

# Bombay Oxygen Corporation Limited

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Effective from 15<sup>th</sup> May 2015

### Definitions

- 1.1 “**Company**” means Bombay Oxygen Corporation Limited.
- 1.2 “**Chief Investor Relations Officer** ” means Company Secretary or such other senior officer, who is designated as Investor Relations Officer by the Company for the purpose of dissemination of information and disclosure of unpublished price sensitive information
- 1.3 “**Dealing in Securities**” means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.
- 1.4 **Designated Employee(s)** shall include :
  - (i) The Manager, CFO, Company Secretary and Internal Auditor ;
  - (ii) every employee in the accounts, secretarial and Personnel department as may be determined and informed by the Compliance Officer; and
  - (iii) Any other employee as may be determined and informed by the Compliance Officer from time to time.

Words and expressions used and not defined in the code and the 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 there under shall have the meanings respectively assigned to them in those legislation.

### 2. Role of Chief Investor Relations Officer

- 2.1 The Chief Investor Relations Officer shall be responsible for interacting with outside investor community
- 2.2 The Chief Investor relations Officer shall also be responsible for dissemination of the unpublished price sensitive information in accordance with the provisions and spirit of the SEBI (Prohibition on Insider Trading) Regulations 2015.

### 3. Preservation of “Price Sensitive Information”

3.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge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.

3.2 Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which is permitted under these regulations.

#### 3.3 Need to Know:

(i) “need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such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.

#### 3.4 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files should be secured by authorized login and password, etc.

### 4. Dissemination of Price Sensitive Information

4.1 No information shall be passed on by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.

4.2 The following guidelines should be followed while dissemination of the price sensitive information to analysts, media persons and institutional investors:

- Only public information shall be provided.
- At least two Company representatives will be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

## 5. Procedure for undisclosed price sensitive information

- 5.1 The company shall make public disclosure of all the price sensitive information which may impact price discovery of securities of the Company as soon as the information becomes credible and concrete without any further delay.
- 5.2 The disclosure of all the unpublished price sensitive information shall not be made selectively to any person or group of persons
- 5.3 The unpublished price sensitive information shall only be disseminated to the public either through press release, advertisement or through communication to the stock exchange or any other mode as may be approved by the Board.
- 5.4 The unpublished price sensitive information shall be disseminated uniformly and universally so as to avoid any particular person or group of person at undue advantage over other persons in respect of the unpublished price sensitive information.
- 5.5 No connected person shall disclose any unpublished price sensitive information to any outsider or his immediate relatives.
- 5.6 No connected person shall be entitled to enter into any trade as long as he is in possession of any unpublished price sensitive information. However such connected person shall be entitled to enter into such transactions only after 48 hours of the unpublished price sensitive information becoming publicly available.
- 5.7 The Chief Investor relations officer shall promptly respond to the queries or any news report. The chief investors relations officer shall also ensure prompt response to any query raised by any regulatory authorities for verification of any rumor floating in the market about the Company.
- 5.8 In case any price sensitive information is disclosed inadvertently or otherwise, the chief investor relations officer shall ensure that the same information is immediately brought in the public domain.
- 5.9 In order to ensure transparency, the Chief Investor Relations Officer shall maintain and publish transcript of all the meetings with analysts and all other investors relations conferences of the Company on the website of the Company.
- 5.10 In case the proceedings are video recorded the video recording of such meetings, conferences shall also be uploaded on the official website of the Company.