

BOMBAY OXYGEN INVESTMENTS LIMITED
(Formerly known as “Bombay Oxygen Corporation Limited”)

**CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING
OF TRADING BY DESIGNATED PERSONS**

Effective from 1ST APRIL, 2019

1. 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 15th May, 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 old internal code of conduct dated 15th May, 2015 with effect from 1st April, 2019.

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

2. DEFINITIONS:

- 2.1. “Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- 2.2. “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.
- 2.3. “Board” means Board of Directors of the Company.
- 2.4. “Code” or “Code of Conduct” means the Internal Code of Conduct for Regulating, Monitoring and Reporting of Trading under the Regulations.
- 2.5. “Company” means Bombay Oxygen Investments Limited.
- 2.6. “Chief Investor Relations Officer” means the Company Secretary of the Company appointed to deal with dissemination of information and disclosure of unpublished price sensitive information.
- 2.7. "Compliance Officer" means Company Secretary or any other person appointed by the Board having regards to his education and experience, who shall be responsible for compliance under these regulations under the overall supervision of the Board of Directors of the Company.
- 2.8. “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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.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 2.7 (i); or
 - 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.
- 2.9. “Designated Persons” means those Insiders who fall in the following categories:
- i. Promoter and Member of the Promoter Group of the Company;
 - ii. All Directors of the Company (including Independent Directors and Whole-Time Directors);
 - iii. Key Managerial Personnel (“KMP”) and Internal Auditor of the Company;
 - iv. Permanent invitees/invitees to the Board meeting and Committee meetings of the Company
 - v. Every employee in the accounts, secretarial and Personnel department as may be determined and informed by the Compliance Officer; and
 - vi. Any other employee as may be determined and informed by the Compliance Officer from time to time
 - vii. Immediate Relatives of these persons listed above under (i) to (vi).
- 2.10. “Director” means a member of the Board.
- 2.11. "Generally Available Information" means information that is accessible to the public on a non- discriminatory basis.
- 2.12. "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.
- 2.13. “Insider” means any person who is:
- i. a Connected Person; or
 - ii. in possession of or having access to Unpublished Price Sensitive Information.
- 2.14. “Key Managerial Personnel” means person as defined in Section 2(51) of the Companies Act, 2013.

- 2.15. "Promoter" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and any modifications thereof.
- 2.16. "Promoter Group" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and any modifications thereof.
- 2.17. "Regulations" mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any modifications thereof.
- 2.18. "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act 1956 (42 of 1956) or any modifications thereof except units of a mutual fund.
- 2.19. "Takeover Regulations" means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any modifications thereof;
- 2.20. "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "Trade" shall be construed accordingly.
- 2.21. "Trading Day" means a day on which the recognized stock exchanges are open for Trading;
- 2.22. "Trading Window" shall have the meaning ascribed to the term in Clause 6.1(i);
- 2.23. "Unpublished Price Sensitive Information" or "UPSI" 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. merger, demergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - v. change in Key Managerial Personnel;

Words and expressions used and not defined in the code and the regulations but defined in the Act, the Regulations, 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.

3. ROLE OF COMPLIANCE OFFICER:

- 3.1. The Compliance Officer shall report on matters relating to this Code to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee and to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors but not less than once in a year.
- 3.2. The Compliance Officer shall maintain a record of the Designated Persons and any changes therein.
- 3.3. The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and the Company's Code of Conduct.

4. PRESERVATION OF UPSI:

4.1 Communication or procurement of UPSI:

- i. The Designated Persons shall maintain confidentiality of all UPSI and no Designated Person shall communicate, provide, or allow access to any UPSI, relating to the Company or securities listed or proposed to be listed, to any person including other Designated Persons except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- ii. No person shall procure from or cause the communication by any Designated Persons of UPSI, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes (as mentioned in Code of Fair Disclosure), performance of duties or discharge of legal obligations.
- iii. Any person in receipt of UPSI for legitimate purpose shall be considered as an insider for the purpose of these Regulations. Accordingly, the person who shares such UPSI shall give proper notice to the recipient of UPSI to maintain confidentiality of such UPSI.
- iv. No Designated Persons shall Trade in securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI. Further the Designated Persons shall not pass on the UPSI to any person directly or indirectly whether for making a recommendation for the purchase or sale of securities of the Company or otherwise.
- v. Notwithstanding anything contained in the Regulations, the UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - a) entail an obligation to make an open offer under the Takeover Regulations where the Board is of informed opinion that the sharing of such information is in the best interest of the Company;
 - b) not attract the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that the sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.
- vi. It is clarified that no communication of UPSI as contemplated under Clause 4.1(v) above shall occur unless the Board has passed a resolution authorizing such communication. For purposes of Clause 4.1(v), the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of Clause 4.1(v) and shall not otherwise trade in securities of the Company when in possession of UPSI.
- vii. The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared as above along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

