



## **OSWAL AGRO MILLS LIMITED**

### **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

**(Under Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015  
as amended from time to time)**

## 1. BACKGROUND

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information by the Directors, Officers or any other person who have reasonable access to the un-published price sensitive information. The Company is committed to transparency and fairness in dealing with all stakeholders, in ensuring adherence to all laws and regulation.

To achieve these objectives, Company hereby notifies this Code of Conduct (Code) for prevention of insider trading in the shares of the Company and in line with the commencement of Companies Act, 2013 in August, 2013 and SEBI (Prohibition of Insider Trading) Regulations, 2015 dated January 15, 2015, the Code of Conduct to Regulate, Monitor and Report Trading by Insiders (hereinafter referred to as the "Code") has been drafted & adopted by the Board of Directors of the Company.

## 2. DEFINITIONS

**Act:** Act means the Securities and Exchange Board of India Act, 1992;

**Board or Board of Directors:** Board or Board of Directors means the board of directors of the Company;

**Company:** Company means Oswal Agro Mills Limited;

**Compliance Officer:** Compliance Officer means the Company Secretary of the Company or any other senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of Trades and the implementation of this Code as required under the SEBI Regulations under the overall supervision of the Board of Directors;

Explanation – "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

**Code:** Code means this Code of Conduct to regulate, monitor and report trading by Insiders and shall include modifications made thereto from time to time;

**Connected person:** Connected Person 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 foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:-
  - i. an immediate relative of connected persons specified in clause (i); or
  - ii. a holding company or associate company or subsidiary company; or
  - iii. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
  - iv. an investment company, trustee company, asset management company or an employee or director thereof; or
  - v. an official of a stock exchange or of clearing house or corporation; or
  - vi. 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
  - vii. 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
  - viii. an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
  - ix. a banker of the Company; or
  - x. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

**Designated Person:** Designated Person shall mean the following:

- i. Directors of Company and its material subsidiaries;
- ii. Promoters;
- iii. Key Managerial Personnel;
- iv. Executive secretaries/ assistants of Directors and Key Managerial Personnel;
- v. Employees in the grade of Chief General Manager and above;
- vi. Employees of material subsidiaries of the Company designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by their board of directors;

- vii. Employees upto two levels below chief executive officer of the Company and its material subsidiaries, irrespective of their functional role in the Company or ability to have access to Unpublished Price Sensitive Information;
- viii. Any support staff of the Company such as IT staff or secretarial staff, legal staff, finance staff, strategy staff who have access to Unpublished Price Sensitive Information;
- ix. Employees of the Company, on a case-to-case basis, who could be reasonably expected to have access to Unpublished Price Sensitive Information relating to the Company, to be decided by the Chairman/Managing Director/Whole-Time Director/ Compliance Officer/Chief Financial Officer, on a case-to-case basis; and
- x. Such other persons including persons in contractual, fiduciary or advisory capacity with the Company, who may be designated as such from time to time, by the Chairman/Managing Director/Whole-Time Director/ Chief Financial Officer, in consultation with the Compliance Officer, for the purpose of this Code.

**Director:** Director means a member of the Board;

**Employee:** Employee means every employee of the Company including the Directors in the employment of the Company;

**Generally Available Information:** Generally Available Information means information that is accessible to the public on a non-discriminatory basis;

**Immediate Relative:** 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;

**Insider:** Insider means any person who is:

- (i) a Connected Person; or
- (ii) in possession of or having access to Unpublished Price Sensitive Information;

**Key Managerial Personnel:** Key Managerial Personnel means Chairman and Managing Director, Whole-time Director, Group Chief Operating Officer, Chief Executive, Company Secretary, Chief Financial Officer and such other person who may be designated as Key Managerial Person under applicable law from time to time;

**Leak of UPSI** shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

**Explanation:** It covers the instances where the UPSI has been shared by a person to any person, association, body, firm, agency, society, entity or to a group thereof except in compliance with applicable law.

**Promoter:** 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;

**Promoter Group:** Promoter Group 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;

**SEBI:** SEBI means Securities and Exchange Board of India;

**SEBI Regulations:** SEBI Regulations means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;

**Securities:** Securities shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;

**Trading:** Trading means and includes subscribing, buying, selling, pledging dealing, or agreeing to subscribe, buy, sell, pledge, deal in any securities, and "Trade", "Traded" shall be construed accordingly;

**Trading Day:** Trading Day means a day on which the recognized stock exchanges are open for trading;

**Trading Window:** Trading Window means a trading period for trading in the Securities of the Company as specified by the Company from time to time; and

**Unpublished price sensitive information or UPSI** 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, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement.

### **3. COMPLIANCE OFFICER**

The Board of the Company shall appoint the Company Secretary as the Compliance Officer to ensure compliance and for effective implementation of the Regulations and also this Code across the Company.

The Company Secretary shall ensure that this Code including amendments thereof, shall be formulated by Chief Executive Officer or the Wholetime Director and approved by the Board of Directors of the Company.

The Compliance Officer shall report to the Board of the Company.

The Company Secretary shall hold the position of the Compliance Officer so long as he / she remain the Company Secretary. In the event of the office of the Company Secretary falling vacant till such time a successor is appointed, the Wholetime Director shall, in the interim period act as the Compliance Officer.

In order to discharge his / her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his / her function. In the performance of his / her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

#### **DUTIES OF COMPLIANCE OFFICER:**

The Compliance Officer shall be responsible for:

- setting forth policies in relation to the implementation of the Code and the Regulations in consultation with the Board / Audit Committee;
- prescribing procedures for various activities referred to in the Code;
- compliance with the policies and procedures referred hereinabove;
- monitoring adherence to the rules for the preservation of UPSI;
- grant of pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.
- implementation of this Code under the general supervision of the Audit Committee and the overall supervision of the Board of the Company.

The Compliance Officer shall maintain a record (either manual or in electronic form) of the Designated Persons and their Immediate Relatives (**Refer Annexure-1**) and changes thereto from time-to-time.

The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code.

The Compliance Officer shall place status reports before the Chairman of the Audit Committee, detailing Trading in the Securities by the Designated Persons along with the documents that such persons had executed in accordance with the pre-trading procedure prescribed under the Code once in a financial year.

#### **4. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

Specified Persons shall maintain the confidentiality of all UPSI coming into their possession or control.

To comply with this confidentiality obligation, the Specified Persons shall not:

- i. communicate, provide or allow access of UPSI to any person directly or indirectly, including by way of making a recommendation for the purchase or sale of Securities of the Company unless such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; or
- ii. discuss UPSI in public places; or
- iii. disclose UPSI to any Employee who does not *need to know* the information for discharging his or her duties; or
- iv. recommend to anyone that they may undertake Trading in Securities of the Company while being in possession, control or knowledge of UPSI; or
- v. be seen or perceived to be Trading in Securities of the Company while in possession of UPSI.

#### **NEED TO KNOW**

The Specified Persons, who are privy to UPSI, shall handle the same strictly on a “*Need to Know*” basis. This means the UPSI shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

#### **LIMITED ACCESS TO CONFIDENTIAL INFORMATION**

Specified Persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- files containing confidential information shall be kept secure;

- computer files must have adequate security of login through a password;
- follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

### **CHINESE WALL**

To prevent the misuse of UPSI, the Company has adopted a 'Chinese Wall' policy which separates those departments which routinely have access to UPSI, considered "inside areas" from those departments which deal with sale / marketing or other departments providing support services, considered "public areas".

As per the said policy:

- The Employees in the inside areas are not allowed to communicate any UPSI to anyone in the public areas;
- The Employees in inside area may be physically separated from the Employees in public area;
- The demarcation of various departments as inside area shall be determined by the Compliance Officer in consultation with the Board;
- Only in exceptional circumstances, Employees from the public areas are brought 'over the wall' and given UPSI on the basis of "need to know" criteria, under intimation to the Compliance Officer.

### **TRADING WINDOW:**

Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for Trading in the Securities of the Company.

Unless otherwise specified by the Compliance Officer, the Trading Window for Trading in Securities of the Company shall be closed for the Designated Persons (including their immediate relatives) when the Compliance Officer determines that a Designated Person or class of Designated Persons (including 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) are reasonably expected to have UPSI, including for the following purposes:

- a) declaration of financial results;
- b) declaration of dividends;
- c) change in capital structure;
- d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;



- e) changes in key managerial personnel; and

**For Board meetings to be held for consideration of quarterly/annual financial results:**

-Starting from end of the relevant quarter and till 48 hours after the declaration of financial results.

