



OMNIPOTENT INDUSTRIES LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Company believes in adopting, practicing and upholding the highest standards of professionalism, honesty, integrity and ethical behaviour in order to prohibit and prevent insider trading in the Company's securities. Towards this end, the Company has formulated a Code of Conduct to be followed by its directors, designated persons and immediate relatives of designated persons, who, in the opinion of the Company, may have access to price sensitive information.

Definitions

- i. "Act" means the Securities and Exchange Board of India Act, 1992.
- ii. "Board" means the Securities and Exchange Board of India.
- iii. "Code" or "Code of Conduct" shall mean the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives of Company as amended from time to time.
- iv. "Company" means Omnipotent Industries Limited.
- v. "Compliance Officer(s)" means the Company Secretary of the Company 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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.
- vi. "Connected Person" means:
 - a. any person who is or has during the six months prior to the concerned act been associated with a 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - b. 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:
 - an immediate relative of connected persons specified in clause (a); or
 - a holding company or associate company or subsidiary company; or
 - an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - an investment company, trustee company, asset management company or an employee or director thereof; or
 - an official of a stock exchange or of clearing house or corporation; or



- 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
 - 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
 - an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - a banker of the company; or
 - 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;
- vii. “Designated Persons” shall mean the following category of person:
- Promoters, member of Promoter Group, Directors, Key Managerial Personnel of the Company and its material subsidiaries;
 - Chief Executive Officer (CEO) and employees upto two levels below CEO of the Company and its material subsidiaries, if any;
 - Identified Employees in Finance, Accounts, Secretarial, and other Department(s) of the Company and its material subsidiaries;
 - Audit Firms, Accountancy Firms, Law Firms, Analysts, Consultants, Banks, Registrar & Share Transfer Agent, etc.; and
 - Any other connected person as identified by the Managing Director or Executive Director or CFO or CEO in consultation with Compliance Officer on the basis of their functional role and/or access to price sensitive information of the Company including seniority and designation.
- viii. “Board of Directors” means the Board of Directors of the Company, as constituted from time to time.
- ix. “Generally Available Information” means information that is accessible to the public on a non-discriminatory basis.
- x. “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.
- xi. “Insider” means any person who is:
- connected person; or
 - in possession of or having access to unpublished price sensitive information.
- xii. “Key Managerial Personnel” means personnel of the Company as defined in Section 2(51) of the Companies Act, 2013.
- xiii. “Material Financial Relationship” means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which payment is based on arm’s length basis.



- xiv. “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.
- xv. “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.
- xvi. “Securities” shall mean equity shares and their derivatives (i.e. Future and Option contracts), debentures and any other instrument issued by the Company, falling within the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- xvii. “Unpublished Price Sensitive Information” or “UPSI” 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:
- a. financial results;
 - b. dividends;
 - c. change in capital structure;
 - d. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - e. changes in key managerial personnel.
- xviii. “Takeover regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

Role and Responsibility of Compliance Officer

- The Compliance Officer shall be responsible for setting forth policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, pre-clearing trading plans of Designated Persons and their dependents’ trades (directly or through respective department heads), monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of the Company.
- The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors on an annual basis.
- The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Insider Trading Regulations and this Code of Conduct.

Preservation of “Price Sensitive Information”

- All information shall be handled within the Company on a need-to-know basis and no Unpublished Price Sensitive Information shall be communicated to any person except in



furtherance of the legitimate purposes (determined in accordance with Policy on determination of Legitimate Purpose), performance of duties or discharge of legal obligations.

- Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
 - an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company; or
 - not attracting the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitutes 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 of Directors may determine to be adequate and fair to cover all relevant and material facts.

- However, 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, except for the limited purpose and shall not otherwise trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

Chinese Wall

- To prevent the misuse of confidential information, the Company shall follow appropriate Chinese Wall process, if required, to separate those areas of the Company which routinely have access to confidential information, considered “inside areas” from those areas which deal with sale / marketing / investment advice or other departments providing support services, considered “public areas”.
- The employees in the inside areas shall not communicate any Unpublished Price Sensitive Information to anyone in public areas.
- In exceptional circumstances employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer and after following the process as laid out by the Company on how and when people are brought ‘inside’ on sensitive transactions, annexed herewith as Annexure - A.

