**OMKAR PHARMACHEM LIMITED**

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

**[As per SEBI (Prohibition of Insider Trading) Regulations, 2015 including any amendment or re- enactment thereof]**

**Introduction:**

1. The Securities and Exchange Board of India (“**SEBI**”) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”) on January 15, 2015, which came into effect from May 15, 2015.
2. Chapter IV of the Regulations require, inter alia, all listed companies to frame a Code of Fair Disclosure and Conduct as near thereto to the Model Code specified in Schedule A and Schedule B to the Regulations.
3. Pursuant to Regulation 4(2)(c)(iv) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Omkar Pharmachem Limited** (the “**Company**”) is required to formulate a framework to avoid insider trading and abusive self-dealing (“**Insider Trading Policy**”).

**Objective:**

1. This Insider Trading Policy is enforced to maintain the highest ethical standards of dealing in securities of the Company by persons to whom it is applicable. The provisions of the Insider Trading Policy are designed to regulate, monitor and report trading by Insiders in the securities of the Company.

**Definitions:**

In this Code, unless the context otherwise requires, “Code” means this **Omkar Pharmachem Limited** Code of Conduct for Prevention of Insider Trading, as modified from time to time.

1. “Compliance Officer” means the officer appointed by **Omkar Pharmachem Limited** as compliance officer pursuant to Regulation 2 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
2. “Connected Person” has the same meaning as ascribed to it in Regulation 2 of the SEBI (Prohibition of Insider Trading) Regulations, 2015
3. “Designated Persons” mean and include:
   1. All the Directors of the Company.
   2. All the Key Managerial Personnel of the Company.
   3. All Employees of Chairman’s Office, Vice Chairman and Managing Director’s Office and Whole time Director’s Office.
   4. All employees of the Finance, Legal, Corporate Communications and Secretarial Departments designated as Manager and above.
   5. Intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
   6. All promoters of **Omkar Pharmachem Limited**;

IV. “Employee” means employee of Omkar Pharmachem Limited and its Subsidiaries, if any,

V. “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

VI. “Insider” means any person who is a connected person or in possession of or having access to unpublished price sensitive information.

VII. “Regulations” means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

VIII. “Trading” means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities.

IX. “Trading Window” shall have the meaning ascribed thereto in clause 10 of the Code.

X. “Unpublished Price Sensitive Information” means any information, which relates directly or indirectly to **Omkar Pharmachem Limited** or its securities, as the case may be, which is not generally available, which upon becoming generally available is likely to materially affect the price of Securities of Omkar Pharmachem Limited and without limitation include the following:

i. periodical financial results;

ii. intended declaration of dividends (both interim and final);

iii. change in capital structure

iv. amalgamation, mergers, de-mergers, acquisitions, expansion of business

v. disposal of the whole or substantial part of the undertaking

vi. changes in key managerial personnel

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

**6. DISCLOSURE OF PRICE SENSITIVE INFROMATION**

6.1 Unpublished price sensitive information shall be promptly disclosed in the public domain and made generally available as soon as credible and concrete information comes into being for making such information generally available.

6.2 There shall be universal and uniform dissemination of the unpublished price sensitive information in order for it to be accessible to the public at large. There shall be no selective disclosure of unpublished price sensitive information

6.3 In the event of selective disclosure of an unpublished price sensitive information due to inadvertence or otherwise, such unpublished price sensitive information shall be promptly disclosed in the public domain and made generally available.

6.4 The Compliance Officer shall act as the Chief Investor Relations Officer to deal with the dissemination of information and disclosure of unpublished price sensitive information.

7. **PRESERVATION OF PRICE SENSITIVE INFORMATION**

7.1 The Designated Persons shall maintain the confidentiality of all unpublished Price Sensitive Information in their possession.

7.2 The Designated Persons shall not advise, communicate, counsel, inform or pass on such information to any person, directly or indirectly, other than communication required to be made/done in the ordinary course of business, or under any law.

7.3 No unpublished price sensitive information shall be shared with analysts or research personnel. 7.4 Appropriate response shall be given by the Company to queries on news reports and requests for verification of market rumours by regulatory authorities.

7.5 Unpublished Price Sensitive Information shall be handled on a “need-to-know” basis, i.e., unpublished Price Sensitive Information should be disclosed only to those within Omkar Pharmachem Limited and outsiders, who need the information to discharge their duty and /or functions.

7A. **POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSES":**

* 1. The Unpublished Price Sensitive Information shall be shared for legitimate purpose only with the outsiders.
  2. **“Legitimate purpose”** shall mean Sharing of unpublished price sensitive information in the Ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Insider Trading Regulations.
  3. Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose shall be considered an "insider" for purposes of the SEBI PIT Regulations and due notice shall be given to such person to maintain confidentiality of such unpublished price sensitive information in compliance with the said Regulations. Such person is also required to ensure the confidentiality of unpublished price sensitive information shared with him/her, in compliance with the Insider Trading Regulations.

**7B.** A digital database shall be maintained containing the names of persons/entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls shall also be laid out to secure such database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc.

**8. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:** Notwithstanding anything contained in the Code, the Designated Persons shall not engage in trading in Securities, whether on their own account, the account of the Immediate Relatives or on **Omkar Pharmachem Limited account,** and further shall ensure that their Immediate Relatives shall also not engage in Trading in Securities on their own account, if such Designated Person (or in case of Immediate Relatives, the concerned Immediate Relative) is in possession of any Unpublished Price Sensitive Information.

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS**

**9. COMPLIANCE OFFICER**

9.1 The Company Secretary shall be the Compliance Officer for the purpose of the Code and will report to the Board of Directors. In the absence of the Company Secretary, any other person as may be designated by the Board of Directors shall be the Compliance Officer for the purpose of the Code.

**10. TRADING WINDOW**

10.1 The **“Trading Window”** for the purpose of this Code shall mean the period during which Trading in Securities is permitted.

10.2 The Designated Persons shall engage in trading in Securities only when the Trading Window is open.

10.3 The Trading restriction Period will be made applicable from the end of Every Quarter till 48 hours after the declaration of Financial Results or any other period as may be prescribed by the SEBI from time to time.

**11. REPORTING REQUIREMENTS**

**11.1 Initial Disclosures:**

Every Promoter, Key Managerial Personnel and Director shall disclose to the Company within thirty days of the Regulations taking effect their respective holding of the Company’s Securities as on the date of these Regulations taking effect in the form prescribed by the Securities and Exchange Board of India and as amended from time to time;

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose their respective holding of the Securities of the Company, as on the date of appointment or upon becoming a Promoter, to the Company within seven days of such appointment or becoming a promoter in the form prescribed by the Securities and Exchange Board of India and as amended from time to time.

**11.2 Continual Disclosures:**

Every Promoter, Employee and Director of the Company shall disclose to the Company the number of such Securities acquired or disposed of within two trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.1.00 million or such other value as may be specified in the form prescribed by the Securities and Exchange Board of India and as amended from time to time;

The Company shall notify the particulars of such Trading to the stock exchanges on which the Company’s Securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information in the form prescribed by the Securities and Exchange Board of India and as amended from time to time.

**12. Disclosures by other connected persons.**

The Company 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 prescribed by the Securities and Exchange Board of India and as amended from time to time and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations.