CODE OF CONDUCT

[Under the SEBI (Prohibition of Insider Trading) Regulations, 2015 Applicable to the Directors/Officers/Designated Employees and Connected Persons]

MID INDIA INDUSTRIES LIMITED

This code may be called as code of conduct of **MID INDIA INDUSTRIES LIMITED** for prevention of Insider Trading. The Board of **MID INDIA INDUSTRIES LIMITED** initially framed this policy by taking approval of Board on 11th February, 2015 and was further amended on 12th February, 2019 and 09th November, 2020 and now due to new amendments made in SEBI (PIT) Regulations, 2015; the said policy is amended in the Board Meeting held on 10th February, 2025.

This Code can be subsequently modified/amended/altered by Directors/Compliance Officer authorized by the Board. But in case of any statutory modification or amendment or alteration of the provisions of SEBI (Prohibition of Insider Trading), Regulations 2015, the newly modified /amended / altered provisions of the Regulation shall be placed before the Board of Directors of the **MID INDIA INDUSTRIES LIMITED** for noting and the amended code shall be deemed to be implemented effective from the date of approval of the same by the Board.

1. PREAMBLE

Insider trading means dealing in securities of a listed company traded on any Stock Exchange in India by insiders which term includes Directors, Officers, connected persons and Designated Employees of **MID INDIA INDUSTRIES LIMITED** based on or when in possession of unpublished price sensitive information (UPSI).Such trading by Insiders erode the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

The SEBI, as part of its efforts to protect the interest of investors in general, had issued the SEBI (Prohibition of Insider Trading) Regulations, 2015, under the powers conferred on it by the SEBI Act, 1992, which is made applicable to all the companies whose shares were listed on Indian Stock Exchange.

2. APPLICABILITY

This code shall be applicable to all the Promoter, member of the promoter group, Designated Employees, Specified persons, immediate relatives and connected persons which includes (Fiduciaries and Intermediaries) of **MID INDIA INDUSTRIES LIMITED**.

REFERENCES:

This Code should be referred to in conjunction, amongst others, with the following:

• SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time;

• Applicable provisions of Companies Act, 2013 as amended from time to time;
• Company's Code of Business Conduct & Ethics;

3. DEFINITIONS:

(a) **Act** - means the Securities & Exchange Board of India Act, 1992 as may be amended from time to time;

(b) **Board**- shall mean the Securities and Exchange Board of India.

(c**) Board of Director-** means the Board of Directors of **MID INDIA INDUSTRIES LIMITED (herein referred Mid India)**

(d) **Body Corporate-** means a body corporate as defined under Sub section 11 of Section 2 of the Companies Act, 2013

(e) **Code-** means this Code of Conduct for Prevention of Insider Trading including modifications made thereto from time-to-time.

(f) **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.

Explanation – For the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows;

(g) C**onnected person-** means- As define in SEBI (Insider Trading) Regulation, 2015 which is as under:

(i) any person who is or has during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, 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. a 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 relative or banker of the company, has more than ten per cent. of the holding or interest; or
k. a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
l. a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

NOTE*: It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Relatives and other categories of persons specified above are also presumed to be connected persons, but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may seemingly not occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.*

(h) **"Dealing in securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company listed on Stock Exchanges either a principal or agent.

(i) "**Designated Persons**" means those persons who have been identified by the Board or such other analogous authority in consultation with the compliance officer as designated persons to be covered by the code of conduct on the basis of their role and function in the organization and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and which shall include:-

i. All promoters of the companies;
ii. Members of the Board of Directors of the company including executive, non executive or independent or nominee director.

iii. Key managerial personnel (KMP) of the Company;
iv. All employees or Sr. Manager and above in the Finance & Accounts, Risk and Internal Audit, Legal, Secretarial, Compliance, Treasury, Investor relations, Human Resource, IT, & Team Handling the Business & Operations as may be determined by the Compliance Officer;
v. Other employees designated by the Compliance Officer from time to time
vi. Any support staff of the listed company and intermediary & fiduciary such as IT Staff or Secretarial staff who have access to Unpublished Price Sensitive Information;
vii. CEO and employees upto two levels below CEO of the listed company, and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
viii. Any other connected person designated by the company in consultation with the Compliance Officer based on their function and role; and
ix. Immediate relative of (i) to (x) above.

(j) **Director-** means Directors on the Board of **MID INDIA INDUSTRIES LIMITED** both Executive and Non-Executive.

(k) **Employee** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company

(l) **Fiduciaries** - is referred as Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising to **Mid India**.

(m) **Generally available information-** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;
NOTE: It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what constitutes unpublished price sensitive *information*. Information published on the website of a stock exchange, would ordinarily be considered generally available.

(n) **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;

(o) **Insider-** means any person who,
(i) a connected person; or
(ii) in possession of or having access to unpublished price sensitive information;

(p) **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.

(q) **Promoter-** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

(r) **Promoter group** 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;

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

(t) Relative" shall mean the following:

(i) spouse of the person;
(ii) parent of the person and parent of its spouse;
(iii) sibling of the person and sibling of its spouse;
(iv) child of the person and child of its spouse;
(v) spouse of the person listed at sub-clause (iii); and
(vi) spouse of the person listed at sub-clause (iv).

(u) **Securities-** shall mean the 1,63,00,000 Equity Shares of Rs. 10/- each of **Mid India** and such other securities of **Mid India** issued from time to time as may be specified by the Board of **Mid India.**

(v) **Specified Persons** means all Directors, Employees and Connected Persons of the Company (including all Designated Persons)

(w) **"Structured Digital Database"** means shall be a database maintained by the Compliance Officer of the Company Permanent Account Numbers ("PANs") or any other identifier authorized by law where such PAN is not available, disclosures and other details of Designated Persons, Fiduciaries and Insiders who have are possession of or likely to have access to Unpublished Price Sensitive Information.

(x) **The Company-** means " MID INDIA INDUSTRIES LIMITED " (**Mid India)**

(y) **Trading-** means and includes subscribing, redeeming, switching, buying, selling or agreeing to subscribe, redeem, switch,, buy, sell or deal in any securities and " trade" shall be construed accordingly.

(z) **"Investor Protection and Education Fund"** -means the Investor Protection and Education Fund created by the Board under section 11 of the Act;

(aa) **"Key Managerial personnel"** – means persons as defined in section 2(51) of the companies Act, 2013;

(bb) T**rading day-** means a day on which the recognized stock exchanges are open for trading;

(cc) **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;

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 there under shall have the meanings respectively assigned to them in those legislation.

4. CODE

1 COMPLIANCE OFFICER-APPOINTMENT AND DUTIES

1.1 The Company secretary shall be compliance Officer to ensure compliance and for effective implementation of the Regulations and also this Code across the Company.

1.2 The Compliance Officer shall report to the Board of the Company and shall also report to chairperson of audit committee.

1.3 In order to discharge his/her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her function. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

1.4 The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

1.5 The Compliance Officer shall be responsible for:

(a) setting forth policies in relation to the implementation of the Code and the Regulations in consultation with the Board/Audit Committee.
(b) prescribing procedures for various activities referred to in the Code.
(c) compliance with the policies and procedures referred hereinabove.
(d) monitoring adherence to the rules for the preservation of UPSI.

(e) grant of pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading
(f) implementation of this Code under the general supervision of the Audit Committee and the overall supervision of the Board of the Company.
(g) the Compliance Officer shall maintain a record (either manual or in electronic form) of the Designated Persons and their Immediate Relatives and changes thereto from time-to-time.
(h) the Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code.
(i) the Compliance Officer shall place status reports before the Chairman of the Audit Committee, detailing Trading in the Securities by the Designated Persons along with the documents that such persons had executed in accordance with the pre-trading procedure prescribed under the Code on a quarterly basis.
(j) The Compliance Officer shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.
(k) The Compliance Officer shall in consultation with the Board inform the Stock Exchanges of any violation of the SEBI PIT Regulations or the Code in such form and such manner as may be specified by SEBI from time to time.
(l) The Compliance Officer shall maintain all records under the Code and SEBI PIT Regulations for a minimum period of five (5) years.

2. PRESERVATION OF PRICE SENSITIVE INFORMATION.

2.1 Designated Employees, specified persons, immediate relatives and Connected Persons shall maintain the confidentiality of all Price Sensitive Information. Directors, Officers and Designated Employees and Connected Persons 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.

No insider including Designated Persons, (and their immediate relatives) and Connected Persons which includes (Fiduciaries & Intermediaries) shall trade in securities of the company on a Stock Exchange when in possession of unpublished Price Sensitive Information.

2.2 Price Sensitive Information is to be handled on a **"need to know"** basis, i.e., Price Sensitive Information should be disclosed immediately only to those within **Mid India** be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

2.3 Need to Know:

i. "need to know" basis means that Unpublished Price Sensitive Information should be disclosed immediately 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.

ii. All non-public information directly received by any employee should immediately be reported to the Compliance Officer.

2.4 **Limited access to confidential information:**

Specified Persons' privacy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

i. files containing confidential information shall be kept secure.
ii. computer files must have adequate security of login through a password.
iii. follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

2.5 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

2.6 Preservation of misuse of "Price **Sensitive Information".**

To comply with this confidentiality obligation, the Specified Persons shall not discuss UPSI in public places and recommend to anyone that they may undertake Trading in Securities of the Company while being in possession, control or knowledge of UPSI,

2.7 **Prohibition** on dealing, communicating or counseling on matters relating to Insider Trading

No Designated person shall –

(a) either on his own behalf, or on behalf of any other person, trade in securities of the company when in the possession of any unpublished Price sensitive information and

(b) Communicate, counsel, or procure, directly or indirectly any unpublished Price Sensitive Information to any person. However, these restrictions shall not be applicable to any required in furtherance of Legitimate Purposes or performance of duties or discharge of legal obligations.

2.8 Trading Restrictions

All Designated Persons Directors, Officers and Designated Employees of **Mid India** and connected persons shall be subject to trading restrictions as enumerated below:

The period prior to declaration of unpublished price sensitive information is particularly sensitive for transaction in the company's securities. This sensitivity is due to the fact that the Designated persons will, during that period, often possess UPSI. During such sensitive times, the Designated persons will have to forego the opportunity of trading in the company's securities.

All insider including Designated Persons of the company (including their immediate relative) shall not deal in the securities of the company when the trading window is closed. The Period during which the trading window is closed shall be termed as prohibited period.

i. **The trading window shall be, inter alia closed at the time**:-
   a) Declaration of financial results (quarterly, half-yearly and annually).
   b) Declaration of dividends (interim and final).
   c) change in capital structure.
   d) Any major expansion plans or execution of new projects i.e. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions.
   e) Disposal of whole or substantially whole of the undertaking.
   f) Any changes in policies, plans or operations of **Mid India** changes in key managerial personnel, and
   g) any other matter which is likely to be price sensitive.

ii. The Trading window shall be closed when the compliance officer determines that a Designated Person, can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such UPSI relates.

Further, the closure of trading window shall commence from the end of every quarter till 48 hours after the declaration of financial results.

iii. The trading window shall be re-opened 48 hours after the information referred hereinabove, is made public.

iv. All the Designated Persons shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.

v. When a person who has traded in securities has been in possession of UPSI, his/her trades would be presumed to have been motivated by the knowledge and awareness of such securities on their own account, if such designated persons is in his/her possession.

2.9 All Designated Employees shall not engage in dealing in securities, whether on their own account or on behalf of the immediate relative Dependent and shall ensure that their immediate relative 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.

2.10 The trading window restrictions mentioned in sub-clause iv of 2.8 shall not apply in respect of:

a) transactions specified in clauses (i) 10 (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the Regulations and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-Clearance by the compliance officer and compliance with the respective regulations made by the Board:

Explanation: In case of any pledge of shares (including by way of top-up) to be created by a designated person in order to meet the requirement under an agreement / preexisting commitment, the compliance officer shall respond to the pre clearance request within 24 hours.

b) transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

3. Trading Plan

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 oh his/her behalf in accordance with such plan.

3.1 An insider shall 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.
3.2 Insider shall submit trading plan before 182 calendar days from commencement of trading.
3.3 If another trading plan is already in existence no other plan shall not be accepted covering the same time period.
3.4 Not entail trading in securities for market abuse
3.5 set out following parameters for each trade to be executed:

(i) either the value of trade to be effected or the number of securities to be traded;
(ii) nature of the trade;
(iii) either specific date or time period not exceeding five consecutive trading days;
(iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;

b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:
(i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
(ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
(iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.]

3.6 The Compliance officer shall review the trading plan to assess whether the plan would 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.
3.7 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.
3.8 The Insider shall not execute the aforesaid trading plan 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 Insider shall execute trading plan when such information shall become public.
3.9 After approval of the trading plan, Compliance Officer shall inform the Stock Exchange about the approved trading plan and the same will be broadcast on Company's website.
3.10 Insider shall submit trading plan along with the declaration and application in **"Annexure – 1-to 3"** or any other format specified by SEBI or BSE.

3.11 The implementation of the Trading Plan shall not commence 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 commencement of the implementation and in such an event, the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price sensitive Information becomes Generally Available Information.

4. Trading Window and Window Closure

4.1 (i)The trading period, i.e. the trading period of the stock exchanges, called 'trading window", is available for trading in the Company's securities.

(ii) Prior to the unpublished price sensitive information is published, the trading window shall be, inter alia, closed from time to time as per the statutory requirements of law.

(iii) When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.

(iv) All the insiders and designated persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in point no. (ii) above or during any other period as may be specified by the Company from time to time.

(v) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

4.2 The Compliance Officer shall immediately upload the information regarding the closure of trading window on the website of the company, it is the duty of the insiders and designated persons to regularly check the website of the company regarding trading window closure and also to inform the immediate relatives about the closure of trading window, as and when communicated by the company and ensure that they do not deal in the securities of such company. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

4.3 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

4.4 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

Any Designated person (including immediate relative) of the company, who intend to trade in the securities of the company during free period, shall trade in securities of the company subject to pre-clearance by the compliance officer if the value of the proposed trades (including trading in derivatives of securities, if permitted by law) whether on one transaction or a series of transaction in any financial year exceeds Rs. 10 Lakhs (market value)

5.1 All Designated persons of **Mid India** who intend to deal in the securities of the Company should apply for pre-clearance of any proposed trade as per the pre-dealing procedure as described hereunder

5.2 An application may be made in prescribed format (Annexure 2) to the Compliance Officer indicating the estimated number of shares 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 3) shall be executed in favor of the company by such designated persons inter alia, the following clauses, as may be applicable:

a) That the Designated Persons does not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
b) 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 **Mid India** till the time such information becomes public.
c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by **Mid India** from time to time.
d) That he/she has made a full and true disclosure in the matter.

6. Insiders to Maintain Structured Digital Database

The Board of directors or head(s) of the organization of every person required to handle Unpublished Price Sensitive Information and shall ensure that a structured digital database is maintained containing nature of Unpublished Price Sensitive Information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not

available. Such Databases shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The Board of Directors or head(s) of organization 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 8 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 the proceedings

7. COMPLIANCE OFFICER TO MAINTAIN THE RECORD OF DESGINATED PERSONS AND RELATED PERSONS TO THEM

Compliance Officer is required to take the following details from Designated persons, immediate relatives and persons with whom such designated person(s) shares a material financial relationship.

I. *ON ANNUAL BASIS (On further change of information):*

a) Name of the immediate relatives and persons with whom such designated person(s) shares a material financial relationship;
b) Permanent Account Number or any other identifier authorized by law of the following persons to the company;
c) Phone, mobile and cell numbers which are used by them

II. *ON ONE TIME BASIS:*

a) the names of educational institutions from which designated persons have graduated
b) names of their past employers.

The term "*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."

8. OTHER RESTRICTIONS

8.1 All Designated Persons shall execute their order in respect of securities of **Mid India** within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the directors, officers, designated employees must pre-clear the transaction again.

8.2 **Contra Trade:** All directors/ officers/ designated employees who buy or sell any number of shares of **Mid India** shall not enter into an opposite

transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All directors/officers/designated employees shall also not take positions in derivative transactions in the shares of **Mid India** at any time.

In the case of subscription in the primary market (initial public offers), the above mentioned persons shall hold their investments for a minimum period as specified in the SEBI (Issue of capital and Disclosure requirements) regulations, 2009. The holding period would commence when the securities are actually allotted.

8.3 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/ her reasons in this regard.

8.4 **Mid India** will have a process to ascertain how and when people are brought 'inside' on sensitive transactions. Proposed Insider should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

9. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES INITIAL DISCLOSURES

Initial Disclosures

9.1 Every person on appointment as a key managerial personnel or a director of **Mid India** or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of **Mid India** as on the date of appointment or becoming a promoter, to **Mid India** within seven days of such appointment or becoming a promoter to **Mid India** Compliance Officer.

Continual Disclosures.

9.2 Every promoter, member of the promoter group, designated person and director of every company shall disclose to **Mid India** 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 by SEBI time to time.

9.3 Compliance Officer of **Mid India** 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.

The above disclosures shall be made in such form and such manner as may be specified by the Board from time to time.

Disclosures by other connected persons.

9.4 Disclosures shall be made as per the SEBI (Insider Trading) Regulation, 2015

Any company whose securities are listed on a Stock Exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holding and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

9.5 The Compliance Officer shall place before the board, on a quarterly basis all the details of the dealing in the securities by the Designated Persons with the relevant documents that such person has executed under the pre-dealing procedures as envisaged in this code. He shall also provide the said details, on a quarterly basis, to the Chairman of the Audit Committee of the Board or to the Chairman of the Board.

9.6 The Compliance Officer shall place take the Code of Conduct from Intermediaries and Fiduciaries of **Mid India** as prescribed in Schedule C of SEBI (PIT) Regulations, 2015.

9.7 Disclosures

In addition to disclosures mentioned under clause 9 of this code, all designated persons of the company shall be required to forward following details to the Compliance Officer

i. All holdings in securities of the company at the time of joining the company as amended from time to time
ii in respect of existing Designated Persons, all holdings in securities of the company as on the date specified by the Compliance Officer .
iii Annual Statement of all holdings in securities of the company as amended from time to time as on March 31 of each year, before April 30 of that year as per Annexure 4 and
iv Disclose Names and Permanent Account Number or any other identifier authorized by law of the following persons on an annual basis and as and when the information changes

a) immediate relative;
b) persons with whom such designated Persons shares a material financial relationship; and
c) Phone and mobile numbers which are used by them.

It is clarified that the term Material Financial Relationship shall have the meaning assigned to it under regulations.

Further, the designated person(s) or within 30 days of being designated as designated person, the name(s) of educational institutions from which Designated Person(s) have graduated and name(s) of their past employees shall be disclosed to the Compliance Officer.

10. DISSEMINATION OF PRICE SENSITIVE INFORMATION

10.1 No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.

10.2 Disclosure / dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors.

10.3 The following guidelines shall be followed while dealing with analysts and institutional investors:

i. Only public information to be provided.
ii. At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
iii. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
iv. Simultaneous release of information after every such meet.

11. INQUIRY (PREVENTION OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION)

The Company has formulated written policies and procedures for inquiry incase of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information

Employees can raise concerns against any leak/suspected leak of UPSI or unethical use of UPSI in accordance with the Provisions of SEBI (PIT) Regulations, 2015 from time to time

Employees who report alleged violations of insider trading laws will be protected ‘against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination to such employee.

The Company shall initiate appropriate inquiries on becoming aware of leak of ‘unpublished price sensitive information or suspected leak of unpublished price sensitive information

The enquiry Committee shall review and undertake further enquiry in case of leak or suspicion. In case of leak of any UPSI of the Company, the Investigating Officer will undertake the Procedure as provided under the whistle blower policy of the Company.

Further the report of the Enquiry shall be placed before the Board of Directors, stating the nature of leak, inquiries undertaken and results of such inquiries

12. Penalty for contravention of code of conduct

12.1 Every designated employee, specified persons, immediate relatives and connected persons (which shall include Intermediaries and Fiduciaries) shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).

12.2 The persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an Employee may include wagefreeze, suspension or termination of employment. Any amount collected under this clause shall be remitted to the "Board" for credit to the Investor Education Fund administered by the Board of the Act.

12.3 Action taken by the Company for violation of the Regulations and the Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

12.4 Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty which shall not be less than Rs. 10 lakhs but which may extend to Rs. 25 crores or three times the amount of profits made out of insider trading, whichever is higher.

12.5 Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs.25 crores or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.

12.6 In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any person, he/she shall forthwith inform the Audit Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Audit Committee. The Compliance Officer shall simultaneously inform SEBI about such violation. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary cooperation as may be required by the Company/Compliance Officer or SEBI in this connection.

13. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by **Managing Director** / Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 in such case Compliance officer shall inform to SEBI.

14. Modification in Policy:

In case of any statutory modification or amendment or alteration of the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015, the newly modified/amended/altered provisions of the Regulation shall be deemed to be implemented in the Code immediately with effect from the date of the statutory notification for modification or amendment or alteration etc.

The amended code shall be placed before the Board of Directors of the Company in the Board Meeting held immediately after the date of statutory notification for modification /amendment/ alteration etc. of the Regulation for noting.

15. Jurisdiction

In the event of any dispute arising from the provision of the Code or its interpretation, the same shall be subject to the exclusive jurisdiction of the Courts at Indore .

16. Affirmation

The Designated Person shall affirm to have read and fully understood their obligations and the obligations of their Immediate Relatives under the PIT Regulations and this Code and have undertaken to unconditionally abide by the same.

By Orders of the Board
For, MID INDIA INDUSTRIES LIMITED

Sd/-
Shailendra Kumar Agrawal
Company Secretary and Compliance officer

Dated: 10th February, 2025

******

(Annexure-1)

Trading Plan

(Under Code of Conduct of the Company read with SEBI Insider Trading regulation, 2015)

To,
The Compliance Officer
…… Limited

Dear Sir /Madam

Ref: DP's name:……..
DP ID:……..
CLIENT ID:……..
Name of insider:……..
Address:……..

Your approval is solicited for proposed Trading Plan purchase & sale of securities of the Company in physical / demats form. I am furnishing details of trade to be made in six month after approval of the proposed trading plan:-

Sl. No.	***Nature of Trade***	***Number of Securities to be trade***	***Time intervals between Two Trades***	***Date of propose trade***

1. I am confirming that I do not have access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
2. that in case I have access to the price sensitive information or receives it after approving the trading plan I shall inform the change and refrain from dealing in securities till the information becomes public;
3. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company
4. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly

Signature
Name……
Designation……
Employee Code no……..

(Annexure-2)

Application for pre-clearance of trade

(Under Code of Conduct of the Company read with Insider Trading regulation, 2015)

To,
The Compliance Officer
..... Limited

Dear Sir /Madam

Ref: DP's name:……..
DP ID:……..
CLIENT ID:……..
Name of insider:……..
Address:……

Your approval is solicited for purchase/sale of _____ securities of the Company in physical / demats form.

I state on solemn affirmation:

1. that I am Director/Officer/Designated Employee of the Company who may reasonably be expected to have an access to unpublished price sensitive information in relation to the Company;
2. that I intend to purchase/sale_____(state No. of securities) securities of the Company in physical/demat form immediately on receipt of clearance for trade;
3. that I am aware of the code of conduct for Prohibition of Insider Trading (PIT) and that the provisions are applicable to me.
4. that I do not have access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
5. that in case I have access to the price sensitive information or receives it after signing this undertaking, I shall inform the change and refrain from dealing in securities till the information becomes public;
6. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company
7. I will hold/not repurchase such equity shares/listed securities for a minimum period of thirty days from the date of purchase/sale.
8. In case of non-execution of transaction by me within 7 trading days from the date of permission for purchase/sale, I will again take the clearance for the same.
9. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly

Signature
Name……..
Designation……..
Employee Code no……..

(Annexure-3)

UNDERTAKING

I, _____ aged about ____ years, Son of _____working in the capacity of _____ in ..... Limited (hereinafter referred to as 'Company') do hereby solemnly declare and undertake as under:

1. that I am working with the company with effect from _____.
2. that as on date I do not possess/own any shares of the company or I have purchased _____ nos. of shares of the Company from open market. (strike out which is not applicable)
3. that I have received and read the Company's code of conduct and agree to comply with the Company's code of conduct and ethics from time to time.
4. that I do not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
5. In the event that I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction for which approval is sought, I shall inform the compliance officer of the Company of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
6. that I shall not communicate, counsel or procure directly and indirectly any unpublished Price Sensitive Information (PSI) as mentioned in Company's code of conduct to any person who while in possession of such unpublished PSI & shall keep the confidential information which is in my possession secured.
7. that I shall provide Initial disclosure about shareholding in the requisite form to the compliance officer of the Company.
8. that I shall undertake to seek pre-clearance of the compliance officer for any securities transaction and shall make an application, submit required forms duly filled and signed.
9. that I shall give annual statement of shareholding in Company's securities by 30th April of every year along with my dependent.
10. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company and shall be fully liable in any event of contravention/ noncompliance of the same.
11. That I have made a full and true disclosure in the matter

Signature:……..
Date:……..

Name:……
Place:……
Emp. Code:……..

Approval of Trading Plan

1. I, ……..Compliance Officer of the Company, have reviewed the Trading Plan submitted by the Insider of the Company and Insider has furnished all the information/undertaking which I have demanded.

2. The aforesaid plan is not violating any code of conduct and SEBI (Insider Trading) Regulation, 2015.

3. I shall monitor the implement of the Plan.

For ……. Limited

……
Company Secretary

(Annexure-4)

(Annual Disclosure-Details of Securities)

Date: ……..

To
The Compliance Officer

……. Limited
Indore (M.P.)

I. STATEMENT OF SHAREHOLDINGS OF DIRECTOR/ OFFICER/ DESIGNATED EMPLOYEE*

Name	Designation & Department	No. of shares held on 1st April,	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on 31st March, ____	Folio No. /DPID / Client ID

II. DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBERS

Name of Relative	Relationship	No .of shares held on 1st April, ____	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on 31st March, ____	Folio No. /DPID / Client ID

I / We declare that I / We have not entered in to any opposite transaction within 6 months of the acquisition or sale of shares during the period to which this disclosure relates. I / We further declare that I / We have not taken position in derivative transactions in the shares of the Company.

I/We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Delete whichever is not applicable.

(……..)
Name of Designated Person: ……..