4.2 Need to Know:

- (i) “need to know” basis means that UPSI should be disclosed only to those within

the Company who need the information to discharge their legitimate duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

- (ii) All UPSI received by any designated persons should immediately be reported to the head of the department on receipt of such information.

4.3 Limited access to confidential information

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

5. PREVENTION OF MISUSE OF UPSI:

Designated Persons of the Company shall be governed by an internal code of conduct governing trading in securities.

5.1 Trading Plan

A designated person shall be entitled to formulate a trading plan for trading in securities of the Company 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.

5.2 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the designated persons 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 Company 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.

5.3 The Compliance Officer shall consider the Trading Plan made as above and approve it forthwith subject to such conditions as he/she may deem proper.

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.

5.4 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 any UPSI. The commencement of the Plan shall be deferred until such UPSI becomes generally available. Further, the designated person shall also not be allowed to deal in securities of the Company, if the date of trading as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

5.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchange/s on which the securities of the Company are listed.

6. TRADING WINDOW AND WINDOW CLOSURE:

- 6.1 All Designated Persons shall be subject to certain Trading restrictions as enumerated below:
- (i) The trading period, i.e. the trading period of the stock exchanges, called ‘trading window’, is available for trading in the Company’s securities;
 - (ii) The Trading Window shall remain closed from the date mentioned in the notice given to the stock exchanges for convening the meeting of the Board to consider items of UPSI and shall be re-opened as per Clause 6.3 below;
 - (iii) Designated Persons shall not trade in the Company’s securities when the trading window is closed and will have to forego the opportunity to trade in the Company’s securities during such period;
 - (iv) All Designated Persons shall conduct all their trading in the securities of the Company in a valid trading window only.
 - (v) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.
 - (vi) 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.
- 6.2 The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he/ she deems it proper. Such closure shall be imposed in relation to such securities to which such UPSI relates.
- 6.3 The Compliance Officer shall decide the timing for re-opening of the trading window after taking into account various factors. However in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
- 6.4 The trading window restrictions mentioned in Clause 6.1 shall not apply in respect of-
- a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of Regulations and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;
 - b) transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer.
- 6.5 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.

7. PRE-CLEARANCE OF TRADES:

- 7.1 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 Lakhs (market value), shall get the transactions pre-cleared. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of UPSI even if the trading window is closed. The pre-dealing procedure shall be hereunder:
- i. An application shall be made in the prescribed Form (Annexure 1) to the Compliance officer with such further details as the compliance officer may want.
 - ii. An undertaking (Annexure 2) shall be executed in favour of the Company by such Designated Person.
 - iii. The preclearance order shall be in form as per Annexure 3 of this code.
 - iv. All Designated Persons shall execute their trades in respect of securities of the Company within one week after the approval of pre-clearance. The Designated Persons shall file within 2 (two) trading days of the execution of the trade, the details of such trade with the Compliance Officer in the 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 Annexure 4.
 - v. If the trade is not executed within seven trading days after the approval, the designated person must pre-clear the transaction again.
 - vi. All Designated Persons who buy or sell any number of securities of the Company shall not enter into any contra trade/ opposite transaction 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 may be. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade is 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 Securities and Exchange Board of India (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.
In case of subscription in the primary market of the Company, the above mentioned entities shall hold their investments for a minimum period of 30 days from the date of allotment.
 - vii. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.
 - viii. 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 in clause 7.1.

8. OTHER RESTRICTIONS/ GENERAL PROVISIONS:

- 8.1 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.
- 8.2 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.
- 8.3 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.

9. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

Initial Disclosure

- 9.1 Every Promoter, Member of Promoter Group, Key Managerial Personnel and Director of the Company shall disclose his/ her holdings 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 in the prescribed form (Annexure 5).
- 9.2 Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or Member of Promoter Group shall disclose his/ her 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 in the prescribed form (Annexure 6).

Continual Disclosure

- 9.3 Every Promoter, Member of Promoter Group, Designated Person of the Company and Director of the 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 an aggregate in a series of transactions over any calendar quarter exceeds Rs. Ten lakhs or such other value as may be specified in the prescribed form (Annexure 7).

The disclosure shall be made within 2 working days of:

- (a) The receipt of intimation of allotment of shares, or
- (b) The acquisition or sale of shares or voting rights, as the case may be.

10. DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S):

- 10.1 Within 2 trading days of the receipt of intimation or from becoming aware of such information under Clause 9.3, the Compliance Officer shall disclose to Stock Exchange/s the information received.

11. Designated persons shall be required to disclose names and Permanent Account Number 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:

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term “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 from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

12. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:

- 12.1 Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent applicable to his/her dependents).
- 12.2 Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.
- 12.3 Designated Persons who violate the Code shall also be subject to disciplinary actions by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc.
- 12.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

13. INTIMATION TO AUDIT COMMITTEE/ BOARD/ SEBI IN CASE OF VIOLATION:

- 13.1 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.
- 13.2 The Company shall also intimate to SEBI any violation of the Regulations.

14. CODE OF FAIR DISCLOSURE:

- 14.1 As required under Regulation 8 of the Regulations, the code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information(UPSI) forms part of this Code and the same is appended below:
 - a. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
 - b. Uniform and universal dissemination of UPSI to avoid selective disclosure.
 - c. Designation of a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
 - d. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
 - e. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
 - f. Ensuring that information shared with analysts and research personnel is not UPSI.
 - g. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
 - h. Handling of all UPSI on a need-to-know basis.
 - i. In order to identify whether sharing of UPSI is for legitimate purpose, the Designated Person shall take into consideration the following:
 - Sharing of UPSI is for statutory purpose;
 - Sharing of UPSI is mandated by a Regulator;
 - Sharing of UPSI for business purpose internally for performance of day-to-day activities;
 - Sharing of UPSI for any purpose as approved by Compliance Officer in consultation with the Managing Director.

15. INTERNAL CONTROLS FOR PREVENTION OF INSIDER TRADING:

- 15.1 The Chief Financial Officer or Manager of the Company, shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading.
- 15.2 The Audit Committee shall review compliance with the provisions of the regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

16. *PROTECTION AGAINST RETALIATION AND VICTIMISATION:

Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated 17th September, 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

* Amendment to Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons is adopted by the Board of Directors of the Company at its Meeting held on 7th February, 2020 pursuant to SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019.

Annexure 1
SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
Bombay Oxygen Investments Limited,
Mumbai

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons, I seek approval to trade in _____ securities of the Company as per details given below:

1.	Name of the applicant		
2.	Designation		
3.	Number of securities held as on date		
4.	Application for		
5.	Relation with Employee		
6.	PAN		
7.	Folio No. / DP ID / Client ID No.)		
8.	The proposal is for		(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Any other transaction, please specify
9.	Proposed date of trading in securities		
10.	Estimated number of securities proposed to be acquired/subscribed/sold etc.		
11.	Price at which the transaction is proposed		
12.	Current market price (as on date of application)		
13.	Whether the proposed transaction will be through stock exchange or off-market deal		
14.	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

Name

Annexure 2
FORMAT OF UNDERTAKING TO BE ACCOMPANIED
WITH THE APPLICATION FOR PRE-CLEARANCE
UNDERTAKING

Date:

To,
The Compliance Officer,
Bombay Oxygen Investments Limited,
Mumbai

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons under the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Code”) I, _____, _____ of the Company residing at _____, am desirous of trading in _____* securities 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 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 “Unpublished 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 two trading 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 7 trading days of the receipt of approval failing which I shall seek pre-clearance.

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

Name:

Signature: _____

* Indicate number of shares

Annexure 3

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name: _____
Designation: _____
Place: _____

Sub: Pre-clearance of transaction in Company's Securities

This is pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons under the SEBI (Prohibition of Insider Trading) Regulations, 2015 (**"Code"**)

This is to inform you that your request for dealing in _____(nos.) securities 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 trading 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 trading days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be filed within 2 trading days of expiry of Pre-clearance approval. You shall not enter into any contra trade within 6 months of such Trade.

Yours faithfully,
For Bombay Oxygen Investments Limited

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction

Annexure 4
FORMAT FOR DISCLOSURE OF TRANSACTIONS
(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Bombay Oxygen Investments Limited,
Mumbai

Sub: SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons under the SEBI (Prohibition of Insider Trading) Regulations, 2015 (**"Code"**)

I hereby inform that I

- have not traded in any securities of the Company because of the following reasons:
- have traded _____ securities as mentioned below on _____(date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed/ others	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 agree not to execute any contra trade transaction for a period of six months from the date of aforesaid transaction in the securities of the Company.

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).

Date: _____

Signature: _____
Name:
Designation:

ANNEXURE 5

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.

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

ANNEXURE 6

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 or Member of Promoter Group and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoter/Member of Promoter Group/ 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/Member of Promoter Group/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.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter / Member of Promoter Group and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/Member of Promoter Group/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ Member of Promoter Group / appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of option

Name & Signature:

Designation:

Date:

Place:

ANNEXURE 7

FORM C

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

Name of the company: _____

Details of change in holding of Securities of Promoter/ Member of Promoter Group /Designated Person or Director of company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/ DIN, & addresses with contact nos.	Category of Person (Promoter / Member of Promoter Group/ KMP/ Directors /immediate relative/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition 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 share holding	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.

Details of trading in derivatives of the company by Promoter or Member of Promoter Group, Designated Person or Director of company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts*lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

**PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES
AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION (UPSI)**

1. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of UPSI to avoid selective disclosure.
3. Designation of a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
4. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not UPSI.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all UPSI on a need-to-know basis.

POLICY ON INQUIRY UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

1. INTRODUCTION:

Regulation 9A (5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time prescribes that every listed company shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, which shall be approved by Board of Directors of the Company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

The Policy on Inquiry under the SEBI (Prohibition of Insider Trading) Regulations, 2015 has been formulated by Board in compliance with the aforesaid requirements. The policy shall be effective from **April 01, 2019**.

This Policy is independent of the Vigil Mechanism Policy of the Company.

2. DEFINITIONS:

- 2.1. “Board of Directors” means the Board of Directors of Bombay Oxygen Investments Limited.
- 2.2. “Company” means Bombay Oxygen Investments Limited.
- 2.3. “Investigator” shall mean any official of the Company as specified in Clause V(h) of this Policy
- 2.4. “Leakage of UPSI” shall mean any unauthorized sharing of information, whether electronically or otherwise, not for a legitimate purpose and/or for unethical gain either by the person possessing such UPSI or through any other person.
- 2.5. "Unpublished Price Sensitive Information" (“UPSI”) 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: –
 - a) financial results;
 - b) dividends;
 - c) change in capital structure;
 - d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - e) changes in key managerial personnel.

The words and expressions used in this policy not defined herein above will have the same meaning as defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

3. APPLICABILITY:

The policy shall be applicable to all the employees and Designated Persons of the Company as defined under the “Internal Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons under the SEBI (Prohibition of Insider Trading) Regulations, 2015” of the Company as amended from time-to-time.

4. OBJECTIVES:

The objective of this policy is as under:

- a) Prescribe procedures for conducting inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information;
- b) Reporting leaks, inquiries and results of such inquiries to SEBI.

5. MODES OF DETECTION OF LEAKAGE OR SUSPECTED LEAKAGE OF UPSI:

- a) Pursuant to any information received from any whistle blower;
- b) Pursuant to receipt of any UPSI from an outside source (eg. Social media);
- c) Pursuant to sabotage of systems storing details of UPSI or phishing e-mail attack, planted or unauthorized USB drive in the systems storing UPSI.
- d) Pursuant to theft/ unauthorized destruction of important physical records or portable equipments.
- e) Receipt of a credible complaint mentioning the circumstances in which he / she feels that security of the Company has been compromised and UPSI has been allegedly leaked.
- f) The format of complaint is enclosed as Annexure – I.
- g) In case the complainant has documentary evidence proving the leakage, he / she shall provide the same along with his complaint in order to substantiate his complaint.
- h) The complaint may be addressed to the Compliance Officer.

6. PROCEDURE:

A. Procedure of inquiry

- i) On becoming aware of circumstances of leak / suspected leak or receipt of a written complaint, the Investigator shall acknowledge the complainant about the receipt of his / her complaint;
- ii) The Investigator shall maintain confidentiality as to the identity complainant as a safeguard against his victimization;
- iii) The Investigator shall also bring to the knowledge of the complainees about the receipt of a complaint against him / her and as a principle of natural justice grant him / her sufficient time to make a representation to defend himself / herself.
- iv) On receipt of representation, the Investigator shall proceed to conduct an inquiry either by himself or may engage an external consultant / forensic auditor to assist the Investigator in the process.
- v) If no representation is received from the complainees within the time provided to him / her, the Investigator may initiate inquiry.
- vi) In cases other than receipt of a written complaint, the Investigator shall commence preliminary examination and prepare an examination report and may form an opinion as to:
 - a) Disregard the complaint as it is frivolous or immaterial in nature; or
 - b) To refer the complaint to the Audit Committee on the basis that the complaint has substance and the investigator has found evidence which has been recorded in his Preliminary Examination Report.
- vii) The Investigator may obtain undertaking from individuals who may be probed as part of the examination process as specified in Annexure – II.
- viii) The Investigator may call for additional documents as may be required from the individuals being probed or their immediate relatives in order to identify if any unlawful gain has been made by them by way of trading on the basis of the UPSI;
- ix) The Investigator may restrain the complainees from accessing of mails/ records or from attending office for such period as may deem fit, during the pendency of the inquiry.
- x) If the matter is being referred by the Investigator to the Audit Committee, a meeting of the Audit Committee shall be convened and the Preliminary Examination Report of the Investigator shall be forwarded to the members of the Committee for further examination.

- xi) If after final examination the Audit Committee is satisfied that there exists evidence which prove beyond any doubt that the complaine e has leaked UPSI, the Audit Committee shall proceed to take disciplinary action against the perpetrator as specified in Clause VI of this Policy.

B. Intimation to SEBI

Apart from the disciplinary action, the Company shall intimate SEBI about the following:

- a. The Examination Report of the Investigator;
- b. Quantum of penalty imposed by the Company and any other disciplinary action taken by the Company.
- c. Measures taken to ensure that such leakages are plugged.

C. Rights of the Company

- a. The Company reserves the right of initiating an inquiry *suo-moto* under this Policy against any Designated Person if it has reasons to believe that such person has leaked UPSI or suspected to have leaked UPSI.
- b. The Company may share appropriate information with the correct components, while maintaining confidentiality and protecting privacy in order to ensure the consequences are clearly communicated to all employees and acts as a deterrent.

7. PENALTY:

The Audit Committee may impose penalty as specified in Clause 12 of the “Internal Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons under the SEBI (Prohibition of Insider Trading) Regulations, 2015”. The action by the Audit Committee shall not preclude SEBI from taking further action.

8. REVIEW AND AMENDMENT:

This policy may be reviewed and amended by the Audit Committee as and when required and any amendment thereto shall be presented before the Board for approval/ratification.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and the Audit shall amend this Policy accordingly.

* * *

ANNEXURE – I

**FORMAT OF REGISTERING A COMPLAINT AND INFORMING THE COMPANY
ABOUT THE LEAK/ SUSPECTED LEAK OF UPSI**

[Pursuant to clause 5(f) of this Policy]

Name of the Complainant	Name of the Complainee	Subject Matter of complaint	Documentary Proof available (Yes/No)	Source of information from which the complainant became aware of the leakage

I confirm the following:

1. The facts stated above are true to the best of my knowledge;
2. The complaint is not being lodged to gain needless publicity or to harass the complainee in any way;
3. All sources through which I became aware of the leakage of UPSI have been disclosed.

Signature: _____

ANNEXURE – II

UNDERTAKING

[Pursuant to clause 6(A)(vii) of this Policy]

To

The Compliance Officer

Bombay Oxygen Investments Limited,
22/B, Mittal Tower, 210,
Nariman Point, Mumbai – 400 021

I, [Name], of [Name of Department] hereby state the following:

1. I have not shared UPSI with any individual other than for legitimate purposes;
2. Neither am I a part of any on social media groups which shares / discusses confidential information of Bombay Oxygen Investments Limited or any other listed entity nor have I disclosed UPSI of the Company on any social media platforms;
3. I have not provided unauthorized access to any person of UPSI that I may have acquired in performance of my duties;
4. The details of shareholding in the Company is as under:

	Nature of Securities	Number of Securities
Myself		
Immediate Relatives		

5. I have not procured / attempted to procure any UPSI from individuals possessing the same for my benefit;
6. I have not advised any individual regarding any trading decisions in the securities of the Company.
7. I assure to inform the Investigator in case I become aware of any evidence that may help the Investigator in successfully completing his examination.
8. I shall be liable for disciplinary action if any of my affirmations are found to be untrue.

Signature: _____