

LUMAX INDUSTRIES LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS (Pursuant to Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015)

The Securities and Exchange Board of India (SEBI) has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) on January 15, 2015, to be effective from May 15, 2015.

In accordance with Regulation 9(1) of the aforesaid Regulations the Board of Directors of every listed company shall formulate a Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons in order to achieve compliance with these Regulations.

Accordingly, the Company Policy on Prohibition of Insider Trading framed under the SEBI (Prohibition of Insider Trading) Regulations, 1992 was replaced with a Code of Conduct to Regulate, Monitor and Report Trading by Insiders, with effect from May 15, 2015. However, SEBI vide its Notification dated December 31, 2018, had further amended the Regulations and the same has been replaced by Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“Regulations 2018”) and collectively with the Regulations, are referred to as the “PIT Regulations” which is effective from April 1, 2019. Subsequent to the aforementioned amendment the Company’s Code of Conduct to Regulate, Monitor and Report Trading by Insiders stands amended in line with the Regulations 2018 and will henceforth be called Company’s Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons (“Code”).

This Code shall be applicable to all the Insiders (as defined herein) including Designated Persons of the Company and immediate relatives of such Designated Persons. This Code prohibits an Insider from trading in the securities of the Company listed on any Stock Exchange, when in possession of any Unpublished Price Sensitive Information (“UPSI”).

1. DEFINITIONS:

For the purpose of this Code, unless the context otherwise requires, the following words and expressions shall have the meanings assigned to them as under:

- a. **“Act”** means the Securities and Exchange Board of India Act, 1992
- b. **“Audit Committee”** shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- c. **“Board”** means the Securities and Exchange Board of India
- d. **“Board of Directors”** shall mean Board of Directors of Lumax Industries Limited
- e. **“Company”** means Lumax Industries Limited
- f. **“Compliance Officer”** means the Compliance Officer of the Company or the Company Secretary who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the 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 implementation of the codes specified under the PIT Regulations under the overall supervision of the Board of Directors. The Compliance Officer shall also be responsible for providing Reports to the Chairman of Audit Committee or Chairman of Board of the Directors as and when need arises but at least once in a year.

g. "Connected Persons" means

- (i) A Director of the Company
- (ii) A Key Managerial Personnel of the Company
- (iii) An Officer or employee of the Company who has been allowed access to UPSI or is reasonably expected to be allowed access to UPSI
- (iv) Any person who is or has during the six months prior to the date of determining whether that person, as a result of being associated with a company been 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 has been allowed access to UPSI or is reasonably expected to be allowed access to UPSI
- (v) Any person who has professional or business relationship with the Company and that relationship directly or indirectly allows access to UPSI or is reasonably expected to be allowed access to UPSI

The persons enumerated below shall be deemed to be Connected Persons if such person has access to UPSI or is reasonably expected to be allowed access to UPSI

- (i) an immediate relative of connected persons
- (ii) a holding company or associate company or subsidiary company
- (iii) an intermediary as specified in section 12 of the Act or an employee or director thereof
- (iv) an investment company, trustee company, asset management company or an employee or director thereof
- (v) an official of a stock exchange or of clearing house or corporation
- (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
- (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;
- (viii) an official or an employee of a self-regulatory organization recognised or authorized by the Board;
- (ix) a banker of the company
- (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;

Also, as per Regulation 2 (d), any person who has a connection with the company that is expected to put him in possession of UPSI shall fall under the category of 'Connected Person'.

h. “Designated Persons”

The term Designated Persons shall consist of:

- Promoters and Promoter Group of the Company
 - Directors of the Company including Independent Directors
 - Key Managerial Persons (KMPs) of the Company as defined under Companies Act, 2013
 - All officers and employees in the cadre of General Manager and above
 - All the employees in the Finance & Accounts Department, Legal, Secretarial & Internal Audit Department. It also includes Finance & Accounts employees of the Company in its manufacturing units.
 - All the employees in the IT Department who have access to UPSI
 - Executive Secretaries/Secretaries of Managing Directors and Senior Executive Directors of the Company
 - Immediate Relatives of persons specified above
 - Any other person as may be determined by the Compliance Officer of the Company on the basis of their functional role in the organisation and such function would provide access to UPSI.
- i. “Immediate Relative”** shall mean 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.
- j. “Insider”** As per Regulations an Insider means
- a Connected Person
 - Any Person who is in possession of or having access to UPSI
- k. “Legitimate Purpose”** shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- l. “Material Financial Relationship”** shall mean 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 the payment is based on arm’s length transactions.
- m. “Unpublished Price Sensitive Information” (UPSI)** means any information, relating to a company or its securities, directly or indirectly, that is not generally available in public domain and which upon becoming generally available, is likely to materially

affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following:

- Financial Results;
- Dividends;
- Change in Capital Structure;
- Mergers, De-mergers, Acquisitions, Delistings, Disposals and Expansion of Business and such other transactions;
- Changes in Key Managerial Personnel

There can be other instances/events/information, as may be decided by Management, in relation to which certain unpublished information, upon becoming public, might materially affect the price of securities of the Company.

2. PROHIBITION ON COMMUNICATING OR PROCURING UPSI/ PRESERVATION OF UPSI

- (i) All UPSI shall be handled with in the organisation on a need-to-know basis and no such information shall be communicated to any person except in furtherance of legitimate purposes until the same is made available in public domain.
- (ii) An Insider shall not:
 - communicate, provide, or allow access to any UPSI, relating to a company or its securities to any person including other insiders except where such communication is in furtherance of legitimate purposes and performance of duties or discharge of legal obligations
 - procure from or cause the communication by an Insider possessing UPSI relating to the Company and its securities.
- (iii) The Connected Persons and Designated Persons shall maintain confidentiality of UPSI and shall not disclose, communicate, counsel or procure directly or indirectly the UPSI to and from any person except where such communication is in furtherance of legitimate purposes and performance of duties or discharge of legal obligations.

3. PROHIBITION ON TRADING WHEN IN POSSESSION OF UPSI

An Insider shall not whether directly or indirectly:

- (i) Trade in securities of the Company that are listed or proposed to be listed on a stock exchange when in possession of UPSI.
- (ii) Trade in securities of the Company except when Trading Window is open and not in possession of UPSI.
- (iii) Motivate or advise any third party for trading in Company's securities while in possession of UPSI.

However, the above restrictions may not apply in following cases wherein an Insider may prove his innocence by demonstrating as follows:

- a) the trading is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of regulation 3 and both parties had made a conscious and informed trade decision.
- b) the trading in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- c) the trading is pursuant to 'Trading Plan' formulated under 'Regulation' 5 of Regulations which may be permitted by the Compliance Officer and public disclosure is made in the Stock Exchanges.

4. TRADING PLAN

- (i) The Designated person shall be entitled to formulate a Trading Plan 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.
- (ii) The Trading Plan shall not entail commencement of trading on behalf of the Designated Person earlier than six months from the public disclosure of the plan.
- (iii) The Trading Plan shall entail trading for a period of not less than twelve months.
- (iv) The Trading Plan shall 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.
- (v) The Trading Plan shall not entail trading in securities for market abuse.
- (vi) The Trading Plan once approved shall be irrevocable and the Designated Person 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. However, the implementation of the trading plan shall not be commenced if at the time of formulation of the plan, the Designated Person is in possession of UPSI and it has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information.
- (vii) The Trading Plan upon approval by Compliance Officer shall be notified to the Stock Exchanges on which the shares are listed.

5. TRADING WINDOW

- (i) The Designated Persons shall not trade in the Company's securities when the Trading Window is closed. The Trading Window shall be closed when the Compliance Officer determines that Designated persons can reasonably be expected to have possession of UPSI.
- (ii) The Trading Restriction shall generally be made applicable from the end of every quarter 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 and preferably on the same day to avoid leakage of material information.
- (iii) Additionally, the Trading Window shall be closed at least 7 days before the date of Board Meeting related with any item that may give rise to UPSI and shall open 48 hours after the UPSI in question is generally made available.
- (iv) During the time when Trading Window is open, there is no restriction for trading in securities if the value of securities traded, whether in 1 transaction or a series of transactions in a financial year, aggregates to a traded value of up to Rs. 10,00,000/- (Rupees Ten Lakhs) in value or Rs. 1,000 in number of shares, whichever is low. However, beyond these stipulated thresholds, trading by Designated persons shall be subject to pre-clearance by Compliance Officer, if the value of proposed trades is more than the thresholds.
- (v) However, no person shall be entitled to apply for pre-clearance of any proposed trade if such person is in possession of UPSI even if Trading Window is open.

6. PROCEDURE FOR PRE-CLEARANCE OF TRADING

- (i) The Designated Persons on making an Application (as per **Annexure 1**) to Compliance Officer may trade in the securities of the Company when the Trading Window is open. An undertaking (as per **Annexure 2**) shall be accompany with the Application stating that:
 - The person is not in possession of any UPSI
 - In case a person has access to or receives any UPSI after signing the Undertaking but before execution of transaction, then he/she shall inform the same to Compliance officer and shall completely refrain from trading in the securities of the Company until such UPSI becomes available in public.
 - The person has made full and true disclosures in the matter.
 - The Person has not contravened the provisions of this Code.

- (ii) The Compliance Officer shall not approve any proposed Trade by Designated Persons if the Compliance Officer has a reason to believe that such Designated Person is in possession of UPSI even though Trading Window is open.
- (iii) The Designated Person shall, within two days of the Trade, submit the details of such Trade to the Compliance Officer (as per **Annexure 3**). In case the transaction is not undertaken, a report to that effect shall be filed in the said Form.
- (iv) The Pre-cleared Trade may be executed within 7 days of approval by Compliance Officer, else the Designated Person must secure Pre-clearance of the transaction again.
- (v) Pre- clearance of Trades shall not be required for Trades executed as per an approved Trading Plan.
- (vi) The Pre-clearance of Trades of Compliance Officer shall be obtained from the Chairman by making an Application (as per **Annexure 1**).

7. TRADING RESTRICTIONS WITH RESPECT TO CONTRA TRADE

- (i) All Designated Persons who are permitted to trade in Securities of the Company shall not execute a contra trade during the next six months following the prior transaction.
- (ii) Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Education and Protection Fund administered by the Board under the Act.

8. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

- (i) The Chief Executive Officer & Senior Executive Director shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent Insider Trading.
- (ii) The internal controls shall include the following:
 - a) All the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of the PIT Regulations;
 - b) Adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these PIT Regulations

- c) All the Designated Persons and other persons with whom UPSI is shared shall maintain the confidentiality of UPSI and adhere to compliance of these PIT Regulations
- d) The Compliance Officer shall periodically review the controls to evaluate effectiveness of such internal controls.
- e) The Audit Committee shall review compliance with the provisions of PIT Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

9. PENALTY FOR CONTRAVENTION OF CODE

- (i) All the persons to whom this Code is applicable shall ensure compliance with the provisions of this Code.
- (ii) In case of violation of Code by any person to whom it is applicable, such persons shall be subject to severe disciplinary actions including but not limited to wage freeze, suspension, recovery, clawback etc depending on case to case basis.
- (iii) In case the Company is of the opinion, that there has been violation of this Code or PIT Regulations, the same shall be disclosed to SEBI promptly so that appropriate action may be taken.

10. DISCLOSURE REQUIREMENTS

(i) INITIAL DISCLOSURE

- a) Every Promoter or Member of the Promoter Group, KMP and Director of the Company shall disclose his/her holding of securities of the Company as on the date of these Regulations taking effect, to the company within thirty days of these Regulations taking effect (as per **Annexure 4**).
- b) Every person upon becoming a Promoter or appointment as Director or KMP of the Company shall disclose his/her holding of securities of the Company as on the date of becoming a promoter or appointment within seven days of becoming a promoter or such appointment (as per **Annexure 5**).
- c) Every Designated Person shall disclose details as to Permanent Account Number (PAN), names of educational institutions from which they have graduated/post graduated and names of their past employers.

(ii) CONTINUAL DISCLOSURE

- a) Every Promoter, Member of the Promoter Group, Director of the Company and Designated Person shall disclose to the Company the number of 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 ten lakh rupees (as per **Annexure 6**)

- b) Every Designated Person shall be required to disclose names and Permanent Account Number (PAN) or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:
- ✓ Immediate Relatives
 - ✓ Persons with whom such Designated person(s) shares a material financial relationship
 - ✓ Phone, mobile and cell numbers which are used by them
- c) Disclosure to the Stock Exchanges- The Compliance Officer shall notify the particulars of such trading to the Stock Exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.
- d) Disclosure by other Connected Persons- The Compliance Officer may at its discretion, require any other Connected Person to make disclosures of holdings and trading in securities of the Company at such frequency as may be determined by Compliance Officer (as per **Annexure 7**).
- e) All Designated Persons shall make an annual disclosure (as per **Annexure 8**) of the number of securities held by them as on 31st March every year including details of sale/purchase of securities during the Financial Year with in 30 days from the close of Financial Year.

