

# **OMAXE LIMITED**

## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND CODE OF CONDUCT FOR REGULATION, MONITORING AND PREVENTION OF INSIDER TRADING**

**(In terms of Regulation 8(1) and 9(1) of Securities and Exchange Board of India)  
(Prohibition of Insider Trading) Regulations, 2015**

### **INTRODUCTION**

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, has been notified and published in the official gazette on January 15, 2015 (hereinafter referred to as the 'Regulation').

Regulation 8 (1) of the Regulations require every company whose securities are listed on stock exchanges to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. Further Regulation 9 (1) requires every company whose securities are listed on stock exchanges to mandatorily a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with the Regulation.

In the light of the aforesaid provisions, the Board of Directors at their meeting held on May 28, 2015 adopted this "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Regulation, Monitoring and Prevention of Insider Trading" hereinafter referred as ("Code")

Further, in view of SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018, the Code has been revised and adopted by the Board of Directors of the Company.

### **APPLICABILITY OF THIS CODE**

This Code shall be applicable to the Designated Persons and Connected Persons (as defined hereinafter), Disclosure requirements specified under this Code shall only be applicable to Designated Persons unless specified otherwise.

#### **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- 1.3 **"Code"** means Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Regulation,

Monitoring and Prevention of Insider Trading as amended from time to time by the Board;

1.4 **“Company”** means Omaxe Limited;

1.5 **“Compliance Officer”** “compliance officer” means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and 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 or the head of an organization, as the case may be.

1.6 **“Connected Persons”** means:

- (i) any person who is or has during the six months prior to the concerned act been associated with the 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 or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the above, following persons shall be the deemed 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; or
  - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
  - (e) an official or 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 recognized or authorized by the Board: or
  - (i) banker of the Company; or
  - (j) 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;

- 1.7 **“Designated Person (s)”** means and include;
- (i) Promoters;
  - (ii) All Directors;
  - (iii) Key Managerial Personnel (KMPs);
  - (iv) All Employees posted at the Corporate Office/Construction Sites of the Company, from the level of Assistant Manager and above in the Finance Department, Accounts Department, Legal department and Secretarial Department and from the level of Senior Manager and above in other Departments;
  - (v) (a) all direct reportees to Directors, (b) all reportees to the direct reportees as specified in (a) above if posted at the Corporate Office/Constructions Sites of the Company;
  - (vi) Chief Executive Officer and up to two levels below the Chief Executive Officer of the Company and its material subsidiaries.
  - (vii) Immediate Relatives of the persons as specified in (i) to (vi) above.
  - (viii) Connected Person having Unpublished Price Sensitive Information as may be communicated by the designated persons to the Compliance Officer.
- 1.8 **“Employee”** means every employee of the Company including the Directors in the employment of the Company;
- 1.9 **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis.
- 1.10 **“Insider”** means any person who is:
- (i) a connected person; or
  - (ii) in possession of or having access to unpublished price sensitive information;
- 1.11 **“Immediate Relative”** means a 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;
- 1.12 **“Need to know”** basis means the information which is considered material and price sensitive should be disclosed only to those employees within the Company who need such information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

- 1.13 **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;
- 1.14 **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company, and “trade” shall be construed accordingly.
- 1.15 **“Trading Window”** means a trading period for trading in the Company’s Securities as specified by the Company from time to time. All days shall be the trading period except those days specified in Clause 5.3 hereunder.
- 1.16 **“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:
- (i) Financial results;
  - (ii) Dividends;
  - (iii) Change in capital structure;
  - (iv) Mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions;
  - (v) Changes in key managerial personnel;
- 1.17 Words and expressions used in this Code and not defined shall have the meanings respectively assigned to them in the SEBI (PIT) Regulations, 2015.

## **2. COMPLIANCE OFFICER**

**2.1** “Compliance Officer” shall take all steps as may be required for compliance of the Code.

### ***2.2 Roles & Responsibilities of Compliance Officer***

2.2.1 The Compliance Officer shall set forth policies, procedures and shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for preservation of Unpublished Price-sensitive Information, pre clearing of trades by Designated Persons, monitoring of trades and the implementation of the Code under the overall supervision of the Board of Directors of the Company.

2.2.2 The Compliance Officer shall place before the Board a yearly report on insider trading to the Board. The yearly report shall be placed in the Board Meeting held after March 31 for consideration of yearly audited financial results of the Company.

The yearly report shall contain details of (i) all the trading's done by the Designated Persons in the Securities of the Company during the report period, if any; (ii) initial disclosures received from Directors, Promoters and KMPs, if any, during the reporting period; (iii) continual disclosures and annual statements received from Designated Persons or any other persons (iii) pre clearances given and the disclosures received for such trading's, if any and (iv) trading done under trading plan etc., if any and such details as may be required.

2.2.3 The Compliance officer shall maintain records of all the declarations from the Designated Persons and place the same before the Board in accordance with this Code.

2.2.4 The Compliance Officer shall also act as a Chief Investor Relations Officer and shall be responsible to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.

### **3. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

#### *3.1 Restriction on communication of Unpublished Price Sensitive Information.*

No Designated Persons/ Connected Persons shall directly or indirectly disclose, communicated (or cause the disclosure/ communication), provide, or allow access, counsel to anyone or procure, directly or indirectly any Unpublished Price Sensitive Information except in accordance with Clause 3.2 & Clause 3.3 of this Code.

#### *3.2 Need to know Basis*

Unpublished Price Sensitive Information is to be handled on a Need to Know basis. Access to material, non-public information about the Company including information with respect to the business, earnings or prospects, should be limited to the senior management of the Company (manager and above level) on a Need to Know Basis.

Such information may be disclosed only to persons within the Company who need the information in furtherance of legitimate purposes, performance of their duties and/or discharge their legal obligations and whose possession of such information will not give rise to conflict of interest or appearance of misuse of the information.

#### *3.3 Legitimate Purpose*

The Unpublished price sensitive information can be shared as an exception by an Insider for Legitimate purposes as per its "Policy for determination of Legitimate Purposes" (Annexure I), provided it is not shared to evade or circumvent the prohibition under this Regulation.

#### *3.4 Limited access to confidential information: Maintenance, Retention, Access & Sharing of Unpublished Price Sensitive Information*

Files containing confidential information shall be kept secure. Computer files should have adequate security of login and password etc.

Review of confidential documents in public places should not be conducted so as to prevent access by unauthorized person.

Access to areas likely to contain confidential documents or material, non-public information shall be restricted.

Unpublished Price Sensitive Information between two departments may be exchanged only on a Need to know Basis.

Any Unpublished Price Sensitive Information on need to know basis may be shared apart from the above laid down criteria on the basis of special approval to be obtained from the Compliance Officer for sharing of information to any person.

Compliance Officer upon receipt of such request shall after seeking approval from the chairman of Board and ensuring adequate security and seeking confirmation from such persons with whom Price Sensitive Information may grant sharing of Unpublished Price Sensitive Information.

### *3.5 Adherence to confidentiality policy*

While communicating any confidential and/or Unpublished Price Sensitive Information, if required all the Employees must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

### *3.6 Permitted Disclosures/Communications*

Unpublished Price Sensitive Information may be disclosed, communicated, provided, allowed access to or procured, in connection with a transaction which entails;

- (i) an obligation to make an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**"Takeover Regulation"**) where the Board is of informed opinion that the proposed transaction is in the best interests of the Company; or
- (ii) not attracting 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.

Provided in both the abovementioned cases confidentiality and non-disclosure agreement must be executed with the parties to transaction prior to disclosure of any confidential information.

#### **4. RESTRICTION ON TRADING OF SECURITIES BY PROMOTER, KEY MANAGERIAL PERSONNEL, DESIGNATED PERSONS AND THEIR DEPENDANT AND CONNECTED PERSON**

##### *4.1 Prohibition on Trading in Securities of the Company*

No Designated Persons/ Connected Persons and Employee of the Company, either on his own or on behalf of any other person shall trade in the Securities of the Company when in possession of Unpublished Price Sensitive Information.