Trading Plan

- An insider shall be entitled to formulate a trading plan for dealing in Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- Trading Plan shall:
 - i. not entail commencement of trading on behalf of the insider 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.
- The Compliance Officer shall review the Trading Plan and be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

Provided that pre-clearances of trades, trading window norms and restrictions on contra trade shall not be applicable for trades executed as per an approved Trading Plan.

- The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced, if any Unpublished Price Sensitive Information in possession of the Insider at the time of formulation of the plan 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.

- Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities of the Company are listed.

Trading Window and Window Closure

- The trading window means the period when trading in the Company's Securities is permitted. The trading window can remain closed during the period commencing from the end of every quarter and ending 48 hours after the declaration of the financial results for the respective quarter, as the case may be or such other period as may be determined and notified by the Compliance Officer. The Designated Persons and their Immediate Relatives shall not trade in the Company's Securities during such period.
- The Compliance Officer shall intimate the closure of trading window to all the Designated Persons when he determines that a Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates.
- The Compliance Officer shall intimate the closure of trading window to all the Designated Persons when he determines that a Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates.



Pre-clearance of trades

- All Designated Persons and / or their Immediate Relatives, who intend to deal in the Securities of the Company when the trading window is open and if the value of the proposed trades, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 Lacs, should pre-clear the transaction i.e. get the transaction approved by the Compliance Officer before entering into the same. However, no Designated Persons and / or their Immediate Relatives shall be entitled to apply for pre-clearance of any proposed trade, if such Designated Persons and / or their Immediate Relatives are in possession of Unpublished Price Sensitive Information even if the trading window is not closed and hence shall not be allowed to trade.

The pre-clearance procedure shall be hereunder:

- An application may be made in the prescribed Form (Schedule 1) along with an undertaking (Schedule 2) to the Compliance Officer indicating the estimated number of Securities that the Designated Person and / or his / her Immediate Relatives intends to deal in, the details as to the depository with which such persons has a security account, the details as to the Securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.
- The Designated Person and / or his / her Immediate Relatives shall execute order in respect of Securities of the Company within seven trading days after the approval of pre-clearance is given. The Designated Person and / or his / her Immediate Relatives shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in Form C or such other form as may be prescribed. In case the transaction is not undertaken, a report to that effect shall be filed (Schedule 3).
- If the order is not executed within seven trading days after the approval is given, the Designated Person and / or his / her Immediate Relatives must pre-clear the transaction again.
- All Designated Persons and / or their Immediate Relatives who buy or sell any number of shares of the Company shall not enter into an opposite transaction / contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction. Contra trade shall also include intra-day transactions, short sell transactions and opposite transaction carried out before the prescribed settlement period (T+1, T+2, etc.). All Designated Persons and / or their Immediate Relatives shall also not take contra trade positions in derivative transactions in the Securities of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Provided that the above shall not be applicable for trades pursuant to exercise of stock options.

- The Compliance Officer may waive off the holding period in case of sale of Securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the trading window is closed.

Reporting Requirements



- The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- The disclosures as required are mentioned in Annexure B.

Penalty for contravention of the code of conduct

- Every Insider shall be individually responsible for complying with the provisions of the Insider Trading Regulations and this Code to the extent applicable.
- Any person who violate the Code shall be subject to disciplinary actions by the Company, which may include termination of services, wage freeze, suspension, recovery including recovery of damages, etc. Any amount collected shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- The action by the Company shall not preclude the Board from taking any action in case of violation of Insider Trading Regulations.

Amendment

The Board of Directors of the Company shall have the power to amend any of the provisions of this Code, substitute any of the provisions with a new provision or replace this Code entirely with a new Code.

Intimation to the stock exchanges

The Company shall promptly inform the stock exchange(s) where the Securities of the Company are traded, in such form and such manner as may be specified by the Board from time to time, of any violation of Insider Trading Regulations.



Annexure – A

Process Document for how and when people are brought 'inside' on sensitive transactions.

