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 Chief Executive Officer or Managing Director 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 **'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Aromatics Limited (hereinafter referred to as "the Company"/"OAL") endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.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 Such persons should also refrain from profiteering by misusing the unpublished price sensitive information and thereby enabling the Company to retain investor confidence.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 been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a 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. a 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

director of a company or his relative or banker of the company, has more than ten per cent. of the holding or interest ; or

k. a firm or its partner or its employee in which a connected person specified in sub-clause (i) is also a partner; or

l. a person sharing household or residence with a connected person specified in sub-clause (i)

3.7 "Designated Employees" shall include the following employees of the listed company and its material subsidiary:

i. Every employee in the grade of Senior Manager/General Manager and above;

ii. Every employee in the Legal, Finance/Accounts, Information Technology and Secretarial Department.;

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 (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.

3.8 "Designated Persons" shall mean all the Directors, Promoters, Key Managerial Personnel and Designated employees of the Company.

3.9 "**Director**" means the Director as defined under Companies Act, 2013.

3.10 "**Employee**" means every employee of the Company including the Directors in the employment of the Company

3.11 "**Generally available Information**" means information that is accessible to the public on a non-Discriminatory basis and shall not include unverified event or information reported in print or electronic media

3.12 "**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;

3.13 "**Insider**" means any person who is:

i. a connected person; or

ii. in possession of or having access to unpublished price sensitive information;

3.14 "**Key Managerial Person**" means person as defined in Section 2(51) of the Companies Act, 2013.

3.15 "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.

3.16 **"Material Subsidiary(ies)"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any modification thereon.

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

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, award or termination of order/contracts not in the normal course of business and such other transactions;
v. changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
vi. change in rating(s), other than ESG rating(s);
vii. fund raising proposed to be undertaken;
viii. agreements, by whatever name called, which may impact the management or control of the company;
ix. fraud or defaults by the company, its promoter, director, key managerial personnel,or subsidiary

or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

a. "Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report
xiii. action(s) initiated or orders passed within India or abroad,by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

3.25 "relative" shall mean the following:
(i) spouse of the person;
(ii) parent of the person and parent of its spouse;
(iii) sibling of the person and sibling of its spouse;
(iv) child of the person and child of its spouse;
(v) spouse of the person listed at sub-clause (iii); and
(vi) spouse of the person listed at sub-clause (iv)

Note: It is intended that the relatives of a "connected person" too become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI.

4. ROLE OF COMPLIANCE OFFICER:

4.1 The Compliance Officer shall prepare a quarterly report on insider trading, including details of trading in securities by Designated Persons, and submit the same to the Chairman of the Audit Committee, if constituted, or to the Chairman of the Board of Directors.
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 Handling & Sharing of UPSI:

Designated Persons and Insiders shall maintain strict confidentiality of all Unpublished Price Sensitive

Information ("UPSI"). No Designated Person or Insider shall communicate, provide, or permit access to any UPSI relating to the Company or its securities, whether listed or proposed to be listed, except where such communication is made in furtherance of legitimate purposes, performance of duties, or discharge of legal obligations.

5.2 Prohibition on Unauthorised Procurement and Need-to-Know Handling of UPSI

No Designated Person shall procure, or cause the communication by any Insider, of any Unpublished Price Sensitive Information ("UPSI") relating to the Company or its securities, either directly or indirectly, except where such communication is made in furtherance of legitimate purposes, performance of duties, or discharge of legal obligations.

i. All UPSI shall be handled strictly on a "need-to-know" basis, i.e., such information shall be disclosed only to those persons within the Company who require it to discharge their duties and whose possession of such information will not give rise to a conflict of interest or an appearance of misuse.

ii. Any non-public information directly received by an employee shall be promptly reported to the respective Head of Department.

5.3 Limited access to confidential information:

Files or records containing confidential or unpublished price-sensitive information shall be maintained in a secure manner. Electronic files must be protected with appropriate access controls such as secure logins, passwords, and restricted user rights to ensure confidentiality and prevent unauthorized access.

5.4 Communication of UPSI in Connection with Specific Transactions:

Notwithstanding anything contained herein, Unpublished Price Sensitive Information ("UPSI") may be communicated, provided, allowed access to, or procured, in connection with a transaction that:

i. entails an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, where the Board of Directors of the Company forms an informed opinion that the sharing of such information is in the best interests of the Company; or

ii. does not attract the obligation to make an open offer under the said Takeover Regulations, but where the Board of Directors of the Company is of the informed view that such sharing is in the best interests of the Company, provided that the UPSI so shared shall be disseminated and 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.

The Board of Directors shall ensure that the parties receiving such information execute confidentiality and non-disclosure agreements, binding them to maintain strict confidentiality of the UPSI and to use it only for the purpose for which it is shared. Such parties shall not trade in the securities of the Company while in possession of UPSI.

iii. The Board of Directors or the head(s) of the organization of every person required to handle UPSI shall ensure that a **structured digital database** is maintained, containing details of the nature of UPSI shared and the names of persons or entities with whom such information is shared, along with their Permanent Account Number (PAN) or any other identifier authorized by law where PAN is not available.

Such databases shall be maintained internally and shall not be outsourced. Adequate internal controls, including time-stamping and audit trails, shall be implemented to ensure integrity and prevent tampering of the database.

6. TRADING WINDOW AND TRADING RESTRICTION:

6.1 Trading Window: The Company through the Compliance Officer 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. A notional trading window shall be used as an instrument of monitoring trading by the designated person. 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. Trading window may not be closed for unpublished price sensitive information not emanating from within the Company.

6.3 Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

Illustration: For instance, if the financial results for the quarter ending June 30 are scheduled for approval at the Board Meeting on August 9, the Trading Window shall remain closed from July 1 and shall re-open on August 11.

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. Trading Window restrictions shall also be made applicable, generally or selectively, to any person having a contractual or fiduciary relationship with the Company, such as auditors, law firms, consultants, analysts, or advisors handling UPSI in the course of their professional engagement.

6.6 The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he determines 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. Such intimation shall be circulated sufficiently in advance to ensure compliance, and records of the closure and re-opening shall be maintained for audit purposes.

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 one hundred and twenty calendar days from the public disclosure of the plan;

ii. not entail overlap of any period for which another trading plan is already in existence

iii. set out following parameters for each trade to be executed:

(i) either the value of trade to be effected or the number of securities to be traded;

(ii) nature of the trade;

(iii) either specific date or time period not exceeding five consecutive trading days

(iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;

b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price

Explanation:

(i)While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.

(ii)The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.

(iii)Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

iv. 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 the 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 Pre-clearance of trades is not required for a trade executed as per an approved trading plan and trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law

The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either to execute any trade in the securities outside the scope of the trading plan.

7.5 Implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation. If the insider has set a price limit for a trade under Para 7.2, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated above or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

(i) The insider has to intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

(ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.

(iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.

(iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

7.6 The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

8. PRE-CLEARANCE OF TRANSACTIONS:

8.1 All designated Persons or its immediate relative, who intend to trade in the securities of the Company when the trading window is open, shall do so only after obtaining pre-clearance from the Compliance Officer, if the value of the proposed trade, taken together with all other trades executed during the same calendar quarter, exceeds ₹10 lakhs (market value).

8.2 Procedure for seeking approval for pre-clearance of trade shall be hereunder:

i. An application for pre-clearance, along with an undertaking in favour of the Company, shall be made in the prescribed format (**Annexure 1**) to the Compliance Officer, indicating the number of securities that the Designated Person intends to trade in, together with such other details as may be required by the Company or under any applicable rule or regulation.

ii. Along with the application, 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 Designated Person does not have any access or has not received "Unpublished Price

Sensitive Information" up to the time of signing the undertaking.

b) That in case the designated person has access to or receives "Unpublished 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 trading 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 persons shall execute their order in respect of securities of the Company within seven trading days after the approval of pre-clearance is given **(Annexure - 3).** Within two trading days of execution, the Designated Person shall submit trade details to the Compliance Officer in the prescribed format. If the transaction is not undertaken, a report to that effect shall be filed. (**Annexure 4**)

iv. If the trade is not executed within seven trading days of pre-clearance, a fresh pre-clearance shall be obtained prior to executing the trade.

v. Minimum Holding Period

All Designated Person(s) and their Immediate Relatives shall not execute contra in the securities, during the next 6 months following prior trade All Designated Persons and their Immediate Relatives who trade in the securities of the Company shall not execute a contra trade (i.e., an opposite transaction) in any manner whether by way of purchase, sale, or any other form of dealing during the next six months following the prior trade. . 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.

vi. The compliance officer on authorization by board of Directors may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations.

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 the Regulations to prevent insider trading. Further, the Board of directors shall ensure that the compliance of the requirements as per the Regulations are met by such persons.

ii. The internal controls shall include the following:

a) all employees who have access to unpublished price sensitive information are identified as designated person
b) all the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirements of the regulations;
c) adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by the 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 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 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 of Directors 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. The listed company has a whistle-blower policy to enable employees to report instances of leak of unpublished price sensitive information.

vi. 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 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:

1. Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction 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.

2. The disclosure of the incremental transactions after any disclosure provided above in Para 10.2.1, shall be made when the transactions effected after the prior disclosure cross the threshold specified in Para 10.2.1.

3. The disclosure shall be made within 2 trading days from:
   i. receipt of the disclosure or
   ii. from becoming aware of such information

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 from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of annual income of Designated Person 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 Fi nancial Year in the aforesaid prescribed Form.

10.4 DISCLOSURES BY OTHER CONNECTED PERSONS:

The Company through its 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.

10.5 Other Disclosure:

All Designated Person(s) of the Company shall be required to furnish other disclosures, whenever applicable, to the Compliance Officer all the details as per the format laid down in the Annexure as mentioned below:

a) Annexure 10- at the time of joining the Company or any of its Material Subsidiary or upon being categorized as Designated Person(s)

b) Annexure 11- for submission of trading plan.

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 unpublished price sensitive information, disclosure of such information in public domain should be made before responding.

iv. Simultaneous release of information after every such meet.

12 CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVEINFORMATION :

The Code of practices and procedures for fair disclosure of unpublished price sensitive information to be followed by the Company is provided as **Annexure-A**

13 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 Immediate relatives).

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

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 the Board from taking any action under the Act and the Regulations in force.

14 Disclaimer:

This policy is only internal code of conduct and one of the measures to avoid insider trading. All insiders are required to familiarize themselves with the regulations and the Code as it will be the responsibility of each insider to ensure compliance with the same.

15 Limitation and Amendment

In the event of any conflict between the provisions of the Code and the Regulations or any Amendment(s), Circular(s), Notification(s) , etc issued by the relevant authorities shall prevail over the Code.

The Board may review and amend the Code from time to time, as may be deemed necessary.

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 of Directors 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

FORM SEEKING APPROVAL FOR PRE-CLEARNACE

Date:

To
The Compliance Officer,
Oriental Aromatics Limited,
133, Jehangir Building, 2nd Floor,
Mahatma Gandhi Road, Fort,
Mumbai 400 001.

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek your approval to trade in securities of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Relationship with the Applicant (Self/Immediate Relative)	
3.	Type and Number of securities held as on date	
4.	Depository Participant (DP) Beneficiary A/c (Client Id)	
5.	Nature of trade and type of securities to be involved in the transaction for which approval is being sought	
6.	Proposed date of dealing in securities	
7.	number of securities proposed to be acquired/subscribed/sold	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	

11.	Depository Participant (DP) Beneficiary A/c (Client Id) where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.
Yours faithfully,

_____

(Signature of the Designated Person)

ANNEXURE- 2

UNDERTAKING
(FORMAT OF UNDERTAKING/DECLARATION TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE- CLEARANCE)

To
The Compliance Officer,
Oriental Aromatics Limited
133, Jehangir Building, 2nd Floor,
Mahatma Gandhi Road, Fort,
Mumbai 400 001.

I,_____ Designated Person of the Company residing at _____, am desirous of trading in the securities of the Company as mentioned in my application dated_____ for seeking 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 I have access to or I receive any Unpublished Price Sensitive Information after signing this Undertaking but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and refrain myself and shall also ensure that my Immediate Relatives would completely refrain from Trading in the Securities of the Company till the time such Unpublished Price Sensitive Information becomes generally available.