The gap between clearance of accounts by Audit Committee and Board Meeting should be as narrow as possible preferably on the same day to avoid leakage of material information.

**For any other Board meeting in which confidential matter(s) having impact on the price of the securities of the Company is discussed:**

- 15 days or such other day in consultation with the Wholetime Director/ CEO/ CFO of the Company preceding the date of Board Meeting or any other event date, till 48 (Forty-Eight) hours after the information referred to above becomes generally available.

All the Designated Persons (including any person having contractual or fiduciary relation with the company, such as partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants ) shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.

**5. PRECLEARANCE OF DEALING IN SECURITIES:**

**APPLICABILITY:**

Every Designated Person shall obtain a *pre-trading* approval as per the procedure prescribed hereunder for any Trading in the Securities of the Company proposed to be undertaken by such Designated Person / his / her Immediate Relatives. Such *pre-trading* approval would be necessary, only if the cumulative trading (including trading in derivatives of Securities, if permitted by law) whether in one transaction or a series of transactions exceeds Rs. 10 lakhs (market value).

**PRE-TRADING PROCEDURE**

For the purpose of obtaining a *pre-trading* approval, the concerned Designated Person shall make an application in the prescribed form (**Refer Annexure 2**) to the Compliance Officer. (The Compliance Officer should submit his / her application for *pre-trading* approval to the Wholetime Director/ CEO.)

Such application should be complete and correct in all respects and should be accompanied by such undertakings and declaration (**Refer Annexure 3**) indemnity bonds and other documents / papers as may be prescribed by the Compliance Officer from time-to-time.

Such application for *pre-trading* approval with enclosures may preferably be sent through electronic mail followed by hard copies of all the documents. The e-mail for this purpose should be sent to the address specifically dedicated for this purpose i.e. e-mail of the Compliance Officer [cs@oswalagromills.in](mailto:cs@oswalagromills.in).

No Designated Person shall apply for pre-trading approval if such person is in possession of UPSI, even if the Trading Window is not closed.

#### **APPROVAL:**

The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same Trading Day but not later than the next Trading Day unless he is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Regulations. Such approval / rejection may preferably be conveyed through electronic mail. While considering the application, the Compliance Officer shall have due regard to whether the declaration provided in Annexure 3 is reasonably capable of being rendered inaccurate.

Every approval letter shall be issued in such format (**Refer Annexure 4**) as may be prescribed by the Company from time-to- time. Every approval shall be dated and shall be valid for a period of 7 (seven) Trading Days from the date of approval.

In the absence of the Compliance Officer due to leave etc., the Employee designated by him / her from time-to-time, not being below the level of General Manager and part of the Compliance Department shall discharge the function referred to in (a) above.

#### **COMPLETION OF PRE-CLEARED TRADING:**

All the Designated Persons shall ensure that they / their Immediate Relatives complete execution of every pre-cleared deal in the Company's Securities as prescribed above no later than 7 (seven) Trading Days from the date of the approval. The Designated Person shall file within 2 (two) Trading Days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form (**Refer Annexure 5**). In case the transaction is not undertaken, a report to that effect shall be filed (**Refer Annexure 5**).

If a deal is not executed by the concerned Designated Person / Immediate Relatives pursuant to the approval granted by the Compliance Officer within 7 (seven) Trading Days, the Designated Person shall apply once again to the Compliance Officer for *pre clearance* of the transaction covered under the said approval.

### **TRADING PLANS:**

The Regulations recognize the concept of Trading Plans. Any Designated Person intending to formulate a Trading Plan shall consult the Compliance Officer to discuss the applicable rules and procedure. The Compliance Officer shall only approve a Trading Plan in accordance with the applicable provisions of the Regulations.

### **OPPOSITE TRANSACTIONS IN THE SECURITIES:**

The Designated Persons shall not, within six months of buying or selling any number of Securities of the Company, enter into an opposite transaction i.e. sell or buy, as the case may be, any number of the Securities of the Company.