- Sensitive transactions will generally mean any transaction which is of concern directly or indirectly to the Company and information which is not generally available in public domain or is not generally known or published by the Company for general information but which if published or upon becoming generally available is likely to materially affect the price of Securities of the Company on the Stock Exchange.
- Sensitive transactions will be identified by the Compliance Officer or Chief Financial Officer of the Company. The structured database as required under Regulation 3(5) of the Insider Trading Regulations (“Structured Database”) shall be updated by the Compliance Officer with the nature of UPSI, the names of persons who have shared the UPSI, names of persons with whom UPSI on sensitive transactions is shared along with their Permanent Account Number (“PAN”) or any other identifier authorized by law where PAN is not available and that of the entity which they represent.
- Such Structured Database shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. Further, such Structured Database shall be preserved for a period of at least 8 years after completion of the relevant transactions or such higher period, as may be prescribed under the Regulations.
- The Designated Person or Insider driving the transaction will thereafter as and when necessary inform names of additional persons who would be required to be informed of the sensitive transaction and brought “inside”.
- Compliance Officer of the Company will thereafter be primarily responsible to identify the employees or other persons or entities who are required to be brought inside for working on any proposed or ongoing sensitive transaction and the necessary details shall be updated in the Structured Database accordingly.
- Compliance Officer of the Company shall ensure that only relevant and necessary persons or entities are brought “inside” and such relevant and necessary persons or entities shall be brought inside in stages as and when involvement of such persons or entities becomes necessary.
- The UPSI shall be shared with any such person or entities strictly on 'need to know' basis.
- All the individuals or other entities (including but not limited to Promoters / Promoter Group / Directors / others) involved in / dealing with / privy to such sensitive transaction shall ensure that information of such transaction is accessed by / shared by them only for Legitimate Purpose.



- Such individuals would be sensitized to keep the UPSI confidential and not to use / pass on such information directly / indirectly to anyone and they will be made aware of the duties and responsibilities attached to the receipt of such information and the liability that attaches to misuse or unwarranted use of such information. The Company will make efforts to arrange awareness sessions for the Insiders from time to time.

Annexure – B

Initial Disclosure

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or Member of Promoter Group (including their Immediate Relatives) shall disclose holding of Securities of the Company as on the date of appointment or becoming a Promoter or member of Promoter Group, to the Company, in Form B or such other form as may be prescribed, within seven days of such appointment or becoming a Promoter or member of Promoter Group.

Continual Disclosure

Every Promoter, member of Promoter Group, Designated Person and Director of the Company (including their Immediate Relatives) 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. 10 Lacs.

The disclosure shall be made within 2 working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of Securities or voting rights, as the case may be.

Disclosure to the Stock Exchanges

Within 2 trading days of the receipt of continual disclosure mentioned above or becoming aware of such information, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

Disclosure by other Connected Person

The Compliance Officer may, require any other Connected Person (including their Immediate Relatives) to disclose the holdings and trading in Securities of the Company, in Form D or such other form as may be prescribed at such frequency as he may in consultation with the Managing Director determines.

The Compliance Officer shall maintain records of all the disclosures / declarations in the appropriate form for a minimum period of five years.

Designated Persons shall be required to disclose the prescribed details including the name and Permanent Account Number or any other identifier authorized by law of the following persons to the Company in the prescribed form as mentioned in the Appendix on an Annual Basis within 30 days from the end of the financial year:

- a) Immediate Relatives;
- b) Persons with whom such Designated Person(s) shares a material financial relationship;
- c) Phone, mobile and cell numbers which are used by them.



In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Any change in the prescribed details other than the shareholding shall be required to be disclosed to the Company within 15 days of such change.

Appendix

Disclosure by the Designated Persons

To,
The Compliance Officer
Omnipotent Industries Limited,
1/11, Damji Nenshi Wadi, Station Road,
Bhandup West,
Mumbai City – 400078,
Maharashtra, India.

