



OMAX AUTOS LIMITED
CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING
OF TRADING BY DESIGNATED PERSONS
(Effective from 1st April, 2019)

1. Definitions:

- 1.1 "Act" means the Securities and Exchange Board of India Act, 1992.
- 1.2 "Board" means the Board of Directors of the Company.
- 1.3 "Code" or "Code of Conduct" shall mean the this 'Code of Internal Procedures and Conduct for regulating, Monitoring and Reporting of trading by Designated Persons' of Omax Autos Limited as amended from time to time.
- 1.4 "Company" means Omax Autos Limited.
- 1.5 "Compliance Officer" means a compliance officer within the meaning of Regulation 2(1)(c) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulation") and as identified and designated by the Board to administer the Code of Conduct and other requirements under the Insider Trading Regulation.
- 1.6 "Connected Person" shall have the meaning as ascribed to the term 'connected person' under Regulation 2(1)(d) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 1.7 Designated Person shall include :
 - (i) every director, for the time being on the Board of the Company
 - (ii) every employee in the grade of Assistant General Managers and above;
 - (iii) every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
 - (iv) all promoters of the company
 - (v) any other employee or person as may be determined and informed by the Compliance Officer from time to time.
- 1.8 "Director" means a member of the Board of Directors of the Company.
- 1.9 "employee" means every employee of the Company including the Directors in the employment of the Company.
- 1.10 "Insider" means any person who,
 - (i) Is a Connected Person; or
 - (ii) Is in possession of, or having access to, Unpublished Price Sensitive Information.
- 1.11 "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;
- 1.12 "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;

- 1.13 "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.14 "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 1.15 "Trading Day" means a day on which the recognized stock exchanges are open for trading;
- 1.16 "Unpublished Price Sensitive Information" means any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
 - (v) changes in key managerial personnel;
- 1.17 "Regulations" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 1.18 "Specified Persons" means the Directors, Connected Persons, the insiders, the Designated Persons and the Promoters and immediate relatives taken collectively.

2. Compliance Officer:

- 2.1 The Board shall identify and designate a person as Compliance Officer to administer the Code of Conduct and other requirements under these regulations.
- 2.2 The Compliance Officer shall report to the Board and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board at such frequency as may be stipulated by the Board from time to time, but not less than once in a year.
- 2.3 The Compliance Officer shall assist all employees in addressing any clarifications regarding interpretation and/or compliance of any provision of Code of Conduct.

3. Protection and communication of Price Sensitive Information:

- 3.1 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 legitimate purposes, performance of duties or discharge of legal obligations.
- 3.2 The Company shall take adequate security control measures for the safe storing and transmission of unpublished price sensitive information.
- 3.3 No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the company or securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3.4 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 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 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 may determine.

For the purposes of the above, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose as hereinabove mentioned, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

3.5 the Designated Managing Director as appointed under Sub-regulation (1) of Regulation 9 of the Regulations shall be responsible for formulation and implementation of a process for how and when people are brought 'inside' on sensitive transactions. Company shall ensure that individuals are 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.

4. Trading when in possession of unpublished price sensitive information:

4.1 Save as provided in this Code of Conduct and/or the Regulations, no insider shall trade in the securities of the Company when in possession of unpublished price sensitive information.

4.2 Designated Persons, their immediate relatives and Connected Persons shall be governed by the code of conduct governing dealing in securities.

4.3 Designated Persons may execute trades subject to compliance with the provisions of this Code of Conduct and Regulations.

5. Trading Window and its Opening/Closure:

5.1 The Company shall use a notional trading window as an instrument of monitoring trading by the Designated Persons. The Compliance Officer shall ensure that the trading window is closed when he determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of unpublished price sensitive information. Notwithstanding the foregoing, unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the following purposes:

- i) declaration of financial results (quarterly and annual), stand alone and consolidated,
- ii) declaration of dividends (interim and final),
- iii) issue of Securities by way of public/rights/bonus etc.,
- iv) any major expansion plans or execution of new projects,
- v) amalgamation, mergers, takeovers and buy-back,
- vi) disposal of whole or substantially whole of the undertaking, and
- vii) any significant changes in policies, plans or operations of the Company.

In respect of declaration of financial results, the Trading Window shall remain closed for a period of 7 days prior to the date on which the quarterly or annual standalone/consolidated financial results, as the case may be, are declared. Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

Designated Persons and their immediate relatives shall not trade in securities when the trading window is closed.

5.2 The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

5.3 The Compliance Officer, 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 determine the timing for re-opening of the trading window which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

6. Pre-clearance of trades:

6.1 When the trading window is open, trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is Rs. 10 Lakhs (market value) and above.

6.2 The pre-dealing procedure shall be hereunder:

- i) An application is to be made in the prescribed Form as per **Annexure 1** to the Compliance Officer.
- ii) A declaration in the format as per **Annexure 2** shall be submitted along with the application to the effect that:
 - (a) the applicant for pre-clearance is not in possession of any unpublished price sensitive information on the date of making the application;
 - (b) if the applicant gets possession of any unpublished price sensitive information after making the application but before the execution of the transaction, he shall inform the Compliance Officer of the change in his position and that he would completely refrain from dealing in the securities of the Company till the time such unpublished price sensitive information becomes public;
 - (c) he has not contravened the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders as notified by the Company from time to time; and
 - (d) he has made a full and true disclosure of the matter.

6.3 All applicants shall execute their order in respect of securities of the Company within 7 trading days after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed format as per **Annexure 3**.

6.4 All trades that have been pre-cleared by the Compliance Officer, have to be executed by the Designated Persons within 7 trading days from the date of pre-clearance, failing which Designated Persons shall require fresh pre-clearance for the trades to be executed.

