



OM METALS INFRAPROJECTS LTD.

CIN-L27203RJ1971PLC003414



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AN ISO 9001 : 2000 Certified Co.

Date: 2nd May, 2019

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Scrip Code- 531092/OMMETALS

Dear Sir,

Sub: Amendment In Code Of Practices And Procedures For Fair Disclosure Of Unpublished Price Sensitive Information

We enclose herewith Code of Practices and procedures for fair disclosure of unpublished Price Sensitive Information made pursuant to Regulation 8 of SEBI (PIT) Regulations, 2015 as amended, to be effective from April 1, 2019, which has been adopted by the Board of Directors of the Company through resolution passed by Circulation dated 2nd May, 2019.

Kindly take the same on record

Thanking you,

Yours faithfully

For Om Metals Infraprojects Limited

Reena Jain
Company Secretary

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Objective:

The Company strives to ensure high professional and ethical standards in all the business activities in the best interest of the Company. This Code intends to formulate a standard framework for fair disclosure of unpublished price sensitive information (UPSI), preserve the confidentiality of UPSI and to prevent trading based on UPSI.

Terms and Definitions:

Words and expressions used but not defined in this Fair Disclosure Code shall have the same meaning assigned to them in the SEBI PIT Regulations or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 2018 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be including amendments(s)/ modification(s) thereto.

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information:

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1. The Unpublished Price Sensitive Information (UPSI), that would impact price discovery, shall be disclosed promptly and immediately to Stock Exchange(s). The UPSI shall also be disseminated on the Website of the Company on immediate basis in order to make such information generally available for the investors and all other stakeholders of the Company. The UPSI shall be disclosed or disseminated in the Formats specified in the Listing Agreement, the Regulations, Takeover Regulations or any other laws as time being in force at that time.
2. The Company shall have the Uniform and universal way of dissemination of Unpublished Price Sensitive Information (UPSI) to avoid selective disclosure.
3. In case, the Unpublished Price Sensitive Information (UPSI) gets disclosed selectively, inadvertently or otherwise, the company should make such information generally available on prompt and immediate basis.
4. The Company shall have appropriate procedures to response the queries fairly on news reports and to request for verification of market rumors by regulatory

authorities. The Chief Investor Relations Officer shall be responsible for verifying the market rumors and to give clarifications, if necessary.

5. The Company shall provide only public information to analysts and research personnel. Such information should not be Unpublished Price Sensitive Information (UPSI). In other case, the information given to the analyst should be simultaneously made generally available to public.
6. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
7. All Unpublished Price Sensitive Information (UPSI), that would impact price discovery, shall be handled on a need-to-know basis.
8. Vikas Kothari, Whole Time Director of the Company shall act as a **“Chief Investor Relations Officer” for the purpose of this code**, who will deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.

The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders, other stakeholders and media, and educating staff on disclosure policies and procedure.

9. The Company shall handle all unpublished price sensitive information on a need-to-know basis in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Policy for determination of “Legitimate Purposes”

In line with clause 2A of Regulations 3 of SEBI PIT Regulations and any modification(s)/ amendment(s) thereto, Policy for determination of legitimate purposes is as under:

10. “Legitimate purpose” shall mean Sharing of unpublished price sensitive information in the 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 SEBI PIT Regulations.
11. 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 SEBI PIT Regulations.

12. Unpublished Price Sensitive Information, such as Financial Results, declaration of Dividends, proposal of Corporate Restructuring, diversification, expansion acquisition in the stake of other entities, etc. shall be handled within the Company on a need-to-know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function, whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information.
13. A structured digital database shall be maintained containing the names of such persons or 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 will 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.

Amendment

The Board of Directors is authorised to amend or modify this Fair Disclosure Code in whole or in part as and when deemed necessary, to stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information.

Scope and Limitation

In case there are any regulatory changes requiring modifications to this policy, the same shall be reviewed and amended with the approval of the Board of Directors. However, the amendment in the regulatory requirements shall be binding on the Company and prevail over this Policy even if not incorporated in this Policy.

Disclosure of the Code on Public Domain

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed and also published on the official website of the Company.

(Note: Policy for determination of "Legitimate Purposes" covered under Clauses 10 to 13 of this Code, formulated pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 shall come into effect from April 01, 2019.)