

**CODE OF CONDUCT FOR
PREVENTION OF INSIDER TRADING**

MASK INVESTMENTS LIMITED

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CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1. INTRODUCTION

This code is framed pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 as amended, and supersedes the earlier code. It shall come into force from 1st day of April, 2019.

2. APPLICABILITY

This Code shall apply to all Directors, Designated Employees and other Connected Persons as mentioned in this Code.

3. DEFINITIONS

- a) "Act" means the Securities and Exchange Board of India Act, 1992, as amended from time to time.
- b) "Board of Directors" means the Board of Directors of Mask Investments Limited;
- c) "Company" means Mask Investments Limited.
- d) "Code" means this Maskinvest Code of Conduct for regulating & reporting trading by insiders as modified from time to time;
- e) "Compliance Officer" means the Chief Financial Officer of the Company, appointed in terms of Section 203 of the Companies Act 2013 is appointed as the Compliance Officer, 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of this code under the overall supervision of the Board of Directors of the Company.;
- f) "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

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temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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); 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;
 - 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;
- g) "Designated Employees" means as decided by the Board of Directors in consultation with the Compliance Officer of the Company; means a person occupying any of the following position in the company:
- (a) All Directors
 - (b) Key Managerial Personnel
 - (c) All Executive Directors including Chief Vigilance Officer
 - (d) All General Managers
 - (e) All Heads of Finance of Units/Divisions/Regions
 - (f) All Employees working in Books, Budget, Financial Service and Direct Taxation Sections of Corporate Finance;
 - (g) All employees working in Company Secretariat & Legal Department.
 - (i) Any other key person, who in the opinion of Compliance Officer be covered in the "designated employee";
- h) "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis; (Information published on the website of a stock exchange, would ordinarily be considered generally available.)
- i) "Key Managerial Personnel" or "KMP", in relation to a company means:-
- (a) the Chairman & Managing Director;
 - (b) all Whole-time Functional Directors;
 - (c) Company Secretary; and
 - (d) such other officer as may be prescribed under the Companies Act, 2013;
- j) "Director" means a member of the Board of Directors of the Company;

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- k) "Immediate relative" means 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'
- l) "Insider" means any person who is: i) a connected person; or ii) in possession of or having access to unpublished price sensitive information;
- m) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except unit of a mutual fund;
- n) "Stock Exchange" means:
(a) National Stock Exchange of India Limited;
- o) "Takeover Regulations" means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- p) "Trading" means an act of subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- q) "Trading Day" means a day on which the recognized stock exchanges are open for trading where securities of the Company are listed;
- r) "Trading Window" means trading period for trading in the Company's Securities. All days shall be the trading periods except when trading window is closed;
- s) "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:-
- (a) Financial results
 - (b) Dividends
 - (c) Change in capital structure
 - (d) Mergers, de-mergers, acquisitions, delisting, disposals and expansions of business and such other transactions;
 - (e) Changes in key managerial personnel; and
 - (f) Material events in accordance with the listing agreement
 - (g) Compliance Officer may decide any other matter also as Price Sensitive Information;

All other words and phrases will have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules & regulations made thereunder shall have the meanings respectively assigned to them in that legislation.

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4. COMPLIANCE OFFICER

1. The company has appointed Mrs. Ayushi Manish Saboo (Chief Financial officer) as a Compliance Officer, under the said regulations. The Compliance Officer shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.
2. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of designated employees' and their Immediate relatives trades monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of the listed Company.
3. The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's code of conduct.
4. The Compliance Officer shall designate a Senior Official or the Company Secretary of the Company to act as Compliance officer in his absence.

5. PRESERVATION OF "PRICE SENSITIVE INFORMATION"

1. All Designated Employees and Connected Persons shall maintain the confidentiality of price sensitive information. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
2. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a 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.
3. Notwithstanding anything contained in the Code, 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 proposed transaction 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 proposed transaction 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.

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4. For the purpose of the above clause, 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, except for the purpose of Clause 5 (5) and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.
5. For the purpose of prompt public disclosure of UPSI, the Company also adopts the Code regarding practice & procedure for Fair Disclosure set out at Annexure-I.

6. PREVENTION OF MISUSE OF "PRICE SENSITIVE INFORMATION"

No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information.

All Directors/Designated Employees and their dependant family members / Immediate relatives, of the Company will be subject to trading restrictions as enumerated below :-

Trading window

1. The Company will specify a trading period, to be called "Trading Window", for trading in the Company's Equity Shares. The trading window shall be closed on and 7 days before the time the unpublished price sensitive information is published and shall remain close up to forty-eight hours after the publication of the price Sensitive Information. Trading Window may be further closed by the Company during such time in addition to the above period as it may deem fit from time to time.

The trading window will be, inter alia, closed at the time of:-

- (a) Declaration of Financial results (quarterly, half-yearly & annual);
- (b) Declaration of dividends (interim and final);
- (c) Issue of securities by way of public/ rights/bonus etc.
- (d) Any major expansion plans or execution of new projects;
- (e) Amalgamation, mergers, takeovers and buy-back;
- (f) Disposal of whole or substantially whole of the undertaking;
- (g) Any changes in policies, plans or operations of the Company.

In respect of declaration of financial results, the "Trading Window" shall remain closed from the end of every quarter till 48 hours from the time the results are communicated to the Stock Exchanges.

When the trading window is closed, the Directors/Designated Employees and their dependent family members will not trade in the Company's Equity Shares in such period.

All Directors/Designated Employees of the Company and their dependent family members / Immediate relatives, will conduct all their dealings in the Equity Shares of the Company only in a valid trading window and will not deal in any transaction involving the purchase or sale of the Company's Equity Shares during the periods when trading window is closed, or during any other period as may be specified by the Company from time to time.

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7. PRE CLEARANCE OF TRADES:

1. All Directors/Designated Employees and their immediate relatives who intend to trade in the securities of the company above a minimum of 8,000 shares of the company per transaction should pre-clear the transactions as per the pre-trading procedure as described hereunder.
2. An application shall be made in Form 'I' to the Compliance Officer along with an Undertaking in (UT) indicating the estimated number of securities that the Designated Employees or their immediate relatives intends to trade in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
3. All Directors/Designated Employees and their immediate relatives shall execute their order in respect of securities of the company within seven trading days after the approval of pre-clearance is given. If the order is not executed within the aforementioned specified period, the Designated Employee must pre-clear the transaction again.
4. In case the Designated Employee or his/ her immediate relative decides not to execute the trade after securing pre-clearance, he/ she shall inform the Compliance Officer of such decision along with reasons thereof immediately.
5. No Designated Employee or his/ her immediate relative shall apply for pre-clearance of any proposed trade when the trading window is closed or if he/ she is in possession of unpublished price sensitive information.
6. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
7. It shall be the responsibility of Designated Employees to ensure compliance of clauses 1 to 4 above in case of their immediate relatives also.
8. All Directors/Designated Employees who buy or sell any number of shares of the company shall not execute a contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction.
9. The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations.
10. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

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8. TRADING PLANS:

1. Any insider as defined in the said regulations can formulate trading plans and submit it to the compliance officer for approval and public disclosure, pursuant to which trade may be carried out on his behalf in accordance with such plan as per conditions and restrictions mentioned in the said Regulation.

Such trading plan shall:–

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - (ii) not entail trading for the period between the twentieth 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 twelve 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 for market abuse.
2. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the 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.
 3. 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.

4. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

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9. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

A. Initial Disclosure

- I. Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty days of the listing of Securities on recognized Stock Exchange, shall forward to the Company the details of his holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed **Form A**.
- II. 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 in the prescribed **Form B**.

B. Continual Disclosure

Every promoter, employee and director of the Company shall disclose to the Company in **Form C** the number of such securities acquired or disposed of within two (2) 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. 10,00,000/- (Rs. Ten lakhs). The disclosure shall be made within 2 working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

The Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, within 2 trading days of the receipt of disclosures under Clause 9.2.

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

C. Disclosure by other connected persons

The company or compliance officer shall, at its discretion, require any other connected person or class of person to make disclosure of holdings and trading in securities of the company in the prescribed **Form D** and at such frequency as may be determined by the company in order to monitor the compliance with these regulations.

10. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT:

1. Any Director/Designated Employee who trades in Equity Shares or communicates any information for trading in Equity Shares, in contravention of the code of conduct will be penalised and appropriate action will be taken by the Company.
2. Any Director/Designated Employee of the Company who violates the code of conduct will also be subject to disciplinary action by the Company, which may include wage freeze, suspension, etc.

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3. The action by the Company will not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015.

11. INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015:

In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI will be informed by the Company.

12. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

A code of practices and procedures for fair disclosure of unpublished price sensitive information in accordance with Regulation 8 (1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Schedule A is set out below:

- 1) The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 2) The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- 3) Unless otherwise appointed by the Board of Directors, the Chief Financial Officer shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- 4) The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 5) The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 6) The Company will ensure that, information, if any, shared with analysts and research personnel is not unpublished price sensitive information.
- 7) The Company will develop best practices to make available transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
- 8) All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of legal obligations.
- 9) 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, other advisors or consultants shall be considered as "**legitimate purposes**" provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

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- 10) Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose shall be considered an "Insider" for purposes of the Regulations and due notice shall be given to such person to maintain confidentiality of such unpublished price sensitive information in compliance with the said Regulations. Such person is also required to ensure the confidentiality of unpublished price sensitive information shared with him/her, in compliance with the Regulations.
- 11) Unpublished price sensitive information as defined should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function, whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information.
- 12) Adequate and effective internal controls will be laid out including entering into Non-Disclosure Agreements with connected persons to ensure the confidentiality of unpublished price sensitive information in compliance with the Regulations.
- 13) The Chief Financial Officer, subject to the approval of Board of Directors, reserves the right to modify or amend the Code in whole or in part.
- 14) The Board of Directors may establish further rules and procedures, from time to time, to give effect to the intent of this Code. The decision of the Board of Directors with regard to all matters relating to the Code will be final and binding.
- 15) The Code shall be published on the official website of the Company. Further, this Code and every subsequent amendment made thereto, shall be promptly intimated to the stock exchange where the securities are listed.

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Trading Plan

(Under the code of conduct of the company read with SEBI Insider Trading Regulation, 2015)

To,

The Compliance officer

Mask Investments Limited

Ref

DP's Name: _____

DP ID: _____

Client ID _____

Name of Insider _____

Address _____

Your approval is sought for proposed Trading plan for Purchase/ sale of Securities of the company in the physical / Demat form, I am furnishing details of trade to be made in six months after the approval of the proposed trading plan.

| Sr No. | Nature of Trade | Number of Securities to be traded | Time interval between two trades | Date of Proposed Trade |
|--------|-----------------|-----------------------------------|----------------------------------|------------------------|
| | | | | |
| | | | | |

I confirm that:

1. I do not have access to the unpublished price Sensitive information and also have not received unpublished price sensitive information till today.
2. in case I have access to the unpublished price Sensitive information or receive it after approving the trading plan, I shall inform the change and refrain from dealing in securities till the information become public.
3. I have not contravened the code of conduct for prevention of Insider trading as notified by the company.
4. whatever is stated above is true and correct to the best of my knowledge and nothing has been concealed.

Yours truly,

Signature

Name:

Designation

Place:

Date:

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Form 'I'

(Application for Pre-clearance of trade)

(For Directors, Designated employees and their immediate relatives in case of trading in the Securities of the company above minimum of 8000 shares of the company)

To,
The Compliance officer
Mask Investments Limited

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) regulation, 2015 and the company's code of Conduct for Prevention of Insider trading, I seek approval to Purchase / Sale /Subscription of _____ Equity Shares of the company as per details given below

| | | |
|-----|--|--|
| 1. | Name of the applicant | |
| 2. | Designation | |
| 3. | Number of securities held as on date | |
| 4. | Folio No. / DP ID / Client ID No.) | |
| 5. | The proposal is for | (a) Purchase of securities (b) Subscription to securities (c) Sale of securities |
| 6. | Proposed date of dealing in securities | |
| 7. | Estimated number of securities proposed to be acquired/subscribed/sold | |
| 8. | Price at which the transaction is proposed | |
| 9. | Current market price (as on date of application) | |
| 10. | Whether the proposed transaction will be through stock exchange or off-market deal | |
| 11. | Folio No. / DP ID / Client ID No. where the securities will be credited / debited | |

I enclose herewith the form of Undertaking signed by me.

Yours faithfully

(Signature of Employee)

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UNDERTAKING

To,
The Compliance officer
Mask Investments Limited

Dear Sir,

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) at the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within 2 days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I state that after buying / selling of the shares, I shall not enter into an opposite transaction i.e. sell / buy during the next six months following the prior transaction. However, in case of personal emergency, I will approach for waiving the requirement with reasons, which shall be stated.

The transaction as referred herein is estimated to have a market value of Equity Shares of Rs.10 Lakhs and above. I shall inform within 2 working days, the fact of the transaction having been completed.

I declare that I have made full and true disclosure in the matter.

Date:

Signature: _____

* Indicate number of shares

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PRE-CLEARANCE ORDER

To,

Name: _____

Designation: _____

Place: _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved.

Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully

For Mask Investments Limited

Compliance officer

Date:

