

Oriental Aromatics

**CODE OF CONDUCT
FOR
PREVENTION OF INSIDER
TRADING**

(Effective from 1st April 2019)

CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

1. PREAMBLE:

The Securities and Exchange Board of India had promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “Regulations”) on January 15, 2015. Regulation 9 of the Regulations requires that Board of Directors of every listed company shall ensure that CEO/MD formulates a code of conduct with their approval to regulate, monitor and report trading by its designated person and immediate relatives of designated person towards achieving compliance with the Regulations, adopting minimum standards as set out in Schedule B of the Regulations, without diluting the provisions of the Regulations in any manner.

In compliance with the above requirements, the Company has formulated this code for Regulating, Monitoring and Reporting of Trading by Insiders (hereinafter referred to as the ‘Code’).

This code shall come into force on 1st April, 2019 replacing the Company’s Code for prevention of Insider Trading dated 28th May, 2015 framed under the SEBI (Prohibition of Insider Trading) Regulations, 1992.

2. OBJECTIVE:

Oriental Aromatics Limited (hereinafter referred to as “the Company”/”OAL”) endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Designated Person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Designated Person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. Such persons are prohibited from communicating / or counselling others with respect to the securities of the Company. Such persons should also refrain from profiteering by misusing the unpublished price sensitive information and thereby enabling the Company to retain investor confidence.

To achieve these objectives, the Company hereby notifies that this Code to be followed by all Designated Persons and Immediate Relatives of Designated Persons.

3. DEFINITIONS:

3.1 “Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

3.2 “Board” means the Securities and Exchange Board of India;

3.3 “Code” or “Code of Conduct” means this Code of Conduct formulated for Regulating, Monitoring and Reporting by Insiders under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

3.4 “Company” means Oriental Aromatics Limited (Formerly known as Camphor And Allied Products Limited) (OAL)

3.5 “Compliance officer” means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these 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 the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

3.6 “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); 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 per cent. Of the holding or interest;

3.7 “Dealing in Securities” means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the securities of OAL by any person either as principal or agent.

3.8 “Designated Employees” shall include:

- i. Every employee in the grade of Senior/General Manager and above;
- ii. Every employee in the Legal, Finance/Accounts, Information Technology and Secretarial Department, irrespective of his/her role, designation etc.;
- iii. Whole Time Director/Chief Executive Officer and employees upto two levels below Whole Time Director/Chief Executive Officer of the Company, and its material subsidiaries;
- iv. Secretaries or Executive Assistants to the employees mentioned in (i),(ii) and (iii) above;
- v. Any other employee/person as may be specified by the Compliance Officer or Managing Director from time to time, keeping in mind the objective of this Code of Conduct.

3.9 “Designated Persons” shall mean all the Director, Promoters, Key Managerial Personnel and Designated employees of the Company.

3.10 “Director” means the Director as defined under Companies Act, 2013.

3.11 “Employee” means every employee of the Company including the Directors in the employment of the Company

3.12 “Generally available Information” means information that is accessible to the public on a non-Discriminatory basis.

3.13 “Key Managerial Person” means person as defined in Section 2(51) of the Companies Act, 2013.

3.14 “Legitimate Purpose” shall include sharing of unpublished price sensitive information in 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.

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

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- 3.15** “**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;
- 3.16** “**Insider**” means any person who is:
- i. a connected person; or
 - ii. in possession of or having access to unpublished price sensitive information;
- 3.17** “**Promoter**” and “**Promoter Group**” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 3.18** “**Regulations**” means the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- 3.19** “**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;
- 3.20** “**Takeover regulations**” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 3.21** “**Trading**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly;
- 3.22** “**Trading day**” means a day on which the recognized stock exchanges are open for trading;
- 3.23** “**Trading window**” refers to the period during which the Company's securities can be traded by the Designated Person as provided in this Code.
- 3.24** “**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, delistings, disposals and expansion of business and such other transactions;
 - v. changes in key managerial personnel.

4. ROLE OF COMPLIANCE OFFICER:

- 4.1 The Compliance Officer shall at half yearly intervals prepare a report on insider trading and shall provide such report to the Chairman of the Board and in particular to the Chairman of the audit Committee.
- 4.2 The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 and this Code.

5. PRESERVATION OF “PRICE SENSITIVE INFORMATION:

- 5.1 Designated persons shall maintain the confidentiality of all unpublished Price Sensitive Information. Designated person shall not communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 5.2 Further no designated person shall procure from or cause the communication by any Insider, of unpublished Price Sensitive Information, relating to the Company or its securities, either directly or indirectly except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 5.3 Need to Know:
 - i. All unpublished Price Sensitive Information should be handled on a “need to know” basis, i.e. 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.

5.4 Limited access to confidential information:

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

- 5.5 Notwithstanding anything contained herein, Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which would entail:
 - i. an obligation to make an open offer under the Takeover Regulations where the board of directors is of informed opinion that sharing of such information is in the best interests of the Company; or

- ii. not attracting the obligation to make an open offer under the Takeover Regulations but where the board of directors is of informed opinion that sharing such information is in the best interests of the Company and the information that constitutes 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 may determine to be adequate and fair to cover all relevant and material facts.

However, 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 provided in clause (5.6) above and shall not otherwise trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

- iii. The Board 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 under this regulation 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.

6. TRADING WINDOW AND TRADING RESTRICTION:

- 6.1 Trading Window: The Company shall specify a trading period, to be called “Trading Window”, for dealing in the Securities of the Company. No designated persons and their immediate relatives of the Company shall deal in the securities of the Company when the trading window is closed, which is the prohibited period for trading.
- 6.2 Designated persons may execute trades subject to compliance with these regulations. 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. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
- 6.3 Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.
- 6.4 The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- 6.5 When the trading window is open, trading by designated persons shall be subject to pre- clearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.

6.6 The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he determine that a designated person or class of designated persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates.

7. TRADING PLANS:

7.1 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.

7.2 Such 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.

7.3 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.

7.4 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.

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

8. PRE-CLEARANCE OF TRANSACTIONS:

8.1 All designated Persons, who intend to deal in the securities of the Company when the trading window is open, shall do so only after obtaining pre-clearance from the Compliance Officer, when the value of the proposed trade taken together with the other trades executed in a calendar quarter

exceeds 5,000 shares or Rs. 10 Lakhs (market value), or 1% of total shareholding whichever is less, should pre-clear the transaction with the Compliance Officer.

8.2 The pre-dealing procedure shall be hereunder:

- i. An application may be made in the prescribed **Form (Annexure 1)** to the Compliance officer indicating the estimated number of securities that the designated person intends to deal in and such other details as may be required by any rule made by the company in this behalf.
- ii. **An undertaking (Annexure 2)** shall be executed in favour of the Company by such designated person incorporating, inter alia, the following clauses, as may be applicable:
 - a) That the employee/director/officer does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
 - b) That in case the designated person has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - d) That he/she has made a full and true disclosure in the matter.
- iii. All designated person shall execute their order in respect of securities of the Company within seven days after the approval of pre-clearance is given (**Annexure - 3**). The designated person shall file within 2 (two) days of execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed (**Annexure- 4**).
- iv. If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.
- v. **Minimum Holding Period**

All designated persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. 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 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 Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act. In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

- vi. 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.

9. OTHER RESTRICTIONS:

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.

- 9.1 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be considered for purposes of this Code.

- 9.2 The disclosures made under this Code shall be maintained for a period of five years.

9.3 Internal Control

- i. The chief executive officer or managing director or such other analogous person of the Company 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. Further, the Board shall ensure that the requirements are met by such persons under these Regulations.
- ii. The internal controls shall include the following:
 - a) Designated Employees;
 - b) all the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
 - c) adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by these regulations;
 - d) lists of all employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
 - e) all other relevant requirements specified under the Insider Trading Regulations shall be complied with;
 - f) periodic process review to evaluate effectiveness of such internal controls.
- iii. The Audit Committee of the Company shall review compliance with the provisions of the Insider Trading Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- iv. The Company shall formulate written policies and procedures for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information, which shall be approved by the Board and accordingly initiate appropriate inquiries on becoming aware of such information and inform the Board promptly of such leaks, inquiries and results of such inquiries;
- v. If an inquiry has been initiated by the Company in case of leak or suspected leak of Unpublished Price Sensitive Information the relevant intermediaries and fiduciaries shall co-operate with the

Company in connection with such inquiry conducted by the Company.

