



**JAMNA AUTO INDUSTRIES LIMITED**

**CODE OF CONDUCT FOR INSIDER TRADING & FAIR DISCLOSURE**

**CODE OF CONDUCT FOR INSIDER TRADING & FAIR DISCLOSURE**

<b>SL. NO.</b>	<b>PARTICULARS</b>	<b>PAGE NO.</b>
1.	DEFINITIONS	2
2.	DUTIES OF COMPLIANCE OFFICER	4
3.	PRESERVATION OF PRICE SENSITIVE INFORMATION	4
4.	PREVENTION OF MISUSE OF PRICE SENSITIVE INFORMATION	5
5.	PRE-CLEARANCE OF TRADES	6
6.	HOLDING PERIOD	6
7.	DISCLOSURES	6
8.	PENALTY	7
9.	FORMS FOR DISCLOSURES	8-10
<b>10.</b>	<b>Code of Conduct for Fair Disclosure</b>	<b>11-13</b>

In line with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the "Regulations") the following is the Code of Conduct (hereinafter referred to as the 'Code'). The Code shall replace/repeal the existing code of conduct of the Company for prevention of Insider Trading in the securities of the Company made under erstwhile Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 w.e.f. 15<sup>th</sup> May, 2015.

## **1. DEFINITIONS :**

**1.1 Compliance Officer** means the Company Secretary or any other officer of the Company who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and authorized/designated by the Board of Directors to discharge the duties of the Compliance Officer under the regulations.

### **1.2 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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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

- (a) An immediate relative of connected persons specified in clause (i) or
- (b) A holding company or associate company or subsidiary company or
- (c) An intermediary as specified in section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof or
- (d) An investment company, trustee company, asset management company or an employee or director thereof or
- (e) An official of a stock exchange or of clearing house or corporation or
- (f) A member of board of trustee of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof or
- (g) A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013 or
- (h) An official or an employee of a self regulatory organization recognized or authorized by the Board or
- (i) A banker of the company or
- (j) A concern, firm, trust, Hindu undivided family, company or association of person wherein a director of a company or his immediate relative or banker of the company, has more than ten percent (> 10%) of the holding or interest

### **1.3: Designated Person means:**

1. A Director
2. All employees of the Company at Assistant General Manager Level and above.
3. All employees, irrespective of above level, employed in the Finance and Secretarial Department, as well as in the Offices of the Chairman / Managing Director / Executive Director, by

whatever name designated and such other employees who may be so designated, from time to time, by the Company for the purposes of this Code and who would be reasonably expected to have access to unpublished price sensitive information relating to the Company as defined in this Code or the Regulations.

**1.4: Employee** means a person who is in temporary or permanent employment of the company and who would be reasonably expected to have access to unpublished price sensitive information relating to the Company.

**1.5: Generally available information means** information that is accessible to the public on a non-discriminatory basis i.e. information published on the website of a Stock Exchange.

**1.6: 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. Immediate relatives of a Connected Person will also be deemed to be connected until and unless contrary is being proved.

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

- (i) a connected person or
- (ii) in possession of or having access to unpublished price sensitive information regardless of the means of his/her being in possession of the unpublished price sensitive information unless the contrary is being proved.

**1.8: Promoter** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof

**1.9: Securities** means the company's securities, debentures, bonds and other instrument that are traded on any Stock Exchange OR "securities" shall have the meaning assigned to it under the Securities Contract (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund .

**1.10: Trading** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

**1.11: Unpublished price sensitive information** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:-

- (i) financial results
- (ii) dividends
- (iii) change in capital structure
- (iv) mergers, de-mergers, acquisition, delisting, disposal and expansion of business and such other transactions
- (v) change in key managerial personnel and
- (vi) material events in accordance with the listing agreement

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

If there are no specific definitions in the Code in respect of terms used herein, these shall have the same meaning assigned to them in SEBI (Prohibition of Insider Trading) Regulations, 2015/The Securities Contract Regulation Act, 1956/ The SEBI Act, 1992/ Companies Act, 2013 - read with applicable rules and regulations for the time being in force including any statutory modifications/amendments/re-enactments thereon.

