



**Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons under the SEBI (Prohibition of Insider Trading) Regulations, 2015**  
(Revised with the approval of Board of Directors dated 13th November, 2021)

**INTRODUCTION**

The Securities and Exchange Board of India (“SEBI”) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“the Regulations”). The Regulations have come into effect from May 15, 2015 which has been further amended from time to time. The object of the Regulations is to curb the practice of insider trading in the securities of a listed company. This internal code of conduct replaces the previous internal code of conduct with effect from November 13, 2021.

Any subsequent modification and / or amendments to the Regulations shall automatically apply to this Code.

**DEFINITIONS & INTERPRETATION**

- a. **“Act”** means the Securities and Exchange Board of India Act, 1992.
- b. **“Audit Committee”** means the audit committee constituted pursuant to Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of Companies Act, 2013
- c. **“Board”** means the Board of Directors of the Company.
- d. **“Code”** or **“Code of Conduct”** means the Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades under the regulations as amended from time to time.
- e. **“Company”** means Osiajee Texfab Limited.
- f. **“Compliance Officer”** means such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- g. **“Connected Person”** means
  - i. 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.
  - 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);

**Osiajee Texfab Limited**

**CIN: L17299GJ1995PLC024606**

*Registered Office Address: Shop-2018/2019, Royal Ground Floor, SY-3/2885/B/2/B, Ambaji Market, Kamela Darwaja Ring Road, Surat, Gujarat- 395001. | Corporate Office Address: 1043- 1043, Bahadurpur Gate Road, Near Maurya Palace, Hoshiarpur- 146001, Punjab, India*

*Contact No. +91-90565-53253 | E-Mail: [csosiajee.texfab@gmail.com](mailto:csosiajee.texfab@gmail.com) | Website: [www.osiajeehdl.com](http://www.osiajeehdl.com)*



## OSIAJEE

- b. a holding company or associate company or subsidiary company; or
  - c. an intermediary as specified in section 12 of the Act 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 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
  - 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 persons wherein a director of a company or his immediate relative or banker of the company, has more than ten percent of the holding or interest;
- h. **“Designated Persons”** shall include:
- i. Promoter and Member of the Promoter Group of the Company;
  - ii. All Directors of the Company (including Independent Directors, Whole-Time Directors, Managing Director);
  - iii. Key Managerial Personnel (“KMP”) of the Company;
  - iv. Permanent invitees/invitees to the Board meeting and Committee meetings of the Company;
  - v. Chief Executive Officer and employees up to two levels below Chief Executive Officer of such listed company irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
  - vi. every employee in the grade of Managers and above;
  - vii. Any support staff of the Company such as Finance, Accounts, IT staff or secretarial and legal department who have access to unpublished price sensitive information.
  - viii. any other employee as may be determined and informed by the Compliance Officer from time to time.
  - ix. Immediate Relatives of these persons listed above.
- i. **“Director”** means a member of the Board.
- j. **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- k. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.
- l. **“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.
- m. **“Insider”** means any person who is:
- i. a Connected Person; or

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- ii. in possession of or having access to Unpublished Price Sensitive Information.
- n. **"Key Managerial Person"** means person as defined under Section 2(51) of the Companies Act, 2013.
- o. **"Need to Know"** basis means:
  - (i) that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
  - (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.
- p. **"Promoter"** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- q. **"Regulations"** mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any modifications thereof
- r. **"Securities"** shall have 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;
- s. **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- t. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- u. **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- v. **"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, acquisitions, delisting, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel; and
  - (vi) material events in accordance with the listing agreement.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

#### **ROLE OF COMPLIANCE OFFICER**

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, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

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The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

Compliance Officer shall identify such market intermediaries in accordance with section 11 (2)(b) and 11 (2)(ba) of SEBI Act, 1992 read with Regulation 2 (g) of SEBI (Intermediaries) Regulations, 2008 and every other person who is required to handle unpublished price sensitive information of the Company.

### **PRESERVATION OF UPSI**

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 insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- i. Entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company;
- ii. not attract 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 the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being affected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and nondisclosure 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 WALLS**

Chinese Walls are designed to operate as barriers to the passing of Inside Information and Confidential Information. Chinese Walls are also designed as a means of managing Conflicts of Interest. Designated persons working within an organization either at Registered Office or Corporate Office are prohibited from communicating any Confidential or Inside Information to employees in Public Areas without the prior approval of their local Compliance Officer.

Designated persons within a Chinese wall have a responsibility to ensure the Chinese wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese wall must be referred to the Compliance Officer immediately

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#### **LIMITED ACCESS TO CONFIDENTIAL INFORMATION**

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

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

Employees and connected persons designated on the basis of their functional role (“designated persons”) in the Company shall be governed by an internal code of conduct governing dealing in securities.

##### **a. Trading Plan**

An insider 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.

1. 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.
2. 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.
3. The pre-clearance of trades shall not be required for a trade executed as per an approved trading plan and the trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
4. 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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation.

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The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

5. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

**b. Trading Window and Window Closure**

1. The Company shall specify a trading period, to be called the "Trading Window", for trading in the Company's Securities. Any Designated Person and their immediate relatives shall not trade in any Securities of the Company during the period when Trading Window is closed;
2. The trading window shall be closed when the compliance officer determines that a designated person or class of 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.
3. Trading restriction period shall 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.
4. When the trading window is closed, the designated persons and their immediate relatives shall not trade in the Company's securities in such period.
5. Designated persons and their immediate relatives shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed or during any other period as may be specified by the Company from time to time.
6. When a Designated Person who has traded in securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.
7. The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming Generally Available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the UPSI becomes generally available.
8. The Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

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#### **c. Pre-clearance of Trades**

1. All Designated Persons, who intend to Trade in the securities of the Company when the Trading Window is open whether in one transaction or a series of transactions over any calendar quarter, for an aggregated trade value in excess of Rs.10,00,000/- (RUPEES TEN LAKH), shall get the transactions pre-cleared.
2. No Designated Persons shall apply for pre-clearance of any proposed Trade if such Designated Person is in possession of UPSI even if the Trading Window is not closed.
3. The Compliance Officer shall confidentially maintain a list of such securities as “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance Trades.
4. An application in the form attached hereto as Annexure 1 shall be made to the Compliance Officer by the Designated Person indicating the estimated number of securities that such person intends to trade in, details of depository and such other information as may be prescribed by the Company.
5. Before a Trade is executed, the Designated Person shall execute an undertaking in the form annexed hereto as Annexure 2 in favor of the Company.
6. The Compliance Officer shall accord his approval within two Trading Days of the receipt of application for pre-clearance in the format attached hereto as Annexure 3.
7. All Designated Persons shall execute their Trades in respect of securities of the Company within seven Trading Days after the approval of pre-clearance is given. The Designated Persons shall file within two Trading Days of the execution of the Trade, the details of such Trade with the Compliance Officer in the form attached as Annexure 4. In case the transaction is not undertaken, a report to that effect shall be filed within two trading days of expiry of pre-clearance approval in the format attached as Annexure 4 recording the reasons for the same.
8. If the Trade is not executed within seven Trading Days after the approval is given, the Designated Person must obtain a fresh pre-clearance.
9. All Designated Persons who buy or sell any number of securities of the Company shall not enter into any contra trade/opposite trade i.e., sell or buy any number of securities during the next six months following the prior transaction for purchase or sale of securities, as the case maybe. In case of any 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act. This shall not be applicable for trades pursuant to exercise of stock options. However, the Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations.
10. All Designated Persons shall take pre-clearance from the Compliance Officer before creating, revoking lien/Pledge on securities of the Company for such value as prescribed above under point 1.

#### **d. Other Restrictions**

1. 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.

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2. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
3. All supporting documents for compliances made under this Code shall be maintained by the Company, for a minimum period of five years, in such a form as may be prescribed by the Compliance Officer or by the Board.
4. The Compliance Officer shall inform the Chairman of the Audit Committee, Chairman of the Board, cases of any violation of the Regulations / Code so that appropriate action may be taken.

## **REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES**

### **1. Initial Disclosure**

- a. Every person on appointment as a Key Managerial Personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter.

### **2. Continual Disclosure**

- a. Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;
- b. The Company 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.

## **PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT**

Every Designated Persons and their immediate relatives shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

Any Designated Persons and their immediate relatives who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

Designated Persons and their immediate relatives who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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ANNEXURE 1

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,  
The Compliance Officer,  
Osiajee Textfab Limited  
1043-1043, Bahadurpur Gate Road,  
Near Maurya Palace,  
Hoshiarpur- 146001

**Subject: Application for Pre-dealing approval in securities of the Company**

Dear Sir/ Madam,

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase / sale / subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

1.	Name of the Applicant	
2.	Designation	
3.	Number of Securities held as on date	
4.	Folio No./ DP ID/ Client ID No.	
5.	The Proposal is for	a. Purchase of securities b. Subscription to securities c. Sale of securities
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired/ subscribed/ sold	
8.	Price at which the transaction is proposed	
9.	Current Market Price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off- market deal	
11.	Folio No./ DP ID/ Client ID No. where the securities will be credited/ debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature)

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## ANNEXURE 2

### FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

#### UNDERTAKING

To,  
The Compliance Officer,  
Osiajee Texfab Limited  
1043-1043, Bahadurpur Gate Road,  
Near Maurya Palace,  
Hoshiarpur- 146001

Dear Sir/ Madam,

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, am desirous of dealing 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 or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, 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 dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken. If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek preclearance.

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

Signature

\*Indicate number of Shares

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ANNEXURE 3  
FORMAT FOR PRE- CLEARANCE ORDER

Date:

To,  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Place: \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_ (nos) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal.

In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,  
**For Osiajee Texfab Limited**

**Compliance Officer**

Encl: Format for submission of details of transaction

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ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

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

Date:

To,  
The Compliance Officer,  
Osiajee Texfab Limited  
1043-1043, Bahadurpur Gate Road,  
Near Maurya Palace,  
Hoshiarpur- 146001

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)

Name of Holder	No. of Securities dealt with	Bought/ Sold/ Subscribed	DP ID/ Client ID/ Folio No.	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (Applicable in case of purchase / subscription).

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

Signature  
Name:  
Designation:

**Osiajee Texfab Limited**

**CIN: L17299GJ1995PLC024606**

**Registered Office Address: Shop-2018/2019, Royal Ground Floor, SY-3/2885/B/2/B, Ambaji Market, Kamela Darwaja Ring Road, Surat, Gujarat- 395001. | Corporate Office Address: 1043- 1043, Bahadurpur Gate Road, Near Maurya Palace, Hoshiarpur- 146001, Punjab, India**

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