The Compliance Officer can grant relaxation from strict application of the above restriction after recording the reasons in this regard provided that such relaxation does not violate the Regulations. It may however, be noted that in terms of the Regulations, no such purchase / sale will be permitted when the Trading Window is closed.

Notwithstanding the above, should the Designated Persons execute an opposite transaction, inadvertently or otherwise, in violation of the restrictions set out above, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992.

### **ADVICE REGARDING PRE-CLEARANCE:**

In case of doubt, the Designated Person shall check with the Compliance Officer or the Officer designated by him / her from time-to-time whether the provisions relating to pre-clearance are applicable to any proposed transaction in the Company's Securities.

### **REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:**

- a) Every Promoter, member(s) of the promoter group, key managerial personnel, Director and Designated Person (as and when identified by the Board) of the Company shall disclose their holding, and the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities (including derivatives) to the Compliance Officer within 30 (thirty) days of the Regulations taking effect or forthwith on being identified as a Designated Person, as the case may be, in prescribed formats [(Refer Annexure 6) and (Form A)].
- b) Every person on appointment as a key managerial personnel or a Director of the Company or upon becoming a Promoter/Member of the promoter group of the Company or on being identified as a Designated Person shall disclose their holding, and the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities (including derivatives) as on the date of appointment or becoming a Promoter/member of the

promoter group, to the Company within 7 (seven) days of such appointment or becoming a Promoter or member of the promoter group or on being identified as a Designated Person, as the case may be, in prescribed formats [**Refer Annexure 6**] and **(Form B)**].

- c) Every Promoter, member of the promoter group, key managerial personnel, Director and Designated Person of the Company shall disclose annual statements of their holding, and the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities (including derivatives) to the Compliance Officer as on 31<sup>st</sup> March every year in such form and manner (**Refer Annexure 1**) as may be prescribed by the Compliance Officer from time-to-time. Such statement shall be submitted by 15th April every year.
- d) Every Promoter, Member of the Promoter Group, Director and Designated Persons of the Company shall disclose in prescribed formats [**Refer Annexure 7**] and **(Form C)**] to the Compliance Officer the number of such Securities (including derivatives) of the Company acquired or disposed by them or their Immediate Relatives and by any other person for whom such person takes trading decisions, 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 lakhs or such other value as may be specified by SEBI. The Company shall notify the particulars of such trading to the stock exchange on which its Securities are listed within 2 (two) Trading Days of receipt of disclosure or from becoming aware of such information.

The Compliance Officer shall maintain records of all the above declarations in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof. The Company may, at its discretion, prescribe additional obligations for any other Connected Persons or a class of Connected Persons to make disclosures of holdings and trading in Securities (including the form and frequency).

#### **MECHANISM FOR PREVENTION OF INSIDER TRADING:**

1. The Company Secretary shall be responsible to have adequate and effective system of internal controls including identification of employees who have access to unpublished price sensitive information and list of all the employees and other persons with whom unpublished price sensitive information is shared by the Company.
2. The Company Secretary shall be responsible for:
  - (a) Identification of all the unpublished price sensitive information and maintenance of its confidentiality,
  - (b) adequate restrictions are placed on communication or procurement of unpublished price sensitive information,
  - (c) Maintenance of database of names of such persons or entities as the case may be with whom unpublished price sensitive information is shared and

confidentiality agreements is signed and notice (Refer Annexure- ) is served to all such employees and persons;

- (d) Shall review compliance under these regulations on periodical basis and update the Audit Committee at least once in a financial year.

#### **POLICY FOR INQUIRY IN CASE OF LEAK OF UPSI**

The Board of Directors of the Company have adopted the Policy on Whistle Blower so that the employees of the company have a secure mechanism to report any concerns which inter-alia includes actual, suspected or planned leakage of any Unpublished Price Sensitive Information (UPSI) involving a Designated / connected persons / intermediaries of the Company.

Any employee of the Company has a right to report any such concerns through this policy, knowing fully well that such an act of whistle blowing on his / her part would not lead to any discrimination against him / her.

Inquiry into an instance of leak or suspected instance of Leak of Unpublished Price Sensitive Information shall be initiated, in accordance with the Investigation process provided under the Whistleblower Policy of the Company, by the Compliance Officer. The details of the leaks, inquiries and the results of the enquiries shall be informed to the Board of Directors promptly as required under the law.

#### **PROTECTION TO EMPLOYEES**

The Company shall not retaliate, in any form, including by way of discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any Employee who reports in good faith any alleged insider trading violations to Securities Exchange Board of India ("the Informant"), in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated September 17, 2019.

For purpose of this Clause, '*Employee*' shall mean any Individual who is a director or contractual or regular employee of the Company who during employment / directorship, may become privy to information relating to violation of Insider Trading Laws and files a voluntary information disclosure form under SEBI (Prohibition of Insider Trading) Regulations, 2019.

#### **PENALTY FOR CONTRAVENTION:**

Every Employee, Director, Promoter and Specified Persons shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).

The persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an Employee may include wage freeze, suspension or termination of employment.

Action taken by the Company for violation of the Regulations and the Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws / rules / regulations.

Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty which shall not be less than Rs. 10 lakhs but which may extend to Rs. 25 Crores or three times the amount of profits made out of insider trading, whichever is higher.

Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs.25 Crores or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five Crores rupees or with both. An extract of Sections 15G and 24 is given in **Appendix A.**

In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any person, he / she shall forthwith inform the Audit Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Audit Committee.

The Compliance Officer shall simultaneously inform SEBI about such violation. The person, against whom information has been furnished by the Company / Compliance Officer to SEBI for violations of the Regulations / Code, shall provide all information and render necessary cooperation as may be required by the Company / Compliance Officer or SEBI in this connection.

#### **CLARIFICATIONS:**

For all queries concerning this Code, please contact the Compliance Officer.

#### **AUTHORITY TO AMEND THE CODE**

Managing Director is authorized to make minor modifications to this Code which may be required to bring the Code in line with any regulatory / statutory changes and which to remove ambiguities, enhance clarity on the provisions of the Code etc. Any major modification to the Code will require authorization of the Audit Committee and the Board. Statutory amendments in PIT Regulations shall be implemented by the Compliance Officer with immediate effect.

**FORMAT OF DISCLOSURE OF PARTICULARS BY PROMOTERS/ MEMBER OF PROMOTER  
GROUP/ KEY MANAGERIAL PERSONNEL/ DIRECTOR/ DESIGNATED PERSON**

**(To be maintained by the Compliance Officer)**

To,

**The Compliance Officer  
Oswal Agro Mills Limited  
Near Jain Colony, Vijay Inder Nagar,  
Daba Road, Ludhiana-141003**

Dear Sir,

Pursuant to the code of conduct for prevention of Insider Trading in securities of the Company, please find my personal information for your record:

**Name of designated person:** \_\_\_\_\_

**PAN:** \_\_\_\_\_

**\*Employee No.:** \_\_\_\_\_

**\*Department:** \_\_\_\_\_

**\*Location:** \_\_\_\_\_

**\*Date of appointment:** \_\_\_\_\_

**Name of educational institutions:**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Mobile No.:** \_\_\_\_\_

**Past employers details:**

\_\_\_\_\_

\_\_\_\_\_

\*to be filled in case of employees only

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, and the Company's code of conduct for prevention of insider trading, I hereby declare that I have the following immediate relative (s):

S. No.	Name of immediate relative	Relationship with immediate relative	PAN/ any other identifier authorised by law	Phone, Mobile No. which are used by them

Description of securities of the Company held along with my immediate relative as on date of this declaration as under:

Name of holder	Physical Holdings		Electronic Holdings		
	Folio No.	Total holdings	DP ID	Client ID	Total Holdings

I hereby declare that the following persons with whom I share material financial relationship\*:

S. no.	Name of persons	Relationship with person	PAN	Phone, Mobile numbers being used by them

\* Material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of 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.



I hereby undertake to inform the changes in the above details from time to time. I also undertake not to disclose any unpublished price sensitive information to any third person and in case of disclosure it will constitute breach of confidentiality.

I hereby declare that the above details are true, correct and complete in all respects.