6.5 All Designated Persons who are permitted to trade under this Code shall not execute a contra trade within six months from the execution of the original trade. The Compliance Officer, for reasons to be recorded in writing, may grant relaxation from strict application of such restrictions, provided that such relaxation does not violate the provisions of this Code and Regulations. 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 the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by it under the Act. However, this shall not be applicable for trades pursuant to exercise of stock options, if any, issued by the Company.

7. Other Restrictions

7.1 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.

7.2 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.

7.3 The disclosures made under this Code shall be maintained for a period of five years.

8. Disclosures

- 8.1 Every Promoter, key managerial personnel and Director of the Company shall comply with the requirements of Regulation 7(1)(a) of the Regulations;
- 8.2 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 7 (seven) days of such appointment or becoming a Promoter.
- 8.3 Every Promoter, employee and Director of the Company shall disclose to the Company the number of such securities of the Company 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 from time to time.
- 8.4 The Company shall notify the particulars of such trading to the stock exchanges within two trading days of receipt of the disclosure or from becoming aware of such information.
- 8.5 The Compliance Officer is empowered to require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as he may determine.
- 8.6 Designated persons shall disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:
- a) immediate relatives;
 - b) persons with whom such designated person(s) shares a material financial relationship [*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.*];
 - c) phone, mobile and cell numbers which are used by them;
 - d) the names of educational institutions from which they have graduated; and
 - e) names of their past employers, on a one time basis.
- 8.7 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Directors / officers / Designated Persons for a minimum period of five years.

9. Penalty for contravention of the Code of Conduct

- 9.1 Any Designated Persons who contravene any provision of this Code shall be barred from dealing in the securities of the Company for a period of six months.
- 9.2 Notwithstanding the aforesaid, Designated Persons who contravene any provision of this Code, shall also be subject to disciplinary action by the Board, which may include wage freeze, suspension, recovery, claw back, ineligibility for future participation in employee stock option plans, etc.
- 9.3 Any punitive action taken by the Board against any Designated Persons for any violation of this Code or the Regulations, shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

9A. Protection to employees filing Voluntary Disclosure Form*

An employee who files a voluntary information disclosure form in terms of Chapter IIIA of the PIT Regulations ("Voluntary Information Disclosure Form"), irrespective of whether the information is considered or rejected by SEBI and irrespective of whether the employee is eligible for a reward in terms of Chapter IIIA of the PIT Regulations, shall not be discriminated, discharged, terminated, demoted, suspended, threatened, or harassed, for any of the following reasons:

*Inserted pursuant to the SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019.

- (I) filing a Voluntary Information Disclosure Form under PIT Regulations;
- (II) testifying, participating, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or
- (III) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement which are solely for preventing such employee from cooperating with SEBI in any manner.

Explanation- For the purpose of this clause, "Employee" means an individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under the PIT Regulations and is a director, regular or contractual employee, but does not include an advocate.

10. Reporting to SEBI

In case it is observed by the Board, that there has been a violation of the Regulations, it shall inform SEBI promptly.



ANNEXURE 1

APPLICATION FOR PRE-CLEARANCE OF DEALS

Date:

To,
THE COMPLIANCE OFFICER,
OMAX AUTOS LIMITED

Dear Sir/Madam,

Sub: Application for Pre-clearance of deals in the securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons, I seek approval to purchase/sale/transfer/subscribe _____ equity shares of the Company as per details given below:

Sl. No.	Particulars	Details
1.	Name of the Applicant (Designated Person)	
2.	If the Applicant is an employee of the Company	Yes/No
3.	Designation (If the Applicant is an employee or a director of the Company)	
4.	Folio No. / DP ID / Client ID No. of the Applicant	
5.	Number of securities held as on the date of application	
6.	Current market price (as on date of application)	
7.	Estimated number of securities proposed to be transacted	
8.	Proposed date of transaction	
9.	Estimated Price at which the transaction is proposed	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	
11.	Number of securities to be held after the proposed transaction	
12.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

A declaration in the format as per Annexure 2, duly signed by me is enclosed herewith.

Yours faithfully,

(Signature of Applicant)

Address:



ANNEXURE 2

DECLARATION

Date:

To,
THE COMPLIANCE OFFICER,
OMAX AUTOS LIMITED

I, _____, R/o. _____,
am desirous of dealing in _____ * shares of the Company as mentioned in my application dated
_____ for pre-clearance of the transaction do hereby declare that:

- (i) I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders (the Code) up to the time of signing this declaration and in the event I get possession of any unpublished price sensitive information after making the application but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would completely refrain from dealing in the securities of the Company till the time such unpublished price sensitive information becomes public;
- (ii) I have not contravened the provisions of the Code as notified by the Company from time to time.
- (iii) I will submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.
- (iv) If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek fresh pre-clearance.
- (v) I have made full and true disclosure in the matter.

Signature : _____

* Indicate number of shares



ANNEXURE 3

FORMAT FOR DISCLOSURE OF TRANSACTIONS

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

Date:

To,
THE COMPLIANCE OFFICER,
OMAX AUTOS LIMITED

I hereby inform that, with reference to the pre-clearance approval dated _____ received for transacting _____ shares of the Company, I report that:

- * I have decided not to trade in such shares and reasons for such decision are as follows:

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

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

*Tick whichever is applicable

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 when require, following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree that I shall not execute a contra trade within six months from the date of the original transaction. In case there is an urgent need to execute a contra trade within the said period, I shall approach the Compliance Officer for necessary approval.

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: