MV ELECTROSYSTEMS LIMITED
CIN: U31401HR2009PLC140536
Regd. & Corp. Office : Plot No. 7, Site - 2, 14/3
Mathura Road, Faridabad-121003 (Haryana) INDIA
Tel.: 0129-2990297
E-mail : info@mvelectrosystems.com
Website : www.mvelectrosystems.com

August 06, 2026

National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai – 400 051	**BSE Limited** Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001
NSE SYMBOL: MVELECTRO	**SCRIP CODE: 544851**

Sub: Intimation under Regulation 8(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 8(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended ('SEBI PIT Regulations'), please find enclosed herewith the Code of Practices and Procedures for Fair Disclosure of Price Sensitive Information framed under Regulation 8(1) of SEBI PIT Regulations.

This is submitted for your information & records.

Thanking you
FOR MV ELECTROSYSTEMS LIMITED

Sourabh Bansal
Digitally signed by Sourabh Bansal
Date: 2026.08.06 16:30:18 +05'30'

Sourabh Bansal
Company Secretary and Compliance Officer
Membership No.: A49529
Place: Mumbai

MV ELECTROSYSTEMS LIMITED
(“COMPANY”)

CODE OF CONDUCT
FOR
PREVENTION OF INSIDER TRADING

I. Definition

"**Act**"	Securities and Exchange Board of India Act, 1992
"**Board**"	Securities and Exchange Board of India
"**Code**" or "**Code of Conduct**"	Code of Conduct for Prevention of Insider Trading of **"MV Electrosystems Limited"** as amended from time to time.
"**Company**"	**MV Electrosystems Limited**
"Compliance Officer"	Company Secretary or such other senior officer designated so, reporting to the Board of Directors, who is Financially Literate and is capable of appreciating requirements for legal & 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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 Company.
"**Connected Person**"	a. 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 **("UPSI")** or is reasonably expected to allow such access. b. 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: ➢ an immediate relative of connected persons specified in clause (i); or ➢ a holding company or associate company or subsidiary company; or ➢ an intermediary as specified in Section 12 of the Act or an employee or director thereof; or ➢ an investment company, trustee company, asset management company or an employee or director thereof; or ➢ an official of a stock exchange or of clearing house or corporation; or ➢ 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 ➢ 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 ➢ an official or an employee of a self-regulatory organization recognized or authorized by the Board; or ➢ a banker of the Company; or ➢ a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

"Designated Person(s)"	1) Every KMP and Director of the Company; 2) All Promoter(s) of the Company; 3) All Employees two level below the CEO and its material subsidiary (ies); 4) Executive Assistant/Secretaries to Executive Directors; 5) Head of Departments; 6) Support Staff such as Secretarial Staff, Accounts Staff, IT Staff; 7) All directors and department heads of Material Subsidiary (ies); 8) Any other employee /person as may be determined and informed by the Compliance Officer from time to time in consultation with the Board of Directors/management of the Company considering the objectives of the Code.
"**Director**"	Member of the Board of Directors of the Company
"**Employee**"	Every employee of the Company including the Directors in the employment of the Company
"Financial Literate"	Shall mean a person who has ability to read and understand basic financial statements i.e. Balance Sheet, Profit / Loss A/c and Statement of cash flows
"Generally available Information"	Information that is accessible to the public on a non-discriminatory basis.
"Immediate Relative" / "Dependent(s)"	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**"	any person who is: a. a Connected Person; or b. in possession of or having access to UPSI.
"Key Managerial Personnel" (KMPs)	a. Executive Directors (including MD, WTD, Manager, CEO); b. Chief Financial Officer; c. Company Secretary;
"Material Subsidiary"	Shall mean a subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year. *Provided however that aforesaid limit of 20% shall be read as 10% w.e.f. April 01, 2019, to determine the status of Material Subsidiary.*
"Material financial relationship"	means 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.
"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
"Securities"	shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund
"**Trading or Dealing in securities**"	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"	a day on which the recognized stock exchanges are open for trading

"**Unpublished Price Sensitive Information**" **("UPSI")**	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 be including but not restricted to, information relating to the following: a. Declaration of Financial Results (both audited and or unaudited); b. Declaration of Dividends (both Interim and or Final); c. Change in Capital Structure by way of Public/Rights/Preferential/Bonus issues; d. Mergers, De-mergers, Acquisitions, Delisting, Disposals and Expansion of Business and such other transactions; e. Changes in Key Managerial Personnel ("KMP's");
"**Regulations**"	Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto

II. Interpretation

Words denoting the singular shall include the plural and vic a versa and words denoting masculine gender shall include reference to feminine or neuter gender;

Words and expressions used and not defined in this code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), Securities and Exchange Board of India Act, 1992, the Securities Contract (Regulation) Act, 1956, the Depositories Act, 1996, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and / or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

III. Role of Compliance Officer

The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee & to the Chairman of the Board of Directors at Quarterly Intervals.

The Compliance Officer shall assist all employees & other connected person(s) in addressing any clarifications regarding the Regulations and the Company's Code.

The Compliance Officer shall maintain a record of the Designated Person(s) and any changes made in the list of Designated Person(s).

IV. Preservation of "Price Sensitive Information"

A. All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person Insiders except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations or as permitted in the Regulations.

B. UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

a. an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company; or
b. not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is

in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, 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 limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

Need to Know

A. "Need to know" basis means that price sensitive information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

B. All non-public information directly received by any employee should immediately be reported to the head of the department who in turn shall report it to the Compliance Officer immediately.

Limited Access to Confidential Information

Files containing confidential information shall be kept fully secured. Computer files may have adequate security of login and password etc.

V. Dissemination of "Unpublished Price Sensitive Information" / "UPSI"

A. No information / UPSI/ confidential information shall be passed by way of making a recommendation for the purchase or sale of securities of the Company.

B. The following guidelines shall be followed while dealing with analysts, research personnel, media persons & institutional investors.

   a. Only public information to be provided.
   b. At least two Company representatives shall be present at the meeting(s) with analysts, research personnel, media persons and institutional investors.
   c. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes UPSI, a public announcement should be made before responding.
   d. Simultaneous release of information after every such meet.

VI. Trading Plan

A. A Designated Person shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan. Trading Pan shall be submitted in "**Annexure – I**" to the Company.

Provided however that a Designated Person can trade in securities even when Trading Window is closed. It gives an option to Designated Person(s) who may be perpetually in possession of UPSI and enabling them to Trade in securities in a compliant manner. This provision would enable the formulation of a Trading Plan by a Designated Person to enable him to plan for trades to be executed in future. By doing so, the possession of UPSI when a trade under a Trading Plan is actually executed would not prohibit the execution of such Trades that he/she had pre-decided even before the UPSI came in to being.

B. Trading Plan shall:

a. not entail commencement of trading on behalf of the Designated Person earlier than 120 calendar days from the public disclosure of the Trading Plan;
b. not entail overlap of any period for which another trading plan is already in existence;
c. set out the 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, and

d. not entail trading in securities for market abuse.

C. The Compliance Officer shall review the Trading Plan, made as above to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. After assessing, he/she may approve the plan. However, he/she shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations. Pre-clearance of trades shall not be required for a trade executed as per approved trading plan.

D. The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Trading window norms and pre-clearance of trades shall not be applicable for trades carried out in accordance with an approved trading plan(s).

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of any price sensitive information / UPSI and the said price sensitive information / UPSI has not become generally available at the time of the commencement of implementation. The commencement of the plan shall be deferred until such UPSI becomes generally available information.

However, if the insider has set a price limit for a trade under sub-clause (iv) of clause (B) of Trading Plan section above, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

(i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
(ii)Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
(iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
(iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.]

E. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed.

VII. Trading Window

A. The trading period i.e. the trading period of the stock exchanges, called **"Trading Window"**, is available for trading in the Company's securities.

  a. Trading Window shall be, inter alia, closed during the following periods:
    - From the end of each quarter / half year / financial year till 48 hours after the declaration of quarterly / half yearly / annually financial results to the Stock Exchange(s);

    - From the date of issuance of the notice of the meeting of the Board of Directors, in which any agenda covering Unpublished Price Sensitive Information is proposed till 48 hours of declaration of communication of the decision of the Board to the Stock Exchange(s).

  b. When the Trading Window is closed, the KMP's, Connected Person(s), Designated Person(s) and Insiders shall not trade in the Company's securities in such period.
  c. All the KMP's, Connected Person(s), Designated Person(s) and Insiders 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 such periods when Trading Window is closed, as referred to in definition of UPSI or Point No. (a) above or during any other period(s) as may be specified by the Company from time to time.

B. In case of ESOPs, if any, 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 Window is closed.

C. The Compliance Officer shall intimate the closure of Trading Window to all Promoters, members of Promoter Group, Directors, KMP's, Connected Person(s) and Designated Person(s) in due course.

D. Company after taking into account various factors including the price sensitive information/ UPSI 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. Trading Window may be closed by the Company for more than 48 hours in discussion with Compliance Officer and the Board of Directors of the Company.

E. Provisions of closure of 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.

VIII. Pre-Clearance of Trades

All Directors/ KMP's/Designated Person(s) and their Dependents / Immediate Relative(s), who intend to deal in the securities of the Company shall pre-clear the intended transactions including those of Dependents as per procedure enumerated hereunder.

Such pre-clearance of trade would be applicable where KMP's/Designated Person(s) and their Dependents / Immediate Relative(s), intends to deal in the securities of the Company in excess of Rs. 10,00,000/- or 6000 securities, whichever is less.

Trades of Compliance Officer which also require pre-clearance in terms of above shall be approved by the Managing Director or Chief Executive Officer of the Company.

No Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of price sensitive information / UPSI even if the trading window is not closed and hence he shall not be allowed to trade.

The pre-dealing procedure shall be as follow:

A. An application may be made in the prescribed Form **(Annexure II)** to the Compliance Officer indicating the estimated number & amount of securities that the Directors/KMP's/ Designated Person(s) and their Dependents intends to deal in, the details as to the depository with which he/she has a depository account and such other details as may be required by any rule made by the Company in this behalf.

B. An undertaking **(Annexure III)** shall be executed in favour of the Company by such Director/KMP's/Designated Person(s) and their Dependents.

C. The Compliance Officer, after duly verifying the application alongwith undertaking so received, may grant the pre-clearance **(Annexure IV)**.

D. All pre-cleared transaction shall be executed within 07 trading days of the pre-clearance so given.

E. Directors/ KMP's/Designated Person(s) and their Dependents shall file within 2 (two) trading days of the execution of the deal, the details of such deal with the Compliance Officer **(Annexure V)**. In case the transaction is not undertaken, a report to that effect shall be filed in the same form.

F. If the order is not executed within 7 (Seven) days after the approval is given, fresh application will be required to pre-clear the transaction again.

G. All Director(s)/ KMP(s)/Designated Person(s) and their Dependents who buy or sell any number of securities/shares of the Company 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. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. In case of any 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 the Securities and Exchange Board of India (SEBI) for credit to the Investor Education and Protection Fund (**"IEPF"**)administered by SEBI under the Act.

H. All Directors/KMP's/ Designated Person(s) shall also not take positions in derivative transactions in the shares/securities of the Company at any time.

IX. Reporting of Transactions

A. Initial Disclosure

a. Every promoter, member of promoter group/ KMP & Director of the Company, within thirty (30) days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of Dependent family members in the prescribed **"Form – A"** of the Regulations.

b. Every person, on being appointed as KMP or a Director of the Company or upon becoming a promoter or member of promoter group, shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven (7) days of such appointment or becoming a promoter in **"Form-B"** of the Regulations.