##### *4.2 Trading pursuant to a Trading Plan*

Designated Persons who are perpetually in possession of Unpublished Price Sensitive Information shall be entitled to formulate a trading plan for trading in Securities of the Company in compliant manner subject to the following conditions;

4.2.1 Trading Plan shall (i) not entail commencement of trading on behalf of the Designated Persons 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 issuer of the securities 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.

4.2.2 Trading Plan shall be presented to the Compliance Officer for approval and public disclosure. The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the Trading Plan as per provisions of the Regulations.

4.2.3 Upon approval of the Trading Plan, the Compliance Officer shall notify the Trading Plan to the stock exchanges.

4.2.4 The Trading Plan once approved shall be irrevocable and the Designated Persons shall mandatorily have to implement the Trading Plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the Trading Plan.

However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the Trading Plan, the Designated Persons is in possession of any Unpublished Price Sensitive Information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such Unpublished Price Sensitive information becomes generally available information, Further, the Designated Persons shall

also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

## **5. RESTRICTION ON TRADING OF SECURITIES**

5.1 All Designated Persons shall not enter into derivative transaction (s) during any time with respect to the Securities of the Company.

5.2 All Designated Persons (including their immediate relatives and any other person for whom they takes trading decisions) shall not trade in Securities of the Company's during the periods when the Trading Window is closed.

### **5.3 Trading Window**

5.3.1 The Compliance Officer may specify from time to time a period, when Trading Window shall be closed for trading in the securities of the Company.

5.3.2 Trading Window shall be closed from the date of notice of Board meeting to the stock exchange (which shall not be less than 7 days before the Board Meeting) in which any Unpublished Price Sensitive Information including the matters specified in Clause 5.3.3, are proposed up to forty-eight hours after the information referred to in Clause 5.3.3 is made public.

5.3.3 The Trading Window shall be closed *inter alia* during the time the following information is unpublished:

- (i) Declaration of financial results (quarterly, half-yearly and annually)
- (ii) Declaration of interim/ final dividend;
- (iii) Changes in the capital structure including by way of issue of Securities by way of public/ rights/ bonus, change in market lot of the Company's shares, sub division of equity shares, forfeiture of shares etc.;
- (iv) Any significant expansion plans of execution of new projects;
- (v) Amalgamation, mergers, demergers, takeovers, buy back and delisting, spin off or selling divisions of the Company;
- (vi) Buy back of shares or other securities;
- (vii) Disposal of whole or substantially the whole of the undertaking;
- (viii) Any significant changes in policies, plans or operations of the Company;
- (ix) Changes in the key managerial personnel;
- (x) Commencement of any new commercial production/commercial operations where the contribution there from is likely to exceed 5% of the total turnover of the Company during that financial year;
- (xi) Developments with respect to changes in pricing/ realization on goods and services arising out of changes in government policy;
- (xii) Litigation/dispute with a material impact;
- (xiii) Revision of credit ratings assigned to any debt or equity instrument of the Company;
- (xiv) Any information which if disclosed is likely to materially affect the prices of the securities of the Company.



5.3.4 Trading Window shall be opened 48 Hours after the information referred to in para 5.3.3 is made public.

5.3.5 Trading restrictions period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

#### 5.4 **PRE CLEARANCE OF TRADE**

5.4.1 All designated Persons (Including their immediate relatives and any other person for whom they takes trading decisions) who intend to trade in the securities of the Company exceeding 1000 shares or where the transaction value of the securities intended to be Traded exceeds Rupees Five lacs (market Value) whichever is less should pre clear the Transactions as per the pre trading procedure as described in Clause 5.4.2.

5.4.2 Following procedure shall be followed for the pre clearance of Trades:

(i) An application shall be made to the Compliance Officer in the pre clearance application form (**enclosed as "Annexure II**) or in such other form as Compliance Officer may prescribe from time to time.

#### 5.4.3 **OTHER RESTRICTIONS**

(I) All Designated Persons (including any other person for whom they takes trading decisions) shall execute the Trade within seven trading days after the approval of pre-clearance is given. If the trade is not executed within seven trading days after the approval of pre-clearance is given, the Designated Persons must obtain the prior clearance again.

(II) The Designated Persons shall file the details of the trade (including trade by any other persons for whom they takes trading decisions) with the Compliance officer in the prescribed form (**enclosed as annexure III**) with in Two working days of from the date of execution of the Trade. In case the Trade is not undertaken, a report to that effect shall also be filed with the Compliance officer in the same form within 2 working days after expiry of seven trading days of pre clearance approval.

(III) Trade of securities by the Compliance Officer shall require prior clearance from the Joint Managing Director of the company.

(IV) All designated Person s (Including any other person for whom they takes trading decisions) who trade in any number of securities of the company shall not enter into an opposite transaction during the next six months following the prior transactions.

In case sale of securities is necessitated by personal emergency, Compliance officer may waive off the holding period after recording in writing his/her reason in this regards.

## **6. DISCLOSURES**

### **6.1 INITIAL DISCLOSURES**

a) Every Promoter, Key Managerial Personnel (KMPs) and Directors shall disclose their holding of securities of the company (including the statement of holdings of their Immediate Relatives any other person for whom they takes trading decisions) within a 30 days of this Code taking effect, to the Company in “Form A” (enclosed as “**Annexure IV**”).

(b). Every person on appointment as a Key Managerial Personnel or a director of the company or upon becoming a promoter (including the statement of holdings of their Immediate Relatives any other person for whom they takes trading decisions) 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 “**Form B**”. (as enclosed as “**Annexure V**”).

### **6.2 CONTINUAL DISCLOSURES**

a) Every Designated Persons and Employee of the Company shall disclosed the Company the number of such securities acquired or disposed of by them (including the statement of holdings of their Immediate Relatives any other person for whom they takes trading decisions) in the prescribe form 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. Ten Lakhs (Rs. 10,00,000/-). Such disclosure shall be made in the “**Form C**” (enclosed “**Annexure VI**”) within 2 working days of the trading/acquisition/disposal.

The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

b) All Designated Persons shall file an annual disclosure in FORM D (“**Annexure VII**”) to the Compliance Officer of their entire holding in the Company’s Securities along with the Statement of Immediate Relative as on 31<sup>st</sup> March every year, The annual statement should be filed by 30<sup>th</sup> April every year.

c) The Board / Compliance Officer may, at its discretion 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 may be determined by the Board / Compliance Officer in order to monitor compliance with the Regulations and this Code.

## **7. PENALTY FOR CONTRAVENTION OF THE CODE**

7.1 Every Designated 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).

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

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

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

7.5 The Board has also formulated a policy, forming part of this Code for initiating appropriate inquiries on becoming aware of leak/suspected leak of unpublished price sensitive information (**Annexure VIII**).

## **8. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION.**

To ensure timely and adequate disclosure/dissemination of Unpublished Price Sensitive Information, the Company shall follow the following norms:

8.1 Unpublished Price Sensitive Information shall be disclosed by the Company to stock exchange(s) and disseminated on a continuous and immediate basis.

8.2 Unpublished Price Sensitive Information that would impact price discovery shall be not disclosed unless credible and concrete information comes into being in order to make such information generally available.

8.3 Unpublished Price Sensitive Information shall be disclosed/ disseminated on uniform and universal basis and selective disclosure should not be made. In case any such information gets disclosed selectively, inadvertently or otherwise to it shall be promptly disclosed/disseminated to make such information generally available.

8.4 The Compliance Officer shall be responsible to deal with dissemination of information and disclosure of Unpublished Price sensitive Information and also to:

(i) Ensure that the Company complies with continuous disclosure requirements.

(ii) Oversee and coordinate disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.

(iii) Ensure that the information disclosure is correct and concrete.

(iv) Decide whether a public announcement is necessary for verifying or denying rumors and then making the disclosure, if necessary and

(v) To response to queries on news reports and requests for verification of market rumors by regulatory authorities.

8.5 The following guidelines shall be followed while dealing with analysts and institutional investors:

(i) The Company shall provide only public information to the analyst/ research persons/ large investors like institutions.

(ii) If the answer includes price sensitive information, a public announcement should be made before responding.

(iii) The Company may, if thinks appropriate and necessary, disclose transcripts or records of proceedings of meetings with analysts and other investor relations conferences, if any, on the official website.

8.5 Information's filed by the Company with exchanges under continuous disclosure requirements under the listing agreement may be made available on the Company's website in terms of applicable laws.

8.6 The Company may choose appropriate medium of disclosure/dissemination of information's under this Code so as to achieve maximum reach and quick dissemination.

## **GENERAL**

Designated Persons are advised to peruse the Regulations carefully and acquaint themselves with all the provisions contained therein. Clarification as necessary may be sought from the Compliance Officer of the Company.

## **Annexure I**

### **POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**

[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

#### **1. Preface**

This Policy for determination of Legitimate Purposes forms an integral part of Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information and code of conduct for regulation, monitoring and prevention of Insider Trading formulated under Regulation 8 & Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations 2015.

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

#### **2. Objective**

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring Unpublished Price Sensitive Information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

#### **3. Definition**

**a) "Legitimate Purposes"** shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of PIT Regulations:

- Promoters of the Company
- Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
- Staff Members of the Audit firm/team conducting the Audit
- Collaborators
- Lenders
- Customers
- Suppliers
- Bankers
- Legal Advisors
- Insolvency Professionals
- Consultants
- Any other advisors/consultants/partners
- Any other person with whom UPSI is shared

**b) "Insider"**- Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "Insider" for purpose of PIT regulations and due notice shall be given

to such persons (Insiders) to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with PIT Regulations.

#### **4. Digital Database**

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under PIT Regulations along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

#### **5. Restrictions on Communication and Trading By Insiders**

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, and shall not otherwise trade in securities of the company when in possession of Unpublished Price Sensitive Information

**Annexure II**

**APPLICATION FOR PRE CLEARANCE**

**Date:**

**Through Department Head**

**To**

**The Compliance Officer**

**Omaxe Limited,**

**Shop No. 19-B, first Floor, Omaxe Celebration Mall,**

**Sohna Road, Gurgaon-122001**

**Sub: Pre-Clearance of trading in the securities of the Company (“Pre Clearance Application”)**

**Dear Sir/Ma’am**

I, \_\_\_\_\_, \_\_\_\_\_ of the Company/connected with the Company in the capacity of \_\_\_\_\_ seek approval for subscribing/ buying/ selling/ dealing/ agreeing to subscribe buy, sell, deal (“**Trade**”) of the securities of the Company pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Clause 5.4.1 of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulation, Monitoring and Prevention of Insider Trading of the Company (“**Code**”), as per details given below:

<b>DETAILS OF PROPOSED TRADE</b>		
1	Name and residential address of the Applicant	
2	Relationship with the Company	Employee <input type="checkbox"/> Connected Person <input type="checkbox"/> Designation (if employee):
3	Trade to be done by/ on behalf of	Applicant <input type="checkbox"/> Spouse <input type="checkbox"/> <input type="checkbox"/> Mother <input type="checkbox"/> Father <input type="checkbox"/> Brother <input type="checkbox"/> Sister <input type="checkbox"/> Son <input type="checkbox"/> Daughter <input type="checkbox"/> Others <input type="checkbox"/>
4	Trade is for	Sale <input type="checkbox"/> Purchase <input type="checkbox"/> Subscription <input type="checkbox"/> Others <input type="checkbox"/>
5	Proposed Trade is	Off Market <input type="checkbox"/> Through Stock Exchange <input type="checkbox"/>
6	Name of the other party (purchase/seller) in case Trade is an off market trade	
7	Proposed Date of dealing in securities	

8	No of securities proposed to be Traded				
9	Price at which Trade is proposed to be purchased				
10	Price of securities of the company on BSE proposed to be Traded (As on the date of application)				
11	Folio No. / DP ID / Client ID No.				
<b>DETAILS OF PRESENT HOLDING</b>					
1	No. of securities held by the applicant as on date				
2	No. of securities held by applicant's Immediate Relatives	<b>Relative</b>	<b>Name of Relative</b>	<b>No. of shares held</b>	<b>Folio No./Client ID/DP ID</b>
		Spouse			
		Father			
		Mother			
		Brother			
		Sister			
		Son			
		Daughter			
3	No. of securities held by the person(s) for whom I takes trading decisions	<b>Name</b>	<b>Relation</b>	<b>No. of shares held</b>	<b>Folio No./Client ID/DP ID</b>



**Annexure III**  
**FORMAT OF DISCLOSURE OF TRADES EXECUTED UNDER PRE CLEARANCE APPROVAL**  
*[Pursuant to code 5.4.3 (ii) of the Code]*

**Date:**

**To**  
**The Compliance Officer**  
**Omaxe Limited,**  
**Shop No. 19-B, first Floor, Omaxe Celebration Mall,**  
**Sohna Road, Gurgaon-122001**

I, \_\_\_\_\_, \_\_\_\_\_ of the Company/connected with the Company in the capacity of \_\_\_\_\_ have received pre clearance approval for purchase / sale / subscription ("**Trade**") of the securities of the Company vide pre clearance approval letter dated \_\_\_\_\_. In this regard, I hereby submit that: *(strike off which is not applicable)*

- (i) Have not Traded in the securities of the Company.  
(ii) Have Traded in the securities of the Company as per the following details:

Name of the Applicant (who applied for pre clearance)	Traded By/on behalf of	No of securities traded	DP ID/Client ID/Folio No. of the person in whose name trading is done	Price								
	Applicant <input type="checkbox"/> Spouse <input type="checkbox"/> Mother <input type="checkbox"/> Father <input type="checkbox"/> Brother <input type="checkbox"/> Sister <input type="checkbox"/> Son <input type="checkbox"/> Daughter <input type="checkbox"/> Others <input type="checkbox"/>	<table border="1" style="width: 100%;"> <tr> <td style="width: 50%;">Purchased</td> <td style="width: 50%;"></td> </tr> <tr> <td>Sold</td> <td></td> </tr> <tr> <td>Subscribed</td> <td></td> </tr> <tr> <td>Others</td> <td></td> </tr> </table>	Purchased		Sold		Subscribed		Others			
Purchased												
Sold												
Subscribed												
Others												

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:

- (i) Broker's contract note.  
(ii) Proof of payment to/from brokers.  
(iii) Extract of bank passbook/statement (to be submitted in case of demat transactions).  
(iv) Copy of delivery instruction slip (applicable in case of sale transaction).

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

I hereby declare that the above information is correct and no provisions of the Code and or the Applicable Laws/Regulations have been violated in effecting the aforesaid trade.

**Thanking you**

Yours truly,

Signature:

Name:

Employee no.:

Designation:

**Annexure IV**

**Form A**

**SEBI (Prohibition of Insider Trading)Regulation, 2015  
[Regulation 7(1)(a) read with Regulation 6(2)-Initial Disclosure to the Company]**

Name of the Company:\_\_\_\_\_

ISIN of the Company:\_\_\_\_\_

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and such persons as mentioned in Regulation 6(2)**

Name, Pan No, CIN, DIN & Address with contact nos.	Category of person(Promoters /KMP/Directors/immediate relatives/others etc.)	Securities held as on the date of regulation coming into force		% shareholding
		Type of security (For e.g. Shares, Warrants, Convertible Debentures etc.)	No.	
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>

**Note: "Securities shall have the meaning as defined under regulation 2(1)(i) of SEBI(Prohibition of Insider Trading)Regulation, 2015**

**Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
<b>6</b>	<b>7</b>	<b>8</b>	<b>9</b>	<b>10</b>	<b>11</b>

**Note: In case of Options, notional value shall be calculated based on premium plus strike price of options**

**Name and Signature:**

**Designation:**

**Date:**

**Place:**

**Annexure V**

**Form B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]**

Name of the Company:\_\_\_\_\_

ISIN of the Company:\_\_\_\_\_

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, Pan No, CIN, DIN & Address with contact nos.	Category of person(Promoters/KMP/Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held as on the date of regulation coming into force		% shareholding
			Type of security (For e.g. Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

**Note: “Securities shall have the meaning as defined under regulation 2(1)(i) of SEBI(Prohibition of Insider Trading)Regulation, 2015**

**Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

**Note:** In case of Options, notional value shall be calculated based on premium plus strike price of options

**Name and Signature:**

**Designation:**

**Date:**

**Place:**

**Annexure VI**  
**FORM C**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/KMP / Directors/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

**Note:** "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

**Note:** In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:  
Designation:  
Date:  
Place:

**Annexure VII**

**FORM D (Indicative format)**

SEBI (Prohibition of Insider Trading) Regulations, 2015  
Regulation 7(3) – Transactions by Other connected persons as identified by the company Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition /disposal (on market/public/ rights/ Preferential offer / off market/Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy / Sale/ Pledge / Revoked /Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

**Note:** “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

**Note:** In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name:  
Signature:  
Place:

## **Annexure VIII**

### **POLICY AND PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)**

*[Under Regulation 9A of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]*

#### **1. Preface**

This Policy and Procedure of an inquiry in case of leakage of UPSI forms integral part of Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information and code of conduct for regulation, monitoring and prevention of Insider Trading formulated under Regulation 8 & Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations 2015.

#### **2. Objectives**

The Objectives of this Policy are to strengthen internal control system to prevent leakage of UPSI, restrict unauthorized sharing of UPSI and take necessary actions in case of suspected leak of UPSI.

#### **3. Definitions**

(i) Chief Investor Relation Officer (“CIRO”) shall mean the Company Secretary appointed by the Board of Directors.

(i) Leak of UPSI shall mean communication of information which is / shall be UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board after following the due process prescribed in this behalf in the Code of Practices Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

Information (“UPSI”) shall have the same meaning as defined under Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information and code of conduct for regulation, monitoring and prevention of Insider Trading of the Company.

#### **4. Disclosure of actual or suspected leak of UPSI to Stock Exchanges**

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIRO shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed in the format as set out in “**Form 1**” to this policy.

#### **5. Report of Actual or Suspected Leak Of UPSI To SEBI**

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIRO shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI in the format as set out in “**Form 2**” to this policy.

## **6. Procedure for Enquiry in case of Leak Of UPSI**

On becoming aware of suo moto or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or unknown person, the CIRO shall inform the same to the Chairman & Managing Director of the Company.

The Chairman & Managing Director shall appoint and/or authorize any person(s), as he may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI. The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Chairman & Managing Director within 7 days from the date of his appointment. The Disciplinary action(s) shall include, wage freeze, suspension, recovery, termination of contract, as may be decided.

**Form 1**

**FORMAT FOR INTIMATION OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE STOCK EXCHANGES**

BSE Limited  
P. J. Towers, Dalal Street,  
Fort, Mumbai – 400 001  
Ref.: BSE Scrip Code No. 530431

Dear Sir / Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with regulations of SEBI (Prohibition of Insider Trading) Regulations, 2015

Pursuant to applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with regulations of SEBI (Prohibition of Insider Trading) Regulations, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

<b>Name of Offender, if known</b>	
<b>Name of Organization</b>	
<b>Designation (Employee, Insider, Designated Person or any other)</b>	
<b>Nature of Information</b>	
<b>Whether any action initiated by the Company? If yes, narration of the same</b>	<b>Yes/No</b>

Request you to kindly take the aforementioned on your records.

**Thanking you,**

**Yours faithfully**



**Form 2**

**FORMAT FOR REPORTING ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI**

Securities and Exchange Board of India  
Plot No. C 4-A, G Block,  
Near Bank of India, Bandra Kurla Complex,  
Bandra East, Mumbai – 400 051

Dear Sir / Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with regulations of SEBI (Prohibition of Insider Trading) Regulations, 2015

Pursuant to applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with regulations of SEBI (Prohibition of Insider Trading) Regulations, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

<b>Name of Offender, if known</b>	
<b>Name of Organization</b>	
<b>Designation (Employee, Insider, Designated Person or any other)</b>	
<b>Nature of Information</b>	
<b>Whether any action initiated by the Company? If yes, narration of the same</b>	<b>Yes/No</b>

Request you to kindly take the aforementioned on your records.

**Thanking you,**

**Yours faithfully**