**Signature:**

**Name:** \_\_\_\_\_

**Place:**

**Date:**

## SPECIMEN APPLICATION FOR PRE-TRADING APPROVAL

**Date:****To**The Compliance Officer  
**Oswal Agro Mills Limited**

Dear Sir/ Madam,

**APPLICATION FOR PRE-TRADING 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 for purchase / sale / subscription of the \_\_\_\_\_ Securities (including derivatives) (GIVE DESCRIPTION) of the Company as per the details given below:

Name:

State whether:

Director

Designated Person:

Immediate relative:

Nature of transaction	*Name of proposed buyer/seller	No. of securities	**Date of purchase/allotment	***Previous approval no. and date of purchase/allotment	DP/ BEN ID of the account/ folio no. where the securities will be credited/debited	No. of securities held in such account/ folio no.

*\*applicable for off market transaction**\*\*applicable only if the application is in respect of sale of Securities.**\*\*\*applicable only if the application is in respect of sale of Securities (including derivatives) for which an earlier purchase sanction was granted by the Compliance Officer*

I enclose herewith the form of undertaking signed by me.

Yours faithfully,

\_\_\_\_\_  
(Signature of applicant)

**FORMAT OF UNDERTAKING / DECLARATION TO BE ACCOMPANIED WITH THE APPLICATION  
FOR PRETRADING**

**UNDERTAKING/ DECLARATION**

**To,  
Oswal Agro Mills Limited**

I, \_\_\_\_\_, resident of \_\_\_\_\_ hereby declare that I am Designated Person of  
Oswal Agro Mills Limited.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information [as defined in the Company's Code of Conduct for Prevention of Insider Trading (the Code)] up to and at the time of signing this Undertaking / Declaration.

In case I have access to or I receive any Unpublished Price Sensitive Information after signing this Undertaking/ Declaration but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would, and ensure that my Immediate Relatives would completely refrain from Trading in the Securities of the Company till the time such Unpublished Price Sensitive Information becomes generally available.

I declare that I have not contravened the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two Trading Days of execution of the transaction or a 'Nil' report if the transaction is not undertaken.

I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.

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

\_\_\_\_\_  
**(Signature of the Applicant)**

**Date:**

**FORMAT FOR PRE-TRADING APPROVAL LETTER**

Date: \_\_\_\_\_  
Approval No: \_\_\_ of \_\_\_

To,  
Mr. / Mrs. \_\_\_\_\_  
Emp. No.: \_\_\_\_\_  
Designation: \_\_\_\_\_

**PRE-TRADING APPROVAL/DISAPPROVAL – Your application dt \_\_\_\_\_**

Dear Mr. / Mrs. \_\_\_\_\_

With reference to your above application seeking approval for undertaking certain transactions in Securities (including derivatives) of the Company detailed therein; please be informed that you are / your Immediate Relative \_\_\_\_\_ is hereby authorized / not authorised to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till \_\_\_\_\_ (i.e. for {7} trading days from date hereof). If you / your Immediate Relative \_\_\_\_\_ do(es) not execute the approved transaction / trade on or before this date you would have to seek fresh pre-trading approval before executing any transaction / deal in the Securities (including derivatives) of the Company. Further, you are required to file the details of the executed transactions in the attached format within two {2} Trading Days from the date of transaction / deal. In case the transaction is not undertaken a “Nil” report shall be necessary.

Yours truly,

\_\_\_\_\_  
**Compliance Officer**

*Encl: Format for submission of details of transaction (Annexure 5)*

**FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS**

[To be submitted within 2 Trading Days of transaction / Trading in Securities (including derivatives) of the Company]

Date: \_\_\_\_\_

To,  
The Compliance Officer  
Oswal Agro Mills Limited

Dear Sir,

**DETAILS OF PRE-APPROVED TRANSACTION**

Ref: Your Approval letter No. \_\_\_\_\_ dated \_\_\_\_\_

I hereby inform you that I / my \_\_\_\_\_

- **have not bought / sold / subscribed any Securities (including derivatives) of the Company**
- **have bought / sold / subscribed to the \_\_\_\_\_ Securities (including derivatives) (GIVE DESCRIPTION) as mentioned below on \_\_\_\_\_ (INSERT DATE)**

Name of holder	**First or joint holder	No. of securities dealt with	Bought/ sold/ subscribed	DP ID/ Client ID or Folio No. where the securities will be debited or credited	Price (in Rs.)