10. DISCLOSURES REQUIRED TO BE FURNISHED:

10.1 Initial Disclosure:

- i. Every promoter, member of the promoter group, key managerial personnel and director of every company whose securities are listed on any recognized stock exchange shall disclose his 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. (**Annexure-5**)
- ii. 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 (**Annexure-6**)

10.2 Continual Disclosure:

Every designated person of the company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction in the prescribed form (**Annexure-7**) 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.

The disclosure shall be made within 2 trading days from:

- i. The receipt of intimation of allotment of securities, or
- ii. The acquisition or sale of securities or voting rights, as the case may be.

10.3 Annual Disclosures:

All the Designated persons of the Company shall disclose in the prescribed Form (**Annexure-8**), names and Permanent Account Number or any other identifier authorized by law, of the following persons to the company on annual basis and as and when the information changes:

- i. immediate relatives;
- ii. persons with whom such designated person(s) shares a material financial relationship;
- iii. 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 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

Further Every Director, Key Managerial Personnel and Designated Employee of the Company shall at the end of the Financial Year disclose the details of their trading in the Securities of the Company during the Financial Year and their position in the Securities of the Company as at the end of the Financial Year in the aforesaid prescribed Form.

10.4 DISCLOSURES BY OTHER CONNECTED PERSONS:

The Compliance Officer may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in the prescribed form (**Annexure-9**) and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

11. DISSEMINATION OF PRICE SENSITIVE INFORMATION:

11.1 No information shall be passed by way of making a recommendation for the purchase or sale of Securities of the Company.

11.2 The following guidelines shall be followed while dealing with analysts, research personnel, media persons and institutional investors:

- i. Only public information to be provided.
- ii. Unanticipated questions may be taken on notice and a considered response be given later.
- iii. If the answer includes price sensitive information, a public announcement should be made before responding.
- iv. Simultaneous release of information after every such meet.

12 CODE OF FAIR DISCLOSURE AND CONDUCT:

The Code of fair disclosure and conduct of UPSI to be followed by the Company is provided as **Annexure-A**

13 PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:

- i. Every Designated Person 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).
- ii. 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.
- iii. Designated Persons 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.
- iv. The action by the Company shall not preclude SEBI from taking any action of SEBI (Prohibition of Insider Trading) Regulations, 2015.

14 **DISCLAIMER:**

This policy is only internal code of conduct and one of the measures to avoid insider trading. Every insider is required to familiarize himself with the SEBI regulation as it will be the responsibility of each insider to ensure compliance of this code, SEBI regulation and other related statutes fully.

15 **SEBI REGULATIONS/STATUTORY PROVISIONS TO PREVAIL:**

Please note that in case the SEBI regulation or any statutory provisions are more stringent than those contained in the code, the SEBI regulations/ statutory provisions will prevail.

ANNEXURE- A

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

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

1. Prompt public disclosure of unpublished price sensitive information 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 unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Compliance officer shall act as the chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information 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 unpublished price sensitive information.
7. To develop 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 unpublished price sensitive information on a need-to-know basis. No person shall procure from or cause the communication by any insider of UPSI, relating to the listed securities of the Company except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
9. Sharing of unpublished price sensitive information for legitimate purposes by an insider:
 - i. with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants where such communication is in furtherance of legitimate purpose(s).
 - ii. by operation of law, as mandated or directed by courts, judicial, statutory or regulatory authorities.

Following factors must be satisfied while determining what constitutes a legitimate purpose:

- a) Must be shared in the ordinary course of business or corporate purpose.
- b) Required to be done in furtherance of fiduciary duties or in fulfilment of any statutory obligation and
- c) Information shared is in the interest of shareholders/stakeholders.

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered as an "insider" for purposes of SEBI (PIT) Regulations and such persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with the SEBI (PIT) Regulations.

- 10.** A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital data base for sharing the information for said legitimate purposes.
- 11.** The Company hereby declares that all requisite measures shall be taken to ensure adherence with the principles of fair disclosure of Unpublished Price Sensitive Information.
- 12.** The Board is authorized to amend or modify this code in whole or in part and may stipulate further guidelines, procedures and rules from time to time, to ensure fair disclosure of Unpublished Price Sensitive Information.

This Code shall be published on the official website of the Company.

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed as they are approved and adopted by the Board of Directors.

ANNEXURE-1

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To

The Compliance Officer,

Oriental Aromatics Limited

Jehangir Building, 2nd Floor, 133, M.G. Road, Mumbai-400001

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 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 of Employee)

ANNEXURE- 2

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

UNDERTAKING

To
The Compliance Officer,
Oriental Aromatics Limited
Jehangir Building, 2nd Floor, 133, M.G. Road,
Mumbai-400001

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 pre-clearance.

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

Date : _____

Signature : _____

* Indicate number of shares

ANNEXURE-3

FORMAT FOR PRE – CLEARANCE ORDER

To

Name: _____

Designation: _____

Place: _____

This is to inform you that 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 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.

For Oriental Aromatics 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,
Compliance Officer
Oriental Aromatics Limited
Jehangir Building, 2nd Floor, 133, M.G. Road,
Mumbai-400001

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 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 slips (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.

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: ORIENTAL AROMATICS LTD

ISIN of the company: INE959C01023

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 * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	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:
 Designation:
 Date:
 Place:

Signature:

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: ORIENTAL AROMATICS LTD

ISIN of the company: INE959C01023

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.

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 of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/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 options

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: ORIENTAL AROMATICS LTD

ISIN of the company: _INE959C01023

Details of change in holding of Securities of Promoter, Employee 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 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, Employee or Director of a listed 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:

ANNEXURE 8

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Schedule B – Para -14–Disclosure by Designated Persons to the company]

To
The Compliance Officer,
Oriental Aromatics Limited
133, Jehangir Building, 2nd Floor,
M.G Road, Fort, Mumbai.

Annual Disclosure pursuant to the Regulations quoted above and the Code of Conduct for Prevention of Insider Trading adopted by the Company,

I hereby submit the following details:

Name of Designated Person	
PAN	
Employee Code, if applicable	
Designation	
Date of Joining / Promotion	
*Educational Institution from which Graduated	
*Name of Past employer	

*Note: This information is to be provided only once.

Details of Immediate relatives and other persons with whom the Designated person shares a material financial relationship #**

Sr. No.	Criteria of disclosure	Relation	Name	Permanent Account Number/ Any other identifier authorized by law ^{\$}	Phone, mobile and cell numbers used by them
1.	Mandatory	Spouse, (if any)			
2.	Other immediate relatives** as defined below, if a. they are dependent financially on Designated person or				

	b. consults such Designated Person in taking decisions relating to trading				
3.	Other persons with whom the Designated person shares a material financial relationship#				

Notes:

****“Immediate Relative”** means the spouse of the Designated Person, and includes parent, sibling and child of the Designated Person or of the spouse any of whom is either dependent financially on the Designated Person, or consults such Designated Person in taking decisions relating to trading in securities

- **“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.

\$- only in absence of PAN

Further I _____ hereby declare that securities held by me and my immediate relatives in the Company as on 31st March, 2019 and the transactions during the period 1st April, 2018 to 31st March, 2019 are as per the details furnished below:

Name	Relation	Type of Security	No. of Securities held as on 1 st April, 2018	No. of Securities acquired during the year	No. of Securities Sold during the year	No. of Securities held as on 31 st March, 2019	Folio No./ DP ID/ Client ID No.

I declare that the information furnished herein is complete and correct.

Name:

Designation:

Signatures:

ANNEXURE-9

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 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.

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

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:

Place:

Approved by the Board of Directors as on 1st April, 2019

By Order of the Board

Sd/-

Dharmil A. Bodani

Chairman & Managing Director