

Code for Prohibition of Insider Trading

[Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

PART-A

PRELIMINARY

(I) PREAMBLE & APPLICABILITY:

The Code for Prevention of Insider Trading has been introduced by Mega Corporation Limited (hereinafter referred to as "the Company") in accordance with the requirements of the Securities and Exchange Board of India (SEBI) vide notification dated January 15, 2015 published in the official gazette, notified the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, and the same has been since applicable to the Directors and Designated Persons of the Company and the connected persons.

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. Every Director and Designated Person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Director or Designated Person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

This Code shall apply to all insiders as defined including Directors, Promoters & Promoter Group, Designated Persons and Connected Persons.

(II) DEFINITIONS:

For the purposes of this code, the words and expressions given below shall carry the meaning as stated hereinafter.

"**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

"**Board**" shall mean the Securities Exchange Board of India;

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

"**Company**" means Mega Corporation Limited;

"**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

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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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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;

"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 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.

(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) above; 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. 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 percent of the holding or interest;

"Designated Persons" shall include –

- (i) Employees of the Company on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
- (ii) Employees of subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;

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- (iii) All promoters of the Company;
- (iv) Chief Executive Officer and employees upto two levels below Chief Executive Officer of such listed company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- (v) Accounts Department Staff.

"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 is: i. a connected person; or ii. in possession of or having access to unpublished price sensitive information;

"Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

"Regulations" shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

"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;

"Specified" means specified by the Board in writing;

"Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

"Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;

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

"Unpublished Price Sensitive Information" (abbreviated as "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;

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- 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.

PART-B

RESTRICTIONS ON COMMUNICATIONS AND TRADING BY INSIDERS

(III) Communication or procurement of unpublished price sensitive information

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

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

C. 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 persons to maintain confidentiality of such unpublished price sensitive information.

D. Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would,

- i. 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 the sharing of such information is in the best interests of the Company;
- ii. 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 the 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 sharing of information being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

E. For the purposes of (D) above, the Board of Directors shall require the parties 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, except for the purpose

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of (C) above, and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

F. The board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

(IV) Trading when in possession of unpublished price sensitive information

(1) No insider shall trade in securities that are listed on Stock exchange when in possession of unpublished price sensitive information. When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

(i) the transaction is an off-market *inter-se* transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of Section (III) as cited above, and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained under clause (D) of Section (III).

Provided further that such off-market trades shall be reported by the insiders to the Company within two working days. The Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

(ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of section (III) and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under clause (D) of Section (III).

(iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

(iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

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(v) in the case of non-individual insiders: –

(a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

(vi) the trades were pursuant to a trading plan set up in accordance with regulation (V) cited hereafter.

(2) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.

(3) The SEBI may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

(V) Trading Plans

a. An insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

b. Such trading plan shall:—

i. not entail commencement of trading on behalf of the insiders earlier than six (6) months from the public disclosure of the plan;

ii. not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;

iii. entail trading for a period of not less than 12 months;

iv. not entail overlap of any period for which another trading plan is already in existence;

v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

vi. not entail trading in securities of the Company for market abuse.

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c. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

d. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of this Regulations.

e. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the Stock Exchanges on which the securities of the Company are listed.

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PART-C**DISCLOSURE OF TRADING BY INSIDERS****(VI) General Provisions**

- a. Every public disclosure shall be made in such Form/s as prescribed under this code from time to time.
- b. The disclosures to be made by any person under this code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- c. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account.
Provided that trading in derivatives of securities is permitted by any law for the time being in force.
- d. The disclosures made under this Part shall be maintained by the Company, for a minimum period of five years, in such form as may be specified.

(VII) Disclosure by Certain Persons**a. Initial Disclosures**

- i. 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.

b. Continual Disclosures

- i. Every Promoter, Designated Person 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 Rs. 10 Lakhs.
- ii. The Compliance Officer of 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.

c. Disclosures by other Connected Persons

Any other connected person or class of connected persons shall make disclosure of holdings and trading in securities of the Company, irrespective of number of transactions and trade amount, in form D.

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(VIII) Reporting Requirements for transactions in securities:

All Directors/Promoter & Promoter Group/Designated Personnel/Connected Personnel of the company shall be required to forward, following information/ details pertaining to securities related transactions to the Compliance Officer of the Company in the prescribed format:

Form A : Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Form B: Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)

Form C : Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Form D : Details of trading in securities by other connected persons as identified by the Company

FORM E : Application for Pre-Dealing approval in Securities of the Company by Promoters and Promoter Group/ Director/ Designated Personnel/ Connected Persons/immediate relative

FORM F : Undertaking cum Indemnity Bond to be submitted with Application for Pre- Clearance Approval

FORM G : Disclosure of Transactions to be submitted within 2 days of transaction / trading in securities of the Company

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FORM-A

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) - Initial disclosure to the company]**

Name of the company:

ISIN of the company:

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director 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)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	

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 by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts)	Notional value in Rupee	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name : _____
Signature : _____
Designation : _____
Date : ____/____/_____
Place : _____

FORM- B

SEBI (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:

ISIN of the company:

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed 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	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	No.	

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 of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name : _____
 Signature : _____
 Designation : _____
 Date : ____/____/_____
 Place : _____

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FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) - Continual disclosure]

Name of the company: Mega Corporation Limited
ISIN of the company: INE804B01023

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person, or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN,& address with contact nos.	Category of Person (Promoters/member of the promoter group/designated person/Directors/immediate relative to/others etc.)	Securities held prior to acquisition /disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/ disposal of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market /public / rights/preferential offer / off market / Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of security (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.	Value	Transaction Type (Purchase/Sale/Pledge / Revocation/Invocation/Others-please specify)	Type of security (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Date:

Place:

Designation:

FORM D
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) - Transactions by Other connected persons as identified by the company

Name of the company: Mega Corporation Limited
 ISIN of the company: INE804B01023

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & Address With contact nos. Of other connected persons as identified by the company	Connection with company	Type of security (For eg. - Shares, Warrants Convertible Debentures etc.)		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market /public / rights/preferential offer / off market / Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of security (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.	Value	Transaction Type (Purchase/Sale/Pledge / Revocation/Invocation/Others-please specify)	Type of security (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
 (ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Date:

Place:

Designation:

Form – E

APPLICATION FOR PRE-DEALING APPROVAL IN SECURITIES OF THE COMPANY
BY DIRECTORS/PROMOTERS & PROMOTER GROUP/DESIGNATED PERSONNEL/CONNECTED PERSONS

Date:___/___/___

To,
 Company Secretary cum Compliance Officer,
 Mega Corporation Limited,
 Plot No. 62, Upper Ground Floor,
 Okhla Industrial Estate, Phase – III,
 New Delhi - 110020

Sub: Application for Pre-Dealing Approval in Securities of the Company

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Code of Conduct for Prevention of Insider Trading, I/We seek approval for purchase/ Sale/subscription of the Securities of the Company as per the details given below:

State whether : [] Director [] Promoter or Promoter Group [] Designated Personnel
 [] Connected Persons

1	Name of the applicant	
2	Designation	
3	PAN	
4	Address	
5	Number of securities held as on date	
6	Folio No. / DP ID / Client ID No.	
7	The proposal is for	a. Purchase of securities b. Subscription to securities c. Sale of securities
8	Proposed date of trading in securities	
9	Estimated number of securities proposed to be subscribed/ sold / purchased	
10	Current market price (as on date of application)	
11	Whether the proposed transaction will be	

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	through stock exchange or off-market trade	
12	Price at which the transaction is proposed (in case of off market transaction)	
13	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 of Applicant)

FOR OFFICE USE ONLY:

Approval/ Disapproval No.....

PRE-CLEARANCE ORDER

This is to inform you that your request for dealing in (nos.) securities of company is
Approved subject to conditions (if any) _____
Rejected due to reason of _____

Note: Please Note that the said transaction must be completed within 7 days from the date of this approval.

Date:

For Mega Corporation Limited

Compliance Officer

Mega Corporation Limited

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Form - F
UNDERTAKING CUM INDEMNITY BOND

This UNDERTAKING cum INDEMNITY BOND is executed for trading in securities of The Mega Corporation Limited By _____ S/o /W/o / D/o/ Acting through _____ resident at/ having its registered office at _____ (hereinafter referred at as Directors/Promoter & Promoter Group/Designated Personnel/Connected Persons).

Mega Corporation Limited, a Company incorporated under the Companies Act, 1956 and having its Registered office at "Plot No. 62, Upper Ground Floor, Okhla Industrial Estate, Phase - III, New Delhi - 110020" (hereinafter referred to as the "Company").

WHEREAS THE Company has, in terms of Regulatory requirements, set in place an Insider Trading Policy of the Company (hereinafter referred to as the "Policy"),

AND WHEREAS, the Policy provides that a Directors/Promoter & Promoter Group/Designated Personnel/Connected Persons of the company must comply with the pre-dealing procedure before dealing in any securities of the Company beyond threshold limit / during the closure of trading window,

AND WHEREAS, for complying with the pre-clearance procedure, an undertaking cum Indemnity Bond needs to be executed in favor of the Company by the concerned Directors/Promoter & Promoter Group/Designated Personnel/Connected Persons.

NOW THIS UNDERTAKING cum INDEMNITY BOND WITNESSTH AS UNDER:

1. I (Directors/Promoter & Promoter Group/Designated Personnel/Connected Persons) of the company, do hereby undertake to adhere to the terms, conditions and restrictions contained in the policy, as are currently in force.
2. That, I do not have access to, or have not had access to Unpublished Price Sensitive Information (UPSI) by virtue of my position or connection in the Company or illegally or inadvertently or otherwise, up to the time of signing this Undertaking cum Indemnity Bond.
3. That, I shall obtain the pre-clearance of the Compliance Officer, before dealing in the Securities of the Company.
4. That, in case I have access to or receive UPSI after the signing of this Undertaking cum Indemnity Bond but before the execution of the transaction, I shall inform the Compliance

Mega Corporation Limited

Regd. Office:

62, Upper Ground Floor,
Okhla Industrial Estate-III,
New Delhi-110020

P +91 11 46557134

E info@megacorppltd.com

www.megacorppltd.com

CIN: L65100DL1985PLC092375

Officer and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.

5. That, I have not contravened the rules and other provisions contained in the Policy of the Company currently in force.

6. That, I have made full and true disclosure in the matter.

7. That, I shall indemnify the Company as given below.

i. To hold the Company faultless in the event of any investigation against me for insider trading by any regulatory authority.

ii. To make good to the Company for all economic losses, fines or penalty if any imposed on the Company as a result of any investigation by any regulatory authority/ authorities into any of the transactions entered by me in dealing with the securities of the Company.

iii. To compensate the Company for and towards all legal expenses incurred in defending itself in such investigations, including advocates' fees.

8. That, I shall bind by the Laws of India, in respect of this Undertaking cum Indemnity Bond and the jurisdiction of the Courts at New Delhi.

IN WITNESS WHEREOF this undertaking cum Indemnity Bond has been executed on thisday of.....,20.....at.....

Signature:.....
Name:.....
Witness:.....

**Form- G
DISCLOSURE OF TRANSACTIONS**

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

To,
Company Secretary cum Compliance Officer,
Mega Corporation Limited,
Plot No. 62, Upper Ground Floor,
Okhla Industrial Estate, Phase - III,
New Delhi - 110020

I hereby inform that I

have not bought / sold/ subscribed any securities of the Company

have bought/sold/subscribed to securities as mentioned below on _____ (date)

(tick whichever is applicable)

Name of holder	No. of securities Traded	Bought/ Subscribed	Sold/	DPID/ Client ID Folio No.	Price (Rs.)

Supporting Documents: Brokers Contract Note Copy of Delivery Instruction Slip

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

I agree not to buy/sale the securities for a period of six months from the date of the aforesaid transactions (applicable in case of purchase/ sale transaction)

I agree to hold above securities for a minimum period of 30 days from the date of allotment (applicable in case of subscription in Initial Public Offer/Further Public Offer)

I agree to hold above securities for a minimum period of 30 days/ Six Months as the case may be. In case there is any urgent need to sell these securities within the said period, I shall approach the company (Compliance officer) for necessary approval (applicable in case of sale/purchase/subscription)

Strike out whichever is not applicable

Signature : _____

Date: __/__/____

Place: _____

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