\*\* "F" first holder and "J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (five) years and produce to the Compliance Officer / SEBI any of the following documents:

- Broker's contract note
- Proof of payment to / from brokers

- c) Extract of bank passbook / statement (to be submitted in case of demat transactions).
- d) Copy of delivery instruction slip (applicable in case of sale transaction)

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

I agree not to buy / sell \_\_\_\_\_ the Securities (including derivatives) for a period of [six months] from the date of the aforesaid transaction (applicable in case of purchase / sale transaction by Designated Persons only).

In case there is any urgent need to sell these Securities (including derivatives) within the said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Yours truly,  
Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
#Emp No: \_\_\_\_\_  
#Dept / Div: \_\_\_\_\_

- Strike out whichever is not applicable.

**# to be filled in only by Employees**

**FORMAT FOR DISCLOSURE OF PARTICULARS BY PROMOTER / MEMBER OF PROMOTER GROUP/ KEY MANAGERIAL PERSONNEL / DIRECTOR / DESIGNATED PERSON**

Date: \_\_\_\_\_

To,  
**The Compliance Officer**  
**Oswal Agro Mills Limited**

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Dear Sir,

My personal details are as under:

NAME OF PROMOTER / MEMBER OF PROMOTER GROUP/ KEY MANAGERIAL PERSONNEL / DIRECTOR / DESIGNATED PERSON:

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Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I hereby declare that I have the following Immediate Relative(s):

S. No.	Name of immediate relative	Relationship with Director/ Designated Person

I hereby declare that I and / or my Immediate Relatives:

- do not hold any Securities as on date; or
- hold Securities \_\_\_\_\_ (GIVE DESCRIPTION) as per the details given below:

Name holder	of	**First or joint holder	Folio No. (Physical form)	Holding	DP ID/ Client ID (electronic form)	Holding



\*Include holdings where Director / Designated Employee or Immediate Relative is a joint holder.

\*\* Indicate "F" where the named holder is the first holder of the Securities and "J" where he/she is the joint holder of the Securities.

All DP IDs and Client IDs shall be furnished even if no Securities of the Company are held.

I hereby undertake to inform the changes in the above details from time-to-time.

I hereby declare that the above details are true, correct and complete in all respects.

**Signature:** \_\_\_\_\_

**Name:** \_\_\_\_\_

**ANNEXURE 7****FORMAT FOR DISCLOSURE OF TRANSACTIONS CROSSING CERTAIN THRESHOLDS BY  
PROMOTER / DIRECTORS /PROMOTER GROUP****(To be submitted within 2 Trading Days of transaction / Dealing in Securities (including derivatives) of the Company)**

Name, PAN & Address	No. & % of Securities	Date of receipt of allotment advice / acquisition / sale of Securities	Date of intimation to company	Mode of acquisition (market purchase / public /rights/ preferential offer etc.)	No. & % of Securities post acquisition /sale	Trading member through whom the trade was executed with SEBI Registration No. of the Trading member	Exchange on which the trade was executed	Buy / Sell Quantity	Buy / Sell Value

Note: The disclosure of the incremental transactions after the previous disclosure is required to be made when the transactions effected after the prior disclosure cross the threshold of Rs. 10 lakhs in the same calendar quarter.

## APPENDIX A

### AN EXTRACT OF SECTIONS 15G AND 24 THE SEBI ACT, 1992

#### **15G. Penalty for insider trading**

If any insider who,—

- (i) either on his own behalf or on behalf of any other person, deals in securities of a body corporate listed on any stock exchange on the basis of any unpublished price-sensitive information; or
- (ii) communicates any unpublished price-sensitive information to any person, with or without his request for such information except as required in the ordinary course of business or under any law; or
- (iii) counsels, or procures for any other person to deal in any securities of any body corporate on the basis of unpublished price-sensitive information, shall be liable to a penalty which shall not be less than ten lakh rupees but which may extend to twenty-five crores rupees or three times the amount of profits made out of insider trading, whichever is higher.

#### **24 Offences**

- (1) Without prejudice to any award of penalty by the adjudicating officer under this Act, if any person contravenes or attempts to contravene or abets the contravention of the provisions of this Act or of any rules or regulations made thereunder, he shall be punishable with imprisonment for a term which may extend to ten years, or with fine, which may extend to twenty-five crores rupees or with both.
- (2) If any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five crores rupees or with both.