I affirm that I have read and understood the Code fully

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 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 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.

Date:

Signature of the Applicant:

ANNEXURE-3

PRE – CLEARANCE APPROVAL

To
Name:_____
Designation:_____

This is to inform you that request for trading in securities of the Company as per details 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 the applicant does not execute the approved transaction on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction in the securities of the Company. Further, you are required to file the details of executed transactions (including NIL transaction) in the attached form within 2 days from the date of transaction. (including NIL transaction).

For Oriental Aromatics Limited

Compliance Officer

Date: _____
Encl: Form for Disclosure of Transactions

ANNEXURE-4

DISCLOSURE OF TRANSACTIONS

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

To,
Compliance Officer Oriental Aromatics Limited
133, Jehangir Building, 2nd Floor,
Mahatma Gandhi Road, Fort,
Mumbai 400 001

I hereby inform that :

☐ I have traded in securities of the Company

OR

☐ I have not traded n any securities of the Company

The particulars of the Securities traded are as under:-

Name of holder	No. of securities traded	Nature of trade executed: Bought/ Sold / Subscribed	Date of execution of trade	Depository Participant (DP) Beneficiary A/c (Client Id)	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" 8 "

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

Annual Disclosure by Designated Person(s) and upon change in the details previously submitted

To
The Compliance Officer,
Oriental Aromatics
Limited
133, Jehangir Building, 2nd Floor,
Mahatma Gandhi Road, Fort,
Mumbai 400 001

Details of Designated Person(s)

Name	
Address	
Category of Designated Person (Promoters/ member of Promoter Group/ KMP / Directors/ Employee)	
PAN No./ if PAN No. is not available any other identifier authorized by Law	
Employee Code, if applicable	
Designation	
Date of Joining/ Promotion	
Educational Institution from which Graduated	
Name of Past employer	
Phone, mobile and cell numbers which are used by the Designated Person	

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 from the 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.

$- 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, ___and the transactions during the period 1st April, _ _ to 31st March, ___are as per the details furnished below:

Name	Relation with Immediate Relative	Type of Security	No. of Securities held as on 1st April, __	No. of Securities traded during the year	Nature of trade executed	No. of Securities held as on 31st March, ___	Folio No./ DP ID/ Client ID No.

I hereby affirm that, I am aware of the provision(s) of the 'Code' and there was no non-compliance during the financial year (_____) I declare that the information furnished herein is complete and correct.

Name:
Designation:

Signatures:

Date:

ANNEXURE "10"

Form A

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

To
The Compliance Officer,
Oriental Aromatics Limited
133, Jehangir Building, 2nd Floor,
Mahatma Gandhi Road, Fort,
Mumbai 400 001

Details of Designated Person(s):

A.	**Personal & Identification Details:**	
1.	Name	
2.	Address	
3.	PAN No. *(If PAN is not available, any other identifier authorized by law)*	
4.	Soft Copy of PAN Card	*Attested Copy to be attached*
5.	Name of the company joined:	o Oriental Aromatics Ltd o Oriental Aromatics & Sons Ltd
B.	**Category & Employment Details:**	
1.	Category of Designated Person	☐ Promoter ☐ Member of Promoter Group ☐ Key Managerial Personnel (KMP) ☐ Director ☐ Employee ☐ Others
2.	Employee Code *(if applicable)*	

3.	Designation	
4.	Date of Joining / Date of becoming Designated Person	
C. Educational & Professional Background:		
1.	Educational Institution from which Graduated	
2.	Name of Past Employer	
D. Contact Details:		
1.	Mobile Number	
2.	Official Email ID	
3.	Personal Email ID	

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

Sr. No.	Criteria of disclosure	Relation	Name	Permanent Account Number	Contact Details:
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 from the 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.

The details of securities held by me and my immediate relatives in the Company as on the date of joining (i.e. Date of becoming Designated Person(s)) have been furnished below:

Name of Designated Per	**Designation**	**Type of Security**	**No. of Securities held as on the date of joining i.e. Date of becoming Designated person(s):**	**Folio No./ DP ID/ Client ID No.**
Name of Immediate Relative	**Relation with Designated Person**	**Type of Security**	**No. of Securities held :**	**Folio No./ DP ID/ Client ID No.**

I declare that the information furnished herein is complete and correct.
Name:
Designation:
Signatures:
Date:

ANNEXURE - " 8"

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2)- Continual disclosure]

Name of the Company: _____

ISIN of the Company: _____

Details of change in holding of Securities of Promoter, Member of Promoter Group, Designated Person or Director of a listed Company and immediate relatives 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/designated person/ /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/ disposal of shares specify		Date of intimation to Company	Mode of acquisition/ disposal (on market purchase/public/rights/ preferential offer/off market /Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities(For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No. and % of Shareholding	Type of securities (For eg.- Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge/ Revocation / Invocation /Others- Please specify)	Type of Securities (For eg.- Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No. and % of Shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the Securities of the Company by Promoter, member of Promoter Group, Designated Person or Director of a listed Company and immediate relatives of such persons or 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)	
16	17	18	19	20	21	22

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

Name & Signature:
Designation:
Date:
Place:

ANNEXURE "9"

FORM C

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	Connection with Company	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post-acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal 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.)	Exchange on which the trade was executed
		Type of securities (For e.g.– Shares, Warrants, Convertible Debentures, Rights Entitlement etc.)	No. and % of shareholding	Type of securities (For e.g.– Shares, Warrants, Convertible Debentures, Rights Entitlement etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke /Invoke / others)	Type of securities (For e.g.– Shares, Warrants, Convertible Debentures, Rights Entitlement etc.)	No. and % of shareholding	From	To			

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)	

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

Name:
Signature:
Place:

ANNEXURE -"11"

To,
The Compliance Officer,
Oriental Aromatics Limited
133, Jehangir Building, 2nd Floor,
Mahatma Gandhi Road, Fort,
Mumbai 400 001

Dear Sir/Madam,

Sub: Trading Plan under Regulation 5 of the SEBI (Prohibition of Insider Trading) Regulations, 2015

In terms of provisions of Regulation 5 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, I, _____, hereby give my trading plan / trading plan of my immediate relatives to subscribe/ redeem,/switch/ buy/ sell/ deal / gift / pledge the equity shares of the Company as per details furnished hereunder:

Name of the Insider	
Designation	
Name of the Immediate Relative	
Relation with Immediate Relative	

Details of Trade(s) to be executed (by the Insider and/or his immediate relatives):

Date of Proposed Trade Or Time period within which trade will be executed (Time period should not be exceeding five consecutive trading days)	Number of securities to be traded and number of tranches*	Value of Securities*	Nature of trade to be executed	Price Limit, if any**

From	To			(Sale/purchase/transfer/Gift etc.)	

* either specify the value of trade to be effected or the number of securities to be traded

** optional

**Note: Price limit i.e. an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

a.for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price

b.for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price

I hereby undertake and confirm that:

a. I/my immediate relative(s) will not trade in the securities of the Company during the cool-off period of 120 calendar days as prescribed under Regulation 5(2)(i) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
b. This Trading Plan, once approved, shall be irrevocable and I will mandatorily implement the Trades contemplated in this Trading Plan and will not deviate from this Trading Plan or execute any trade in the securities of the Company outside the scope of this Trading Plan except as provided in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
c. I will execute the Trade(s) as per the Trading Plan only if the execution price is within the limit set out in the table above for the trades and I will not execute the trading plan if the prevailing share price is outside the limit so set up above.
   (This undertaking shall be applicable only if price limit, if any, has been mentioned in the trading plan above)
d. I shall not implement the Trading Plan, if any unpublished price sensitive information in my / our possession at the time of formulation of this plan, has not become generally available at the time of the commencement of implementation of the Trading Plan.
e. I am fully aware of, and understand, my obligations under the Code and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and will comply with such obligations at all times.

Name: Designation: Date:
Place:

Below details have to be filled in by Compliance Office only (***not to be filled by the Insider)***:

- The above Trading Plan is approved/rejected
- In case of rejection the reasons of rejection are as follows:

For Oriental Aromatics Limited,

Compliance Officer Date:

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

Amended by the Board of Directors as on 10th November, 2025

By Order of the Board of Directors

Sd/-
Dharmil A. Bodani
Chairman & Managing Director
DIN: 00618333