B. Continual Disclosure

a. Every promoter, member of promoter group, Director & Designated Person shall disclose in **"Form-C"** to the Company the number of such securities acquired or disposed of within 2 (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. 10,00,000/- (Rupees Ten Lacs only).

Provided however that the Designated Person(s) shall make disclosures to the Company, 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. 1,00,000/- (Rupees One Lakh only).

b. The disclosure shall be made within 2 trading 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.

c. Designated Persons are also required to disclose the information pertaining to them, their immediate relatives and of persons with whom they share Material Financial Relationship annually and as and when the information changes in the format given in **Annexure-VI**.

C. Disclosure by the Company to the Stock Exchange(s)

a. Within 2 (Two) trading days of the receipt of intimation under **Clause B** i.e. Continual Disclosure, hereinabove, the Compliance Officer shall disclose to all Stock Exchange(s) on which the Company is listed, the information received.

b. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the promoters/ KMPs/ Designated Person(s) for a minimum period of 5 (Five) years.

c. The Compliance Officer shall place before the chairman of Audit Committee or in his absence before the Managing Director / CEO or a committee notified by the Company, on a quarterly basis all the details of dealing securities of the Company by the directors, KMP's, Designated Persons and connected Persons received by him and accompanying documents that such person(s) had executed under the pre-dealing procedure envisaged in this Code, wherever applicable.

X. Documentation

The Compliance Officer shall maintain following documents/ records for a minimum period of five years:

A. Register of initial & continuous disclosure;
B. Register of Designated Person(s) and change(s) therein;
C. Record of date of closing and opening of Trading Window;
D. Record of application made for preclearance alongwith undertaking taken thereof;
E. Record of cases waiving holding period during emergency;
F. Record of periodical and annual statement.

XI. Duty of Managing Director/Chief Executive Officer:

The Managing Director/Chief Executive Officer shall be introducing effective system of internal controls to ensure the compliance with these Regulations.

XII. Duties of Board of Directors:

The Board of Directors shall be responsible for:-

a) Ensuring that MD/CEO has complied with the requirement of formation and implementation of Code of Conduct Setting forth policies in consultation with the Board of Directors
b) Approving the policies and procedures for inquiry in case of leak/ suspected leak of UPSI and accordingly initiate appropriate inquiries on becoming aware of leak/ suspected leak of UPSI

c) Approval of Whistle Blower Policy to enable employees to report instances of leak of UPSI
d) determining the list of designated persons as per PIT Regulations in consultation with Compliance officer
e) Maintaining digital database of the persons with whom UPSI is shared with their name along with their PAN or any other identifier authorized by law. 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.

XIII. Duty of Audit Committee:

The Audit Committee shall be responsible to review compliance with the provisions of PIT regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

XIV. Penalty for Contravention

A. Every director/ KMP's/Designated Person/Connected Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

B. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

C. Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, if any, etc.

D. The action taken by the Company shall not preclude SEBI from taking any action in case of violation of Regulations.

XV. Other Restrictions

A. 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.

B. 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 for purposes of this Code.

XVI. SEBI Regulations/Statutory Provisions to Prevail

Please note that in case the SEBI regulation or any statutory provisions are more stringent than those contained in the code, the SEBI regulation / statutory provisions will prevail.

ANNEXURE I
FORMAT FOR TRADING PLAN

Date:

To,
The Compliance Officer,
MV Electrosystems Limited
118/1 (First Floor),Gali No.2 Govind
Puri,New Delhi, India, 110019

Dear Sir/Madam,

Sub.: **Trading Pan for the period starting from ________________ to _______________________**

I,___________, in my capacity as_____________________of the Company hereby submit the trading plan with respect to dealing in securities of the Company for a total period of ______ months starting from ________ to _____________.

DP ID/Client ID / Folio No	Type of security	Nature of Trade (Buy/Sell)	Proposed Date/time period of trade	Price limit(Optional) For buy: * For Sale:**	No. /total amount of securities proposed to be traded

*** for buy: 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.**
**** For Sale: 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.**
In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the designated person shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

With respect to the above trading plan, I hereby undertake that I shall:

1. not entail commencement of trading earlier than 120 calendar days from the public disclosure of the plan.
2. not commence the trading as per above plan if the Unpublished Price Sensitive Information which is in my possession at present, do not comes into public domain till the time of commencement of trading plan & shall defer the commencement of trading plan till such information becomes generally available.
3. not tender any other trading plan for the period for which the above trading plan is already in force; and
4. not entail trading in securities for market abuse.

Signature: _________________________

Name : ___________________________________ ;

Designation: ____________________________ ;

DIN / PAN No.:____________________________ ;

ANNEXURE II
SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
MV Electrosystems Limited
118/1 (First Floor),Gali No.2 Govind
Puri,New Delhi, India, 110019

Dear Sir/Madam,

Sub.: **Application for Pre-dealing approval in securities of the Company**

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscribe _____________equity shares of the Company, in aggregating in value Rs. _________________(Approx), 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 duly signed copy of Undertaking and details of shares held by Dependent signed by me.

Yours Faithfully

Signature: ________________________;
Name: ________________________;
Designation: ________________________;
DIN / PAN No.: ________________________

Details of shares held by Dependents:

1.	Name of the Dependent				
2.	Relationship				
3.	No. of Shares held				
4.	Nature of Transaction for which Approval is sought (Purchase/ Sell/ Others)				
5.	No. of shares to be dealt				
6.	Aggregate value of the Transaction (In INR)				

Yours Faithfully

Signature: ___________________________;
Name: ___________________________;
Designation: ___________________________;
DIN / PAN No.: ___________________________

ANNEXURE III
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

Date:

To,
The Compliance Officer,
MV Electrosystems Limited
118/1 (First Floor),Gali No.2 Govind Puri,
New Delhi, India, 110019

Sub.: **Undertaking**

Dear Sir/Madam,

I, ____________________, S/o Sh ________________________________, ________________________(Designation) 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. Aggregating Value of the Transaction will be Approx. INR __________________/- only.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information / price sensitive information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) upto the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" / "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 am executing the transaction as per duly approved trading plan.

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 02 trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken within a period of 7 days from date of pre-clearance of transaction.

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

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

Signature: _______________________;
Name: _______________________;
Designation: _______________________;
DIN / PAN No.: _______________________

Note: Please delete the clause(s) which are not applicable.

ANNEXURE IV
FORMAT FOR PRE- CLEARANCE ORDER

Date:

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) i.e. within 7 trading 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.

Yours Faithfully,
For **MV Electrosystems Limited**

Compliance Officer/ Managing Director

Encl.: Format for submission of details of transaction

ANNEXURE V
FORMAT FOR DISCLOSURE OF TRANSACTIONS
(To be submitted within 2 days of transaction / dealing in securities of the Company)

Date:

To,
The Compliance Officer,
MV Electrosystems Limited
118/1 (First Floor),Gali No.2 Govind Puri,
New Delhi, India, 110019Dear Sir/Madam,

I/We the undersigned hereby inform that I/We:

- have not bought / sold/ subscribed securities of the Company vide pre-cleared order bearing no. ________________________dated _____________________;
- have bought/sold/subscribed to _____________ (no's) securities as mentioned below on _________________(date)

Name of holder	No. of securities dealt with	Bought/sold/ subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note;
2. Proof of payment to/from broker;
3. Extract of bank passbook/statement (to be submitted in case of De-mat transaction);
4. Copy of Delivery Instruction Slip, if any (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of 6 (Six) months. In case there is any urgent need to sell these securities within the said period, I shall approach to the Compliance Officer for necessary approval. ***(Applicable in case of purchase / subscription).***

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

Signature: ________________________;
Name: ________________________;
Designation: ________________________;
DIN / PAN No.: ________________________

*Strike off whichever is not applicable.

Annexure VI
FORMAT FOR DISCLOSURE BY DESIGNATED PERSONS
(To be submitted within 7 days of end of Financial Year or as and when the information changes)

Date: ______________

Internal Use
Record Date and Time Sign:

To,
The Compliance Officer,
MV Electrosystems Limited
118/1 (First Floor), Gali No.2 Govind Puri,
New Delhi, India, 110019Sir,

My personal details are as under:

Name of Concerned Person:	
Department:	
Names of educational institution(s) from which designated persons have studied – starting from Graduation (one time basis)	1. 2. 3.
Names of their past employers (one time basis)	1. 2. 3.

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, and the Company's Code of Conduct for Prevention of Insider Trading, I hereby declare:

1. That I have the following immediate relative(s) and persons with whom I share a material financial relationship:

S. No.	**Name of the immediate relative(s)/Person with whom designated person(s) shares a material financial relationship**	**PAN**	**Phone Number**

2. I shall inform the changes in the above details from time-to-time.

3. The above details are true, correct and complete in all respects.

Signature:

Name :

MV ELECTROSYSTEMS LIMITED
("COMPANY")

Code of Practice's and Procedure's

For

Fair Disclosure of Price-Sensitive Information

I. Definition

"**Act**"	Securities and Exchange Board of India Act, 1992
"**Board**" / "**SEBI**"	Securities and Exchange Board of India
"**Code**"	Code of Practice and Procedure for Fair Disclosure of Price-Sensitive Information – as per regulation 8 of Regulations
"**Company**"	MV Electrosystems Limited and its subsidiary (ifany)
"Regulations"	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
"Chief Investor Relations Officer" / "CIRO"	means the person nominated to function as the Chief Investor Relations Officer under the Regulations;
"Compliance Officer"	mean the Company Secretary of the Company, and in his absence, any other senior officer designated so and reporting to the Board of Directors as mentioned in the Regulations
"MD" or "JMD"	Shall mean Managing Director or Joint Managing Director respectively, with whom substantial powers of management of the Company vest;
"Code of Conduct"	mean the **"Code of Conduct for Prohibition of Insider Trading**"
"Unpublished Price Sensitive Information"	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 be including but not restricted to, information relating to the following: a. Declaration of Financial Results (both audited and or unaudited); b. Declaration of Dividends (both Interim and or Final); c. Change in Capital Structure by way of Public/Rights/Preferential/Bonus issues; d. Mergers, De-mergers, Acquisitions, Delisting, Disposals and Expansion of Business and such other transactions; e. Changes in Key Managerial Personnel ("KMP's");

II. Interpretation

Words denoting the singular shall include the plural and vica versa and words denoting masculine gender shall include reference to feminine or neuter gender;

Words and expressions used and not defined in this code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), Securities and Exchange Board of India Act, 1992, the Securities Contract (Regulation) Act, 1956, the Depositories Act, 1996, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and / or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

III. Publication of the Code

This Code, upon its adoption by the Board of Directors of the Company, shall be uploaded on the Company's website and simultaneously, confirmed to the stock exchange(s) whereon securities of the Company are listed. Any updates hereto shall be promptly reflected on the Company's website also, confirmed to the concerned stock exchange(s).

IV. Handling and Dissemination of Price-Sensitive Information

a) Identification of Unpublished Price Sensitive Information

MD shall identify the information that shall be treated as Unpublished Price Sensitive Information (**"UPSI"**). In the event, MD is satisfied that the disclosure of any information is likely to have a material impact on the market price of the securities of the Company, he, in addition to the information falling within the definition of "UPSI" under the Regulations, may classify any other information(s) as UPSI.

MD shall be assisted by the CIRO and or the Compliance Officer while assessing such information and also making such assessment. Board of Directors of the Company may guide or suggest or issue necessary direction(s) as the case may be in the classification of any information as UPSI.

b) Access to Unpublished Price Sensitive Information

MD shall determine which person(s) may be provided access to UPSI information relating to any particular transaction. In determining such access, the MD shall be guided by theprinciple that UPSI shall be made available to any person only if such information is required for the furtherance of the legitimate purpose, performance of duties or discharge of legal obligations of such person or as permitted in the Regulations.

No person so obtaining access to UPSI, whether an employee of the Company or an external consultant or advisor, shall disclose such information to any person except those specifically authorized in this behalf by MD.

c) Public Disclosure of Unpublished Price Sensitive Information

i) Timing of Disclosure(s)

All Price Sensitive Information shall be made public upon the information itself becoming reasonable certain or upon the occurrence of the completed transaction to which the information relates becoming reasonably certain, except as allowed otherwise under the Regulations. Upon such reasonably certainty being established, the information shall be made public at the earliest practicable time and in compliance with all prevalent regulations. Where such completed transaction requires authorization by the Board of Directors, the occurrence of the event shall not be deemed to be reasonably certain unless such authorization has been granted.

ii) Manner of Disclosure

To ensure fair, uniform and universal disclosure of information that is intended to be made generally available shall be reported to the stock exchange(s) whereon the securities of the Company are listed for wide dissemination to investors and members of the exchange through the website and/or trading terminals of the stock exchange(s) before such information is disclosed to any other forum. Upon the information being sent to the stock exchange(s), the information shall be deemed to be generally available and shall no longer be treated as UPSI.

iii) Further Dissemination of Generally Available Information

Once any information is made generally available, the information may be uploaded on the Company's website in the suitable form and may be shared with any person or disseminated using any means without any restriction. It is clarified that the mere changing of the form of the information without affecting its essence shall not result in the information being treated as new information.

iv) Public Disclosure of Information Disclosed Selectively

In the event that any UPSI is disclosed selectively, inadvertently or otherwise, to any person, and the Company does not have the power to require such person not to trade in the securities of the Company on the basis of such information and not to communicate such information to any other person, such UPSI shall be promptly made generally available in accordance with this Code. MD shall decide based on the facts of the case, whether the Company has the power to require the receiver of such selective information, not to trade in the securities of the Company on the basis of such information and not to communicate such information to any other person.

d) Responding to request for information

i) Information supplied / shared with investors, research analysts, research personnel and journalist etc.

MD or JMD make sure that the information which is being supplied to any investor(s), research analyst, journalist, research personnel or any other member of the public/media, whether on request or otherwise, is not a UPSI.

ii) Request for verification of information from regulatory authorities

Any queries on material published in the media or requests for verification of market rumors received from regulatory authorities or stock exchange(s) shall be responded to promptly and in a manner that is not misleading.

e) Access to Conference Calls and Presentation Materials

The CIRO shall provide all investors access to the Company's conference call, proceedings of the meeting with analysts and other investor relations conferences along with presentation material(s), if any, by placing on the Company's website at the earliest practicable.

f) Dealing in UPSI by Insiders for legitimate purposes

Any person may communicate or procure UPSI to carry out legitimate purpose, which shall include sharing of information in the ordinary course of business 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 Regulations and Code of Conduct for prevention of Insider Trading formulated by the Company.

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI.

A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for “legitimate purposes” along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.

g) Nomination of Chief Investor Relations Officer

Board of Directors of the Company shall nominate an employee of the Company as the Chief Investor Relations Officers for the purpose of the Regulations. Such CIRO must be financially literate and conversant with the workings of the stock market, and shall be the primary contact person for research analyst and investors seeking to interact with the Company. CIRO may have other responsibilities within the Company and may be given a suitable title to reflect his or her functions and level within the organization.