Date:

i. Details of the Designated Person

Name : _____

Designation : _____

PAN : _____

No. of Securities held as on date of declaration: _____

Telephone/Mobile No.: _____

Name of Educational Institutions (One-Time Basis):

Name of Past Employers (One-Time Basis):

ii. Details of Immediate Relatives / Persons with Material Financial Relationship:

Name of Immediate Relatives / Persons with Material Financial Relationship	Relationship	PAN or any other identifier	Telephone / Mobile No.	No. of Securities held

In compliance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as mentioned in the Code of Conduct of the Company, I _____
(Name of the person) hereby undertake/declare that:

1. I/my Immediate Relative(s) any of whom is either dependent financially on me or consults me in taking decisions relating to trading in Securities of the Company have not executed intra-day, contra trade or intra week contra trade in the Securities of the Company.
2. I/my Immediate Relative(s) have not contravened the Company's Code of Conduct as notified by the Company from time to time.



3. I have made full and true disclosure in the matter.

Signature: _____

Schedule – 1

Application Form to be submitted to Compliance Officer for pre-clearance of trade

From:

Date:

To,
The Compliance Officer
Omnipotent Industries Limited,
1/11, Damji Nenshi Wadi, Station Road,
Bhandup West,
Mumbai City – 400078,
Maharashtra, India.

Dear Sir / Madam,

Sub: Application for pre-clearance of trades

I/We, _____, Designated Person / Connected Person / Immediate Relative of Designated Person / Connected Person (strike out which is not applicable) of the Company holding _____ equity shares (including shares held by my dependent immediate relatives) as on date, intend to deal in the Securities [equity shares/ instruments] (strike out which is not applicable) of the Company exceeding the threshold limit provided under the Code of Conduct.

I/We have demat account with _____. My/Our DP ID and Client ID is _____. I/We want to buy/sell (strike out which is not applicable) _____ Securities [equity shares/debentures/derivative instruments] (strike out which is not applicable) of the Company in one or more tranches, in compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws.

An undertaking that I/We do not have any unpublished price sensitive information and in case of receipt of any unpublished price sensitive information, I/We shall refrain completely from dealing in the equity shares of the Company, is enclosed herewith.

Kindly grant approval for trading in the Securities [equity shares/debentures/derivative instruments] (strike out which is not applicable) of the Company at the earliest.

Thanking you,

Yours faithfully,

Name & Signature



Schedule - 2

Declaration / Undertaking

I/We, _____ the undersigned have been Designated Person / Connected Person / Immediate Relative of Designated Person / Connected Person of the Company.

As on the date of signing this declaration / undertaking, I/We am/are holding _____/ not holding any equity shares of the Company.

I/We have gone through the Code of Conduct of the Company and also understood the same.

I/We hereby declare that up to the signing of this declaration / undertaking, I/We do not possess any unpublished price sensitive information in respect of the Company.

I/We undertake that in case I/We have access to or receive any Unpublished Price Sensitive Information in respect of the Company after signing this declaration / undertaking, but before the execution of transaction in the Securities [equity shares/ instruments] (strike out which is not applicable) of the Company, I/We shall inform Compliance Officer, of the change in my position and I/We will completely refrain from dealing in the Securities [equity shares/debentures/derivative instruments] (strike out which is not applicable) of the Company till the time such Unpublished Price Sensitive Information becomes generally available. I/We will not pass on any Unpublished Price Sensitive Information to anyone.

I/We further declare that till the signing of this declaration / undertaking, I/We have not contravened the Code of Conduct and that I/We have made a full and true disclosure in this matter.

Name & Signature

Date:



Schedule - 3

Reporting of failure of completion of transaction

To,
The Compliance Officer
Omnipotent Industries Limited,
1/11, Damji Nenshi Wadi, Station Road,
Bhandup West,
Mumbai City – 400078,
Maharashtra, India.

Dear Sir / Madam,

Sub: Reporting of failure to execute transaction

I/We hereby declare that the transaction for trading in the Securities [equity shares/instruments] (strike out which is not applicable) of the Company for which, pre-clearance was granted on _____, was not completed within 7 trading days of receipt of the pre-clearance, due to _____. I/We shall obtain fresh pre-clearance in the event. I/We wish to execute the said trade again.

Thanking you,

Yours faithfully,

(Name & Signature)

Designation

Date:

Place: