURES AND CODE OF CONDUCT” PURSUANT TO THE PROVISIONS OF SEBI
(PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015.**

I,(Name of Director/ Senior Management Personnel),
.....(Designation) of M.K. Exim(India) Limited, do hereby
confirm that I have read and understood the Code of Conduct as subjected and that to the best of
my knowledge and belief, I have complied with the requirements of this Code during the preceding
financial year(mention previous year) and / or I affirm that I will comply
with the requirements of this Code during the current financial year..... (Mention
current year).

..... (Signature)
(Name of Director/ Senior Management Personnel)
(Designation)
(DIN, if any)