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

Compliance Officer shall act under the overall supervision of the Board and shall be responsible for:

1. Implementation of the Code and monitoring adherence to the Code under the overall supervision of the Board.
2. Pre-clearance of trades of designated persons.
3. Maintaining details of the securities held by designated persons, dealing in the securities by designated persons and declarations given under the Code.
4. Provide quarterly report to the Chairman of the Audit Committee in respect of persons who had dealt into securities of the company under the pre-clearance procedure as envisaged in this code.
5. Review the trading plan received from the insiders to assess whether plan is in conformity of the Regulations and obtain undertakings as may be necessary to enable such assessment and approve and monitor the implementation of the plan.
6. Upon approval of the trading plan notify the plan to the stock exchanges on which the securities are listed.
7. Preserving the disclosures made under these regulations for a minimum period of Five (05) Years mandatorily, in such form as may be specified.
8. Maintain a list of such securities to be used as a "Restricted List" to be used as a base for approving or rejecting the applications for pre-clearance of trades as being presented to him/her for approval

## **3.0 PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"**

**3.1:** Applicable to Designated persons and insiders.

**3.2:** Designated persons and insider shall maintain the confidentiality of all unpublished price sensitive information and shall not pass on such information to any person directly or indirectly by way of making a recommendation for trading in the securities.

**3.3:** Unpublished price sensitive information is to be handled on a "need to know" basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his/her legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

**3.4:** Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

**3.5:** Chinese Walls are designated to manage dealing in un-published price sensitive information by the Designated Persons and prevent their spread and misuse. Every Designated Person is prohibited from communicating any un-published price sensitive information to any person without the prior approval of the Compliance Officer.

**3.6:** Every Designated Person is responsible to ensure that the Chinese Wall is not breached deliberately or inadvertently. Any breach of the Chinese wall shall be informed to the Compliance Office immediately.

#### **4.0 PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”**

**4.1:** Applicable to Designated Persons and insiders.

**4.2:** Designated Persons and insiders shall be subject to trading restrictions as enumerated below. The Company shall specify a trading period, to be called “trading window”, for trading in the company’s securities. The trading window shall be closed during the time the following information is unpublished:

- (a) Declaration of financial results (quarterly, half-yearly and annually).
- (b) Declaration of dividends (interim and final).
- (c) Change in capital structure by way of public/rights/bonus etc.
- (d) Any major expansion plans or execution of new projects.
- (e) Amalgamation, mergers, de-mergers, acquisition, delisting takeovers and buy-back.
- (f) Disposal of whole or substantially whole of the undertaking.
- (g) Any changes in policies, plans or operations of the company.
- (h) Change in key managerial personnel
- (i) Material events in accordance with the listing agreement

**4.3 :** The timing for closer of trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market.

**4.4** The trading window shall also be closed 2 days before and shall remain closed after 2 days of the each Board Meeting in which any material, price sensitive and unpublished event, including the above, are proposed.

**4.5 :** When the trading window is closed all Designated Persons and insiders shall not trade in the company’s securities during such period.

**4.6 :** All Designated Persons and insiders shall trade in the securities of the company only in a valid trading window and shall not trade in company’s securities during the period when trading window is closed or during any other period as may be specified by the company from time to time.

**4.6:** In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, trading of securities allotted on exercise of ESOPs shall not be allowed when trading window is closed.

## **5.0 PRE-CLEARANCE OF TRADES**

**5.1** All Designated Persons and insider who intend to trade in the securities of the company 25000 or above securities should pre-clear the transaction in accordance with following terms & conditions:

**5.2** Terms & conditions :

- i. An application has to be made to the Compliance Office in the format as provided in Form I along with declaration to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information.
- ii. The Compliance officer will scrutinize the application within 2 working days of submission and communicate the approval/ refusal (along with reasons therefore) to the applicant. Decision of Compliance Officer will be final.
- iii. In the absence of compliance officer, the application will be decided by the Managing Director.
- iv. All Designated Person and insider shall execute their trades in respect of securities of the Company within one week after the approval of pre-clearance is given, if the trade is not executed within one week after the approval is given, the Designated Person and insider concerned must apply afresh for the pre-clearance of the transaction again.

## **6.0: HOLDING PERIOD**

All Designated Persons who trade in any number of securities of the company shall not execute a contra trade during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the securities of the company at any time. In case of trading in securities is necessitated, the holding period may be waived or reduced by the compliance officer after recording in writing his/ her reasons in this regard provided that such relaxation does not violate the Regulations.

If any Designated Person executes a contra trade, inadvertently or otherwise, in violation of such a restriction, such Designated Person shall remit all the profits from such trade to the Investor Protection and Education Fund of the Securities and Exchange Board of India.

## **7.0: DISCLOSURES**

**7.1:** Applicable to every promoter, key managerial personnel, designated persons and insider.

**7.2:** Every promoter, key managerial personnel, all Designated Persons/ insider and any other person such as management consultants at the discretion of the Company/ Compliance Officer as the case may be shall forward following details of their securities transactions to the compliance officer:

<b>Time of Disclosure</b>	<b>Disclosures</b>
Pre-clearance of securities for 25000 or above securities, as and when basis.	An application to be submitted by director/ officer/ designated employees and/ or their dependent family members as per <b>Form 'I'</b> .

Within 15 working days of 6 months ended 30 <sup>th</sup> June and 31 <sup>st</sup> December every year.	Details of transaction in securities of the company by director/ officer/ designated employees and/ or their dependent family members during six months ended on 30 <sup>th</sup> June and 31 <sup>st</sup> December respectively as per <b>Form 'II'</b> .
Within 15 working days of joining of the company and 12 months ended 31 <sup>st</sup> March every year.	Statement of holding in all securities of the company by director/ officer/ designated employees and/ or their dependent family members as on joining of the company and 31 <sup>st</sup> March each year as per <b>Form 'III'</b> .
Within 30 days of these regulations taking effect	Holding of securities of the company as on the date of these regulations taking effect
Within 7 days of appointment as a key managerial personnel or a director of the company	Holding of securities of the company as on the date of appointment
Within two trading days of transaction	Number of securities acquired or disposed of in 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 ten lakh rupees.

**7.3:** The code of Fair Disclosure as prescribed in Schedule A of The SEBI (Prohibition of Insider Trading) Regulations, 2015 forms an Integral Part of this Code of Conduct and can be accessed on the official website of the Company.

#### **8.0: PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT.**

**8.1:** Any Designated person and insider who trade in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the company.

**8.2: Designated persons and insider** of the company who violate the code of conduct shall also be subject to disciplinary action by the company, which may include wage freeze, suspension, ineligible for future participation in employee stock option plans etc.

**8.3** Action by the company shall not preclude SEBI from taking any action in the case of violation of the SEBI (Prohibition of Insider Trading), Regulations, 2015.

**8.4** In case it is observed by the company/ compliance officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulation, 2015, the SEBI shall be informed by the company.

**8.5** In case of a contra trade being executed may be inadvertently or otherwise by any Designated Person in violation of the provisions of these regulations, the profits made/earned from such trade shall be liable to be mandatorily transferred to the Investor Protection and Education Fund as administered/maintained by The Securities and Exchange Board of India.



**Annexure ' I '**

Dated :

The Compliance Officer  
Jamna Auto Industries Limited  
No. 2, Park Lane, Kishangarh, Vasant Kunj,  
New Delhi - 110070

**Sub: Application for Pre Clearance of trade in terms of SEBI (Prohibition of Insider Trading) Regulations, 2002.**

Dear Sir,

I \_\_\_\_\_ S/D/W/o \_\_\_\_\_, being a Director / Officer / Designated Employee of Company and/ or their dependent family members, hereby seek your approval for :

- a) buying \_\_\_\_\_ (number ) of \_\_\_\_\_ (type of security) of the company in my/ dependent family members' name;
- b) Selling \_\_\_\_\_ (number ) of \_\_\_\_\_ (type of security) of the company in standing in my/ dependent family members' name;

Through Stock Exchange / private arrangement with Ms. /Mr/ Mrs \_\_\_\_\_ having Folio no. / DP & Client ID No. \_\_\_\_\_.

As on date I/ my dependent family members hold the under mentioned securities of the company :

Name of Holder	Folio No. / DP & Client ID No.	Type of Securities	No. of Securities.

I further undertake and confirm that:

- a. I do not have any access to nor in receipt of any "Price Sensitive Information" upto the time of signing this undertaking.
- b. In case I get access to or receive any "Price Sensitive Information" subsequent to the signing of this undertaking but prior to the execution of the transaction I shall inform you of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
- c. I have not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.
- d. I have made a full and true disclosure in the matter.
- e. I/ my dependent family shall execute the transaction in respect of the proposed securities of the company within one week after the approval of pre-clearance is obtained. In the event of the transaction not being executed within one week from the said approval, I shall again apply for pre clearance approval for the transaction.
- f. I/ my dependent family members undertake to hold the said securities for a minimum period of 30 days in order to be considered as being held for investment purposes.

Yours Faithfully

Name

Designation

Signature

**Annexure 'II'**

Dated :

The Compliance Officer  
Jamna Auto Industries Limited  
No. 2, Park Lane,  
Kishangarh, Vasant Kunj,  
New Delhi - 110070

**Sub: Disclosure of Interest/ Shareholding in terms of SEBI (Prohibition of Insider Trading) Regulations, 2002.**

Dear Sir,

I \_\_\_\_\_ S/D/W/o \_\_\_\_\_, being a Director / Officer / Designated Employee of Company and/ or their dependent family members, do hereby declare that the following securities of the company are held by me/ my dependent family member as on \_\_\_\_\_ / \_\_\_\_\_ (date of joining the company for new employees):

Name of Holder	Folio No. / DP & Client ID No.	Relationship with director/ officer/ designated employee	Type of Securities	No. of Securities.

Yours Faithfully

Name

Designation

Signature

**Annexure 'III'**

Dated :

The Compliance Officer  
Jamna Auto Industries Limited  
No. 2, Park Lane,  
Kishangarh, Vasant Kunj,  
New Delhi - 110070

**Sub: Disclosure of Interest/ Shareholding in terms of SEBI (Prohibition of Insider Trading) Regulations, 2002.**

Dear Sir,

I \_\_\_\_\_ S/D/W/o \_\_\_\_\_, being a Director / Officer / Designated Employee of Company and/ or their dependent family members, do hereby declare that the following are the details of transaction in the securities of the by me/ my dependent family member during the half year ended \_\_\_\_\_.

Name of Holder	Folio No. / DP & Client ID No.	Relationship with director/ officer/ designated employee	Purchase / Sale	Date of transaction	Type of Security	No. of security

Yours Faithfully

Name

Designation

Signature

## CODE OF FAIR DISCLOSURE

### Purpose

Pursuant to the provisions of regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 every Company whose shares are listed on Indian stock exchanges is required to have a code of fair disclosure w.e.f 15<sup>th</sup> May, 2015 to ensure the confidentiality and to avoid the risk of misuse of the Unpublished Price sensitive Information(s) by the insiders as well as the outsiders of the company before their being made generally available to the public at large. This code of fair disclosure forms an integral part of the Code of Conduct of the Company as drafted and adopted by the Board of Directors of the Company in their meeting held on 19<sup>th</sup> May, 2015.

### Objective

This code of fair disclosure is framed and adopted to ensure the timely and proper dissemination of the Price Sensitive Information(s) only on NEED-To-Know basis so as to protect the interest of the shareholders/investors as well the Company as a whole. Through this code the Company will make all the possible endeavors to preserve the confidentiality of the unpublished price sensitive information and to prevent or to mitigate the misuse of such information as far as possible.

### Important Terms

**“Unpublished Price Sensitive Information”** shall mean and include any information, relating to the company or its securities, directly or indirectly, that is not generally available but which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily include but are not restricted to:

1. Information relating to Financial Results,
2. Dividends,
3. Change in capital structure
4. Mergers/De-mergers/acquisition/delisting's
5. Expansion plan
6. Change in KMPs
7. And any other material event in accordance with the listing agreement.

**“Chief Investor Relations Officer”** shall mean the CFO of the Company or such other person as may be designated to be the chief investor relations officer of the company by the Board of Directors from time to time.

**“Need To Know Basis”** shall mean only in case of discharge of legal obligations/duties/purposes by the insiders as well as the outsiders.

The Company will adhere to the following practices so as to ensure fair disclosure of all unpublished price sensitive information/events/occurrence:

## **1. Procedure for disclosure of Unpublished Price Sensitive information**

- Unpublished Price sensitive information shall be promptly intimated to the Stock Exchanges and will be uploaded on the official website of the company i.e. [www.jaispring.com](http://www.jaispring.com) so as to make it promptly a generally available information.
- The disclosure of unpublished price sensitive information shall be made on a continuous, immediate and uniform basis.
- The chief investor relations officer shall keep a check on all the unpublished price sensitive information and will make prompt disclosures of the same to the stock exchanges and ensure the timely updation of such information on the Company's website as well as in the print media, whenever applicable.
- If inadvertently the information is disclosed by some other person without the approval/knowledge of the chief investor relations officer, or under some doubt over the information being an un-published price sensitive information or not the person responsible shall promptly inform the chief investor relations officer and the chief investor relations officer upon being convinced that the information is an un-published price sensitive information shall act promptly to make such information generally available so as to prevent the information from becoming a rumor/ mis- leading piece of information.
- In case of any clarification being sought by the stock exchanges/other regulatory authorities regarding verification of market rumors the chief investor relations officer shall promptly respond to the queries raised or clarifications sought. If required the chief investor relations officer can also give the public announcement on behalf of the company.

## **2. Process of making the unpublished price sensitive information a generally available information**

The disclosures will be promptly and effectively made through various medias such as publishing the same on the company's website as well as uploading the same on the electronic compliance portals of the stock exchanges so as to promptly reach the public at large along with publication in the newspapers in case of notice of Board Meeting and financial results etc. as and when required.

## **3. Dealing with Analysts/Research Personnel**

- The information will be shared very cautiously by ensuring the communication of the information depending upon person to person but subject to the strict principle of sharing of information only on a NEED – To-Know basis i.e. only to the extent required for completion of the legitimate work/performance of the duties by the persons to whom the information is being disseminated.

- The price sensitive information will be shared only in case of utter requirements but subject to their simultaneously being made generally available to the public at large and maintaining the brief record of the discussions held in the form of minutes of the meeting.
- A press release, if required will be published at the official website of the company/in print media as the case may be subject to the prior approval of the CEO/COO sharing the information being shared with the analysts/research personnel.
- The information related to various departments in the company requiring press releases or press conferences etc. the chief investor relations officer shall act only after consulting or through the respective vertical heads of the company upon his/her being made aware of such information by respective vertical heads.

#### **4. Generally available information**

The Company will promptly made the following information as generally available information(s)

- (a) Financial Results (Quarterly/Half Yearly/ Annual)
- (b) Dividends( Interim/Final as and when proposed to be declared)
- (c) Issue of securities by any means (as and when done)
- (d) Amalgamations/Takeovers/Mergers etc (as and when required)
- (e) Any major business plans/ expansion plans (as and when required)
- (f) Changes in policies/practices/operations/constitution etc of the company (as and when required)
- (g) Any major litigations/fines/penalties/prosecutions (as and when required)
- (h) Change in Key Managerial persons due to resignation/death/insolvency etc (as and when required)
- (i) Any other information as may be expedient to be shared

#### **5. Dissemination of price sensitive Information only on need to know basis**

All price sensitive information will be shared strictly and cautiously on need to know basis only.

#### **6. Amendments and Disclosure**

This code and any amendment thereof will be published on the company's website [www.jaispring.com](http://www.jaispring.com) as well as be furnished to the stock exchanges where the shares of the company are listed.