

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

ADOPTION AND APPLICABILITY:

This Code of Fair Disclosure is adopted by the Board of Directors in their Meeting held on 19th April, 2024, and effective from 20th April, 2024 for the Financial Year in satisfaction of Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and is applicable to all disclosures of Unpublished Price Sensitive Information (UPSI) by Mega Corporation Limited (hereinafter referred to as the "Company").

RELEVANT DEFINITIONS:

- **"Act"** means the Securities and Exchange Board of India Act, 1992.
- **"Compliance Officer"** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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 listed company or the head of an organization, as the case may be;
- **"Generally Available Information"**: means information that is accessible to the public on a non-discriminatory basis;
- **"Unpublished Price Sensitive Information"**: means any information, relating to a company or its securities, directly or indirectly, that is not generally available which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, delisting, disposals and expansion of business and such other transactions; (v) changes in key managerial personnel.
- **"Connected person"** means –
 - (i) any person who is or has during the six months prior to the concerned act been associated with the 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.

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(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 authorized by the Board; or
- i) Banker; or
- j) a concern, firm, trust, Hindu undivided family, Company or association of persons wherein a director of the Company or his immediate relative, has more than ten percent of the holding or interest;

• **“Designated Persons”** The following class of persons will be treated as Designated Persons for the purpose of the Code:

- (i) Promoters of the Company
- (ii) All the Directors of the Company and its material subsidiary
- (iii) Employees based on functional role and access to UPSI - All the officers (Scale I and above) of following departments –

- a) Finance and Accounts
- b) Strategy
- c) Risk Management
- d) Compliance
- e) Audit and Inspection

(iv) **Employees upto two levels below Board of Directors** of the Company and its material subsidiary irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information.

**The employees referred above in sub-clause (iii) and (iv) are hereinafter referred to as “Designated Employees” for the purpose of the Code.*

• **“Immediate relative”** means any of the following who is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities–

- a) Spouse
- b) Father

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- c) Mother
- d) Brother
- e) Sister
- f) Son (including step-son)
- g) Daughter (including step-daughter)

- "Insider" means any person who is:
 - i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information.

Note: It may be clarified here that anyone in possession of or having access to unpublished price sensitive information should be considered an "insider" regardless of how one came in possession of or had access to such information. Various circumstances are provided for such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances. A disclosure shall be provided to the company in this regard, by the certain person, containing details of trades done by him/her.

- **"Legitimate Purpose":** The term legitimate purpose include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibition of this Code.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

Preservation of Unpublished Price Sensitive Information (UPSI)

- No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

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- Department Heads shall identify all the UPSI available in their departments and shall ensure its confidentiality as per the requirement of this code.
- Adequate restrictions shall be placed by the Department Head on communication or procurement of UPSI. No UPSI shall be shared with Analysts and Research personnel.
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Limited access to Confidential Information

- All files containing confidential information shall be kept secured under lock and key.
- Confidential documents/files shall be marked “Confidential” and access to such documents/files shall be made available on need to know basis.
- Confidential Computer files shall have adequate security of login and Passwords.
- Documents/Files containing confidential information should be deleted/ destroyed after its use.
- Chinese Wall Procedure and process as detailed hereinafter shall be followed by departments dealing with confidential information.

Prohibition on Unlawfully Procuring Possession of UPSI

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Chief Investor Relations Officer (CIRO)

The Company Secretary cum Compliance Officer shall be designated as Chief Investor Relations Officer (the “CIRO”). The CIRO shall deal with uniform and universal dissemination of information and disclosure of unpublished price sensitive information.

Need to know

Unpublished Price Sensitive Information’ shall be handled on a ‘need to know’ basis. Such information should be disclosed only to those within the Company 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 non-public information directly received by any Employee should be reported to the head of his/her department/Compliance Officer immediately.

Uniform and Universal Dissemination of UPSI

- The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

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- Unpublished price sensitive information may be communicated, provided, or allowed access to any employee other than the designated employee or to third parties if such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- The Company shall adopt a Chinese wall procedure to prevent the misuse of confidential information, which separates those areas of the Company which routinely have access to confidential information.
- Department Heads to satisfy that UPSI is shared only for legitimate purposes among the authorised employees on need to know basis.
- The Department of Information Technology (DIT) to create a platform for maintaining database containing the nature of UPSI and names of such persons who have shared the information and also the names of such persons or entities as the case may be with whom Unpublished Price Sensitive Information is shared under this Code along with the Permanent Account Number (PAN) or any other identifier authorized by law where PAN is not available. Such databases shall have adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- Prior approval from CIRO shall be obtained by all the Departments before sharing any Unpublished Price Sensitive Information with any person or entity. CIRO shall after approving sharing of such information, send the details viz. nature of UPSI, names of such persons who have shared the information and names of such persons or entities with whom UPSI is shared along with the PAN or any other identifier authorized by law where Permanent Account Number is not available.
- Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Appropriate and fair response of queries on news reports and requests for verification of market rumors by regulatory authorities by Compliance Officer as per information provided by the Department Heads whose departments such information pertains to.
- Transcripts or records of proceedings of meeting with analysts and other investor relations conferences may be made available on the official website to ensure official confirmation and documentation of disclosures made.
- An unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-
 - a. entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company;

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b. not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts;

c. the parties shall be required 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;

Response to Regulatory Authorities on market rumours

The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

The Company shall develop the best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website www.megacorpltd.com to ensure official confirmation and documentation of disclosures made.

Communication or procurement of unpublished price sensitive information by Insider

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” and due notice shall be given to such person to maintain confidentiality of such unpublished price sensitive information in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

This revised policy is approved in the meeting of Board of Directors held on 19th April, 2024 and effective from 20th April, 2024 for the Financial Year 2024-25.

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