



MAGNUM VENTURES LIMITED (MVL)

CODE OF PRACTICE AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Introduction

1.1. The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") on January 15, 2015, effective from May 15, 2015. Magnum Ventures Limited ("MVL" or the "Company") is required to formulate and have published on the MVL website, a code of practices and procedures for fair disclosure of unpublished price sensitive information ("Disclosure Code"). Accordingly the board of directors of MVL ("Board") has formulated this Disclosure Code.

1.2. In Compliance of SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018 (notified by SEBI on 31st December, 2018 and effective from 01st April, 2019), the Board of Directors has approved the amendments to this Code at its meeting held on 30th March, 2019 and the revised Code shall be effective from 01st April, 2019.

1.3. The objective of this Disclosure Code is to ensure timely and adequate public disclosure of Unpublished Price Sensitive Information (as hereinafter defined) no sooner than credible and concrete information comes into being in order to make such information generally available.

1.4. The provision of this Disclosure Code shall to the extent relevant, be applicable to communications made through any medium, including social media platforms. Words and expressions used and not defined in this Disclosure Code but defined in Code of Conduct for Prevention of Insider Trading in the Securities passed and approved by MVL's Board on MVL, and as may be amended from time to time ("Code of Conduct") shall have the meanings respectively assigned to them in the Code of Conduct.

2. Overseeing and Co-ordinating Disclosure

2.1. The Board shall appoint a senior officer of MVL who shall be responsible for overseeing the timely and adequate public disclosure of Unpublished Price Sensitive Information as required under this Disclosure Code and the Regulations ("Chief Investor Relations Officer"). In the event that a Chief Investor Relations Officer has not been appointed, and in the absence of the Chief Investor Relations Officer for any reason, the Compliance Officer or such other person as appointed by the Board shall carry out the responsibilities of the Chief Investor Relations Officer as required under this Disclosure Code, and the Regulations.

2.2. The Chief Investor Relations Officer shall report to and be answerable to the Compliance Officer.

2.3. The responsibilities of the Chief Investor Relations Officer shall include

- Dissemination and disclosure of unpublished price sensitive information (UPSI) in a uniform manner,
- Ensuring that the company complies with principle of fair disclosure of UPSI, such as
 - prompt dissemination of UPSI that gets disclosed selectively, inadvertently, or otherwise to make such information generally available;
 - appropriate and fair response to queries on news reports and clarification/verification of market rumors by regulatory authorities;
 - ensuring information shared with analysts and research personnel is not UPSI;
 - developing best practices for recording of proceedings of meeting with analysts and other investor relations forum and getting it promptly posted at official website of the company;
 - Handling all UPSI on need to know basis.

2.4. Any disclosure / dissemination of Unpublished Price Sensitive Information (unless mandated by the Regulations or the Code of Conduct) on behalf of MVL shall be first approved by the Chief Investor Relations Officer. In the case of doubt as to whether any information is Unpublished Price Sensitive Information or not, the same shall be referred to Chief Investor Relations Officer.

2.5. In the event of disclosure / dissemination of Unpublished Price Sensitive Information without the approval of the Chief Investor Relations Officer by a MVL employee, such MVL employee shall inform the Chief Investor Relations Officer about such disclosure / dissemination as soon as possible.

3. Need to Know

Unpublished Price Sensitive Information is to be handled on a “need to know” basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within and outside MVL who need to know such Unpublished Price Sensitive Information to discharge their duty and whose possession of such Unpublished Price Sensitive Information will not give rise to a conflict of interest or appearance of misuse thereof.

4. Responding to Market Rumors

4.1. Any query or request for verification of market rumors received from stock exchanges, the press, the media or any other source received by a MVL employee shall ordinarily be directed to the Chief Investor Relations Officer.

4.2. The Chief Investor Relations Officer shall in turn upon consultation with the relevant MVL employee, respond to the same. In the event that a Chief Investor Relations Officer has not been appointed the Compliance Officer shall consult with the Board in this regard.

4.3. If deemed necessary by the Compliance Officer, the Chief Investor Relations Officer shall make a public announcement for verifying or denying the rumors and thereafter make appropriate disclosures.

4.4. All requests and queries for verifications of market rumors shall be documented as far as practicable. In this regard, the Chief Investor Relations Officer shall request for all queries and requests be made in writing.

Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors

5.1. The Chief Investor Relations Officer shall to the extent possible, be invited to the meetings and conferences with analysts and institutional investors, organized by MVL.

5.2. All MVL employees shall adhere to the following guidelines while dealing with analysts and institutional investors:

5.2.1. Sharing of non-public information

Investors and analysts should only be given access to Generally Available Information. However, in the event that any information that is not generally available is provided to an institutional investor, analyst or researcher then MVL shall ensure that such information is simultaneously made available to the public as well. In any event, disclosure of any information that is not Generally Available Information (irrespective whether such information is price sensitive or not) shall only be made with the prior approval of the Chief Investor Relations Officer.

5.2.2. Handling of Unanticipated Questions:

MVL employee shall take extra care and caution while dealing with unanticipated questions during meetings with analysts, brokers, researchers and / or institutional investors. Unanticipated questions should be noted and only be given considered responses (which have been approved by the Compliance Officer). If responding to such unanticipated questions requires dissemination of Unpublished Price Sensitive Information, then the Chief Investor Relations Officer shall first disseminate such Unpublished Price Sensitive Information to the public and only subsequently respond to such unanticipated question.

5.2.3. Simultaneous release of information:

In the event that MVL proposes to organize meetings with analysts, brokers, researchers and / or institutional investors, the Chief Investor Relations Officer shall to the extent possible ensure that all such meetings are webcasted on MVL's website. In the event that webcasting of meetings referred to above is not possible, the Chief Investor Relations Officer shall ensure that MVL makes a press release, post relevant information on MVL's website, or release relevant information or through any other effective medium.

6. Policy for Determination of 'Legitimate Purpose'

6.1. "Legitimate Purpose" of sharing of unpublished price sensitive information 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.

6.2. Any person in receipt of unpublished price sensitive information pursuant to a "Legitimate Purpose" shall be considered an "insider" for purposes of this Code and the Regulations and due notice shall be given to such persons by the Compliance Officer and/or the person sharing such information to maintain confidentiality of such unpublished price sensitive information in compliance with this code and regulations.

6.3. A Structural 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 Purpose along with the Permanent Account Number or any other identifier authorized by law, where Permanent Account number is not available.

6.4. Adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

7. Medium of Disclosure / Dissemination

All material disclosures made by MVL to stock exchanges shall be updated and maintained on its website.

For and on behalf of **Magnum Ventures Limited**

Signed and approved by-
Board of Directors