



**OMAX AUTOS LIMITED**

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION OF OMAX AUTOS LIMITED Renewed as per Board Meeting held on 02.11.2023**

[FRAMED UNDER REGULATION 8 (1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015]

Approver: Board of Directors

1. OMAX AUTOS LIMITED (OMAX) will promptly make public disclosure of unpublished price sensitive information that would impact price discovery as soon as credible and concrete information comes into being in order to make such information generally available and shall simultaneously disclose such information to the stock exchanges and upload such information on Company's official website [www.omaxauto.com](http://www.omaxauto.com) in order to make such information generally available to general public, including investors and members of the Company.
2. OMAX shall, to ensure uniform and universal dissemination of unpublished price sensitive information (UPSI), wherever required and as far as practicable, publish such UPSI in local or national newspapers; shall make disclosure in the portal of stock exchanges and upload such UPSI on its website. It shall make all endeavors to avoid selective disclosure of UPSI.
3. The Board of Directors of OMAX shall designate a senior officer as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Chief Investor Relations Officer shall ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Chief Investor Relations Officer shall ensure appropriate and fair response is promptly provided to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. OMAX shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. OMAX shall ensure it follows best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. OMAX shall ensure that all unpublished price sensitive information (UPSI) are handled on a need-to-know basis, that is to say, all UPSI shall be disclosed only to those persons who need to know such UPSI for effective discharge of their official duties.
9. Determination of Legitimate Purpose in terms of Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulations"):

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- (i) For the purpose of, and in terms of, Regulation 3(2A) of the Insider Trading Regulations, the term 'legitimate purpose' shall include:
    - (a) sharing of any unpublished price sensitive information in the ordinary course of business by an insider with any partner, collaborator, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants of the Company who have been engaged by, or in business relationship with, the Company, provided that such sharing has not been carried out to evade or circumvent the prohibitions of Insider Trading Regulations.
    - (b) sharing of any unpublished price sensitive information by an insider, with specific approval of any of the Managing Directors of the Company, for any business purpose, approved, or proposed to be approved, by the Board of Directors of the Company, with any person, including an insider, provided that adequate measures are taken to protect such unpublished price sensitive information until it is published and such sharing has not been carried out to evade or circumvent the prohibitions of Insider Trading Regulations.
  - (ii) Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of Insider Trading Regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with Insider Trading Regulations.
10. Policy and Procedures for enquiry in case of leak of unpublished price sensitive information, and/or suspected leak of unpublished price sensitive information in terms of Regulation 9A(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulations"):
- (i) The Company shall ensure that all unpublished price sensitive information (as defined under Insider Trading Regulations and hereinafter referred to as "UPSI") are dealt with confidentiality and adequate measures are taken to ensure no UPSI is leaked out to anyone otherwise than for any legitimate purpose, until and unless it is published and made public.
  - (ii) Leak of UPSI shall refer to such act, event, deed or circumstance under which, an UPSI is shared, communicated, transmitted, made available or made accessible to any person, deliberately, accidentally, or otherwise, with or without any specific purpose (other than for legitimate purpose), before such UPSI is published and made available to general public, and includes any purported attempt thereof, except as otherwise allowed or permitted under Insider Trading Regulations.
  - (iii) On becoming aware of actual or suspected leak of UPSI, the Company shall promptly intimate such leak of UPSI to the Stock Exchanges on which the securities of the Company are listed and to SEBI. The matter shall be forthwith be referred to a committee, called as "Enquiry Committee" consisting of three members viz. any one of the Managing Directors of the Company, Chief Financial Officer and the Compliance Officer appointed under the Insider Trading Regulations.
  - (iv) On becoming aware of actual or suspected leak of UPSI of the Company, on suo moto or any reference being made to it, the Enquiry Committee shall appoint a responsible officer of the Company ("the Enquiry Officer") to collect all relevant facts; information;





documents; details of suspected persons involved in the act; degree of damage, monetary or otherwise, which may have done to the Company; estimated monetary benefit derived or could have been derived, of such UPSI and other relevant information pertaining to such leak of UPSI; and the Enquiry Officer shall submit a written report to the Enquiry Committee, as promptly as possible, but not later than two days from his/her appointment as such for the purpose.

- (v) On receipt of preliminary report from the Enquiry Officer, the Enquiry Committee, on perusal of the preliminary report, shall form an opinion whether prima facie there appears a case for further investigation; if no such case appears, the Enquiry Committee shall close the matter.
- (vi) If a prima facie case appears for further investigation, the Enquiry Committee shall proceed for further investigation of the matter. In this regard, it may consult and/or take assistance from any professionals, experts, consultants, whether from within or outside the Company. During investigation, the Enquiry Committee may call for such additional information, documents, representations etc., record evidence and summon any person within the Company to appear before it.
- (vii) After investigation, if the Enquiry Committee finds that there is an actual leak of UPSI, depending upon the degree of damage caused to the Company or quantum of benefit derived, or could have been derived by the person to which such UPSI is transmitted, take disciplinary action against such responsible persons if such action against the person is within its purview, or otherwise, recommend the disciplinary actions against such person to SEBI. The Disciplinary action(s) may include wage freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the Enquiry Committee. The Enquiry Committee may, if warranted, direct the Company to take such measures so as to prevent the re-occurrence of such leak of UPSI. The Enquiry Committee shall prepare a closure report for each case.
- (viii) The Company shall promptly inform at each stage, of becoming aware of any leak of UPSIs, initiation of inquiries and result of such inquiries, to the Stock Exchanges on which the securities of the Company are listed, and to SEBI.



11. A structured digital database of the persons with whom UPSI is shared shall be maintained containing the names of such persons or entities as the case may be with whom UPSI 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. 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. The Compliance Officer shall maintain such database and place before the Board and Audit Committee in its report on half year basis for maintaining authenticity of the data base.

12. The Policy shall be reviewed periodically in accordance with review of internal control and check as well as changes or any regulatory requirements from time to time. In the events of inconsistency of this Policy with any legal provisions, the provisions of the law shall prevail.

**Note-- (Effective w.e.f. 02<sup>nd</sup> November, 2023)**