11. POLICIES AND PROCEDURES FOR INQUIRY IN CASE OF LEAK/ SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- (i) The detailed Policy & Procedure for Inquiry in case of leak/suspected leak of UPSI is enclosed as an **Annexure 9** and forms an integral party of this Code.
- (ii) Additionally, any leak/suspected leak of UPSI can be reported to CEO & Senior Executive Director through an e-mail or letter and appropriate inquiries shall be initiated as may be directed by Chairman & Managing Director/ Joint Managing Director.
- (iii) The above method is in addition to Whistle Blower Mechanism which encourages employees to report any fraud or wrongdoing or any grievance or complaint.

- (iv) Any person can directly reach out to the Compliance Officer in case any instance regarding leak/suspected leak of UPSI has been noticed by him/her.
- (v) In case any enquiry has been initiated by the Company due to leak/suspected leak of UPSI, the relevant intermediaries such as RTA and fiduciaries such as Bankers/ Auditors shall cooperate with the Company in connection with such enquiry.

The Company is committed to review and update its Codes and Policies and thus reserves the right to amend this Code as may be needed from time to time subject to applicable law, accordingly the Board of Directors shall be empowered to amend, modify and interpret the same and it shall be effective from such date as the Board of Directors may notify in this behalf.

APPLICATION FOR PRE-CLEARANCE OF TRADES

To,
The Compliance Officer,
Lumax Industries Limited

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons, I seek approval to purchase / sell / subscribe equity shares of the Company as detailed below:

S. No.	Particulars	Details
1	Name of the applicant	
2	Designation	
3	Relationship with the Applicant (Self/Immediate Relative)	
4	Number of shares held	
5	Folio No. / DP ID / Client ID No.	
6	Nature of Transaction for which approval is sought	
7	Proposed date of trading in shares	
8	Estimated number of shares proposed to be purchased/subscribed/sold/pledge	
9	Current Market price as on date of application	

Enclosed herewith is the Undertaking signed by me.

Signature:

Name:

Date:

UNDERTAKING ACCOMPANYING THE APPLICATION FOR PRECLEARANCE

To,
The Compliance Officer,
Lumax Industries Limited

I, _____ s/o/d/o _____
, r/o _____ being a Designated Person of the
Company is desirous of trading in shares of the Company as mentioned in my application
dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information
up to the time of signing this Undertaking.

In case I have access to or receive any unpublished price sensitive information after the
signing of this undertaking but before executing the transaction for which approval is sought,
I shall inform the Compliance Officer of the same and shall completely refrain from trading in
the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Company's Code of Conduct to
Regulate, Monitor and Report Trading by Designated Persons as notified by the Company
from time to time.

I authorize the Company to recover from me, the profits arising from this transaction and
remit the same to the SEBI for credit of the Investor Education and Protection Fund
administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction /
a 'Nil' report if the transaction is not undertaken. If approval is granted, I shall execute the
trade within seven days of the receipt of approval failing which I shall seek pre-clearance
afresh.

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

DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
Lumax Industries Limited

I hereby inform that I

- ✓ have not bought / sold/ subscribed any securities of the Company
- ✓ have bought/sold/subscribed to _____ securities as mentioned below on _____ (date)

S. No.	Particulars	Details
1.	Name of holder	
2.	No. of securities traded	
3.	Bought / sold / subscribed	
4.	DP ID/Client ID/Folio No	
5.	Price (Rs.)	

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

Signature:

Name:

Date:

*(strike out whichever is not applicable)

FORM A**SEBI (Prohibition of Insider Trading) Regulations, 2015****[Regulation 7 (1) (a) read with Regulation 6(2) – Initial Disclosure to the Company]**

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Name:

Designation:

Date:

Place:

FORM B**SEBI (Prohibition of Insider Trading) Regulations, 2015****[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Director/KMP/Promoter]**

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Name:

Designation:

Date:

Place:

FORM C**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Designated Person or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters / KMP / Directors/Immediate relative to/others etc)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg.– Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg.– Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

FORM D (Indicative Format)**SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the Company**

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN & address with contact nos. of other connected persons as identified by the company	Connect ion with Company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimatio n to company	Mode of acquisition / disposal (on market/public / rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg.– Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg.– Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transact ion Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

ANNUAL DISCLOSURE

STATEMENT OF HOLDINGS OF SECURITIES OF PROMOTER, DIRECTOR, KMP AND DESIGNATED PERSON AND HIS/ HER IMMEDIATE RELATIVES/ PERSONS WITH WHOM MATERIAL FINANCIAL RELATIONSHIP IS SHARED

To
The Compliance Officer
Lumax Industries Limited

I. Statement of Holdings of Promoters, KMPs, Directors and Designated Employees

Name	Designation	Department	No. of Shares held as on 1st April, 20....	No. of shares bought /(sold) during the financial year	Date of purchase / (sale) during the financial year	No. of shares held as on 31st March, 20....	Folio No DP ID/ Client ID

II. Statement of Holdings of Immediate Relatives and Persons with whom Material Financial Relationship is shared of Promoters, KMPs, Directors and Designated Employees

Name	Relationship	Department	No. of Shares held as on 1st April, 20....	No. of shares bought /(sold) during the financial year	Date of purchase / (sale) during the financial year	No. of shares held as on 31st March, 20....	Folio No DP ID/ Client ID

Signature:

Designation:

Date:

Place:

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 9A of Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2015]

1. **Background:** The Regulations 2018 mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of Lumax Industries Limited ('Company') has laid down this policy for procedure of inquiry in case of leak of UPSI with an aim to implement a structured procedure for investigation in case of leak or suspected leak of UPSI.

2. **Applicability:** This policy shall apply to all Insiders and Designated Persons and any other persons as assigned by law from time to time.

3. **Objective:**

- To strengthen the internal control system to prevent leak of UPSI.
- To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate.
- To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the SEBI promptly.
- To take disciplinary actions, if deemed fit against any Insider, Employee and Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

4. **Scope:** To lay procedures for inquiry in case of leak of UPSI or suspected leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries.

5. **Process of inquiry in case of leak of UPSI or suspected leak of UPSI:**

- a) **Sourcing of Information relating to leak of UPSI:** Complaint (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company from the following sources:

Internal:

- i. Whistle-blower vide the whistle-blower process as provided in the Lumax Whistle-blower Policy;
- ii. Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.

External: Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, regulatory / statutory authority or any other department of Central or State Government based on the complaint received from a whistle-blower.

- b) **Preliminary Inquiry:**

The object of preliminary inquiry is fact-finding, to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to initiate further investigation/inquiry. The Chairman of Audit Committee shall forthwith forward such intimation to

CEO & Senior Executive Director and/or CFO to conduct a preliminary inquiry headed by Compliance Officer. The said inquiry shall be completed within 2 working days from the date of receipt of such intimation and report thereof shall be circulated to the Chairman of Audit Committee/CEO/CFO and Compliance Officer.

- c) **Intimation of Leak or suspected Leak of UPSI:** If in the opinion of Chairman of Audit Committee/CEO & Senior Executive Director/CFO and Compliance Officer, the preliminary inquiry report warrants further investigation, the same shall be submitted to:
- The Board of Directors
 - Inquiry Committee for detailed investigation

The Compliance Officer shall simultaneously intimate SEBI about such Leak or suspected Leak of UPSI.

- d) **Constitution of Enquiry Committee:** The Chairman and Managing Director (CMD) or Joint Managing Director (JMD) or CEO & Senior Executive Director of the Company or any officer authorized by the Board in this behalf, shall constitute a Committee to be called as "Enquiry Committee". The Enquiry Committee shall consist of minimum 2 (two) Members which shall include CEO & Senior Executive Director. The Committee may be changed/altered/re-constituted as may be required from time to time.

- e) **Investigation by Enquiry Committee:** Upon receipt of the report of the preliminary inquiry and all other supporting documents, the Inquiry Committee is required to initiate the investigation. The said investigation shall be completed within 15 working days from the date of receipt of report of the preliminary inquiry. The Inquiry Committee's investigation report shall be submitted to the Audit Committee and summary report shall be submitted to Board immediately, and such report shall also be submitted to SEBI simultaneously.

- f) **Duties of Enquiry Committee:** The Enquiry Committee shall be responsible;
- To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
 - To authorize any person, if required, to collect necessary support material;
 - To consider the facts and circumstances and decide / direct on the matter;
 - To decide disciplinary action thereon.

The Enquiry Committee shall at its discretion invite external investigators/ experts to look into the matter.

- g) **Disciplinary Action:** The Disciplinary Action(s) may be decided by the Members of the Committee based on the facts.
- h) **Amendment:** The Board in sync with applicable laws, rules & regulations, shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy;
- i) Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Company, as amended from time to time.