

CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Code of Conduct for prevention for regulation, monitoring and reporting of insider trading for “Designated Employees” and code of practices for fair disclosure of unpublished price sensitive information.

1. INTRODUCTION

- 1.1 The Securities and Exchange Board of India (“SEBI”) has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**Insider Trading Regulations**”).
- 1.2 Insider trading means trading in securities of a company by its directors, employees or other “insiders” based on unpublished price sensitive information. Such activities by insiders erode the investors’ confidence in the integrity of the management and are unhealthy for the capital markets. The Insider Trading Regulations prohibit an insider of a Company to deal in the securities of such Company while in possession of any unpublished price sensitive information. The Insider Trading Regulations also prohibits an insider to communicate, counsel or procure, whether directly or indirectly, any unpublished price sensitive information to any person including insiders, who while in possession of such information may deal in the securities of the company listed or proposed to be listed. Every director, officer, designated employee of the company has a duty to safeguard the confidentiality of all the information obtained during the course of his /her employment at the company.
- 1.3 In pursuance to Regulation 8(1) of the Insider Trading Regulations, as amended from time to time, it is required that the board of directors of every listed company shall formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information.

2. DEFINITIONS

- 2.1 “**Act**” means the Securities and Exchange Board of India Act, 1992.
- 2.2 “**Board**” or “**Board of Directors**” means the board of directors of the Company.
- 2.3 “**Code**” or “**Code of Conduct**” shall mean the code of conduct for prevention of insider trading for designated employees and code of practices for fair disclosure of unpublished price sensitive information by insiders of INOX Air Products Limited.
- 2.4 “**Company**” means INOX Air Products Limited.
- 2.5 “**Compliance Officer**” means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Insider Trading 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 the Insider Trading Regulations under the overall supervision of the Board.

- 2.6 **“Connected Person”** means any person who is or has during the six months prior to the concerned act been associated with the 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 person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

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: -

- i. A relative of connected persons specified in clause (i); or
- ii. A holding company or associate company or subsidiary company; or
- iii. An intermediary as specified in Section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
- iv. An investment company, trustee company, asset management company or an employee or director thereof; or
- v. An official of a stock exchange or of clearing house or corporation; or
- vi. 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
- vii. 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
- viii. An official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- ix. A banker of the Company; or
- x. A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his relative or banker of the Company, has more than ten per cent, of the holding or interest; or
- xi. A firm or its partner or its employee in which a connected person is also a partner; or
- xii. A person sharing household or residence with a Connected Person.

- 2.7 **“Designated Person(s)”** shall include the following persons:

- i. Every Promoter and promoter group, and all directors whether executive, non-executive or independent;
- ii. Employees in the category of key managerial personnel, business unit heads,

chief executive officer;

- iii. The assistant and secretaries of the categories of persons as set forth in point (b) above and all persons that directly report to the persons as set forth in point (b) who are under the designation of general manager, assistant general manager or senior manager;
- iv. Permanent invitees / invitees to the Board meeting and committee meetings;
- v. Personal assistant/secretary to all the above persons;
- vi. All other employees of the Company and its material subsidiaries and associate companies, irrespective of their cadre working in accounts, finance, information technology, treasury, taxation departments, secretarial, legal and compliance departments, internal audit department, business / investor's relations and corporate communications department, and chief executive officer / managing director's office and chairman's office;
- vii. Persons employed on contract basis and performing similar roles or having similar responsibilities as persons mentioned in (ii), (iii) and (iv) above;
- viii. And such other persons as may be notified by the Compliance Officer as per direction of the Board considering the objectives of the Code;
- ix. Immediate Relatives of all the above persons; and
- x. All other person as may be notified by the Compliance officer.

2.8 **"Director"** means a member of the Board of Directors of the Company.

2.9 **"Generally available information"** means information that is accessible to the public on a non- discriminatory basis and does not include unverified event or information reported in print or electronic media.

2.10 **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

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

- i. A connected person; or
- ii. In possession of or having access to unpublished price sensitive information;

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

2.13 **"Legitimate purpose"** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with trustees, registrars and share transfer agents, custodians, valuation agencies, fund accountants, association of mutual funds of India, credit rating agencies, partner(s), collaborator(s), lender(s), customer(s), supplier(s), merchant banker(s), legal adviser(s), auditors, insolvency professional(s) or other adviser(s) or consultant(s), provided that such sharing has not

been carried out to evade or circumvent the prohibitions of the Insider Trading Regulations.

- 2.14 **“Promoter”** shall have the same meaning as ascribed to the term in regulation 2 (oo) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018
- 2.15 **“Regulations” or “Insider Trading Regulations”** means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015 as amended from time to time.
- 2.16 **“Securities”** shall have the same meaning as ascribed to the term in Securities Contracts (Regulation) Act, 1956, as amended.
- 2.17 **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 2.18 **“Trading”** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- 2.19 **“Trading day”** means a day on which the recognized stock exchanges are open for trading;
- 2.20 **“Unpublished Price Sensitive Information” or “UPSI”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, de-listings, 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 ratings(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;
- x. resolution plan/restructuring or one-time settlement in relation to loans/borrowing 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;

2.21 **“Whistle Blower”** means an employee who reports instance of leak of price sensitive information under this Policy.

2.22 All terms used in this Code but not defined hereinabove shall have the meanings prescribed to them under but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made there under.

3. APPLICABILITY

3.1 This Code shall be applicable to Promoters including member(s) of Promoter group, all the Directors, Designated Persons, and Concerned Advisers/consultants/retainers of the Company and Connected Persons as defined herein above. Any subsequent amendment/ modification in the statutory provisions shall automatically apply to this Policy.

4. DUTIES OF COMPLIANCE OFFICER

- 4.1 The Compliance Officer shall report on insider trading to the Board and in particular, shall provide reports to the chairman of the Audit Committee, if any, or to the chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors, but not less than once in a year.
- 4.2 Prescribing procedures for various activities referred to in the Code.
- 4.3 Monitoring adherence to the regulations for the preservation of “Unpublished Price Sensitive Information” and the grant of pre-clearance approvals to the Designated Persons for dealings in the Company's Securities by them / their dependents and monitoring of such dealings.
- 4.4 The Compliance Officer shall assist all the employees of the Company in addressing any clarifications regarding the Regulations and this Code.
- 4.5 Determination of trading window closure and re-opening periods.
- 4.6 Seeking declarations from the applicant for pre-clearance towards possession of UPSI and its accuracy.
- 4.7 The Compliance Officer shall approve and publicly disclose the trading plan presented to him / her by the insider after which trades may be carried out on behalf of the insider in accordance with such plan.
- 4.8 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.
- 4.9 The Compliance Officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved trading plan to the stock exchanges on which the securities of the Company are listed, on the day of approval.
- 4.10 The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors/ officers / designated employees for a minimum period of five years.
- 4.11 Compliance of policies, procedures, maintenance of records, preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the regulations under the overall supervision of the Board.
- 4.12 Ensuring that information shared with analysts and research personnel is not UPSI.
- 4.13 Ensure that appropriate and fair response is given to queries on news reports and requests for verification of market rumours’ by regulatory authorities.
- 4.14 Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

- 4.15 Where there is a violation of regulations, the Compliance Officer or the Company shall immediately inform SEBI about such violation.

5. PRESERVATION OF PRICE SENSITIVE INFORMATION

- 5.1 All information shall be handled within the Company on a need-to-know basis and no Unpublished Price Sensitive Information shall be communicated to any person including other Insiders except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of his legal and other official duties and obligations.

- 5.2 Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- A. an obligation to make an open offer under the Takeover Regulations where the Board is of the informed opinion that the proposed transaction is in the best interests of the Company; or
- B. not attracting the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of the informed opinion that sharing of such information is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may to be adequate and fair to cover all relevant and material facts .

- 5.3 However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of clause 5.2 above and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information Need to Know:

- A. **"Need to Know"** basis means that the 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.
- B. All non-public price sensitive information directly received by any employee should immediately be reported to the head of the department.

6. TRADING PLAN

- 6.1 An Insider shall be entitled to formulate a trading plan for dealing in securities of the Company ("**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.

- 6.2 Trading Plan shall:

- A. 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;

- B. not entail overlap of any period for which another trading plan is already in existence;
- C. set out the 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 up to 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 up to twenty per cent lower than such closing price; and
- D. not entail trading in securities for market abuse.

6.3 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

6.4 However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any Unpublished Price Sensitive Information and the said information has not become generally available at the time of the commencement of implementation.

7. TRADING WINDOW AND TRADING CLOSURE

7.1 The trading window shall be closed ordinarily but not restricted to, when information relating UPSI is made generally available by the Company. The trading window shall be opened 48 (Forty-eight) hours after the UPSI is made generally available by the Company.

7.2 The trading window shall be, *inter-alia* closed at the time of:

S. No.	Details of Unpublished Information	Period of Closure of Window	
		Commencing From	Ending On
a.	Declaration of Financial Results (Quarterly/Half Yearly/ Annual)	1 st day of the month immediately following the end of quarter/ Half Year/ Annual)	48 hours after the information has been generally available by the Company
b.	Declaration of Dividends (interim and final)	7 days before the Board Meeting	48 hours after the information has been made generally available

			by the Company
c.	Change in capital structure	Date of issue of notice / agenda of the Board meeting or intimation to the Stock Exchange or whichever is earlier	48 hours after the information has been made generally available by the Company
d.	Mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions	Date of issue of notice / agenda of the Board meeting or intimation to the Stock Exchange or whichever is earlier	48 hours after the information has been made generally available by the Company
e.	Changes in Key Managerial Personnel	Date of issue of notice / agenda of the Board meeting or intimation to the Stock Exchange or whichever is earlier	48 hours after the information has been made generally available by the Company

- 7.3 The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
- 7.4 When the trading window is closed, the Designated Persons and the Whistle Blower as defined in clause 2.7 and 2.21, respectively, shall not trade in the Company's Securities in such period.
- 7.5 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
- 7.6 All Designated Persons shall conduct all their dealings in the Securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in clause 7.2 above or during any other period as may be specified by the Company from time to time.
- 7.7 Unless otherwise specified by the Compliance Officer, the trading window for dealing in securities of the Company shall be closed for, *inter alia*, the following purposes:
- A. Declaration of financial results (quarterly, and annual) stand alone and consolidated;
 - B. Declaration of dividends (interim and final);
 - C. Issue of Securities by way of public/rights/bonus etc.;
 - D. Any major expansion plans or execution of new projects;
 - E. Amalgamation, mergers, de-mergers takeovers and buy-back;

- F. Changes in key managerial personnel;
- G. Changes in capital structure;
- H. Disposal of whole or substantially whole of the undertaking; or
- I. Any significant changes in policies, plans or operations of the Company.

7.8 The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates.

7.9 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however, in any event it shall not be earlier than 48 hours after the information becomes generally available.

8. PRE-CLEARANCE OF TRADES

8.1 Every Designated Person shall obtain a pre-clearance approval as per the procedure prescribed hereunder. For any dealing in any Securities of the Company proposed to be undertaken by such Designated Person/his/her dependent, such pre-clearance approval would be necessary, only if the market value of the securities of INOX Air Products Limited involved in the aggregate in all dealings in a calendar month exceeds in a monetary terms, the amount of Rs.10,00,000/- (Rupees Ten Lakh).

8.2 However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed and hence he / she shall not be allowed to trade.

8.3 The pre-dealing procedure shall be hereunder:

- A. For the purpose of obtaining a pre-clearance approval, the concerned Designated Person shall make an application in the prescribed form to the Compliance Officer (*Refer Annexure A*)
- B. Such application should be complete and correct in all respects and should be accompanied by such undertakings declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time to-time (*Refer Annexure B*)
- C. All Designated Person / his /her dependent shall execute their order in respect of the Securities of the Company within one week after the approval of pre-clearance is given. The Designated Person / his /her dependent shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. (*Refer Annexure C*) In case the transaction is not undertaken, a report to that effect shall be filed.

D. If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

8.4 Designated Person who is permitted to trade shall not execute a contra trade for six months from the date of entering into transaction. The Compliance Officer 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 Insider Trading Regulations.

8.5 Where any contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be surrendered for remittance to SEBI for credit to the investor protection and education fund administered by SEBI under the Act.

9. REPORTING AND DISCLOSURES REQUIREMENTS

9.1 All Directors /officers /designated employees shall be required to forward the following details of their securities transactions including the statement of dependent family members to the Compliance Officer:

A. All holdings in securities of the Company by directors/ officers/ designated employees at the time of joining the Company (*Refer Annexure D- Form A*).

B. Trading in derivatives of securities and the traded value of the derivatives, if any c) Periodic statement of any transactions in securities and the Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors/ officers / designated employees for a minimum period of five years.

C. The disclosures to be made hereunder shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

9.2 Initial Disclosure

A. Every Key Managerial Personnel or a Director and Promoter of the Company on his appointment shall disclose in prescribed format (*Refer Annexure E- Form B*) his holding of Securities of the Company as on the date of appointment or becoming a promoter, to the company within 7 (seven) days of such appointment or becoming a promoter.

9.3 Continual Disclosure

A. Every Promoter, member of the promoter group, Designated Person and Director of the Company shall disclose to the company the number of such securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten Lakh) in *Annexure F - Form C*.

9.4 Disclosure by Company to the stock exchanges:

- A. Notify the particulars of such trading to the stock exchange on which the Securities are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information.
- B. The Compliance Officer shall maintain records of all the above disclosures in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.

10. DISSEMINATION OF PRICE SENSITIVE INFORMATION

10.1 The following guidelines shall be followed with special reference to analysts, media persons and institutional investors

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

11. MAINTENANCE OF STRUCTURED DIGITAL DATABASE

- 11.1 The Company will maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under this Code of Conduct read with the Insider Trading Regulations, along with the permanent account number or any other identifier authorized by law where permanent account number is not available.
- 11.2 The said digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

12. MECHANISM FOR PREVENTION OF INSIDER TRADING

- 12.1 The Company has adopted system of internal controls which mainly consist of the following, to prevent dealing in securities by insiders with misuse of UPSI.
- 12.2 All employees who have access to UPSI are identified as a designated person.
- 12.3 All UPSI shall be identified and its confidentiality shall be maintained by designated persons and others who have knowledge of unpublished price sensitive information.
- 12.4 Adequate restriction shall be placed on procurement, communication and sharing of UPSI by designated employee and others who have knowledge of UPSI.

- 12.5 List of employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreement shall be executed or notice shall be served to all such employees and persons
- 12.6 Audit committee shall review once in a financial year, the process to evaluate effectiveness of the above said internal controls and shall verify that the system for internal control are adequate and are operating effectively.
- 12.7 Audit committee shall review at least once in a financial year, compliance with this Code of Conduct read with the connected laws and regulations.

13. PENALTY

- 13.1 Every Designated Person shall be individually responsible for complying with the provisions of this Code of Conduct (including to the extent the provisions hereof are applicable to his / her immediate relatives).
- 13.2 The Designated Person who contravenes the Code of Conduct shall be penalised and shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, etc.
- 13.3 The Company shall promptly inform the SEBI regarding any violation of the Code of Conduct.
- 13.4 The action by the Company shall not preclude the SEBI from taking any action in case of violation of the Insider Trading Regulations, 2015 as amended.
- 13.5 Non – adherence to any of the clause as mentioned in this Policy may attract a penalty under applicable laws.

14. CODE OF FAIR DISCLOSURE

- 14.1 Under Regulation 8(1) of the Insider Trading Regulations, the principles for fair disclosure adopted by the Company in the Code are as follows:
- A. The Company shall promptly make public disclosure of Unpublished Price Sensitive Information that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available. Such disclosures shall be subject to internal corporate approvals and made through the authorized personnel of the Company. If any such information is accidentally disclosed without such approval, the person making such disclosure shall immediately inform the designated officer.
 - B. The Company shall make uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
 - C. The company secretary of the Company or such other person, as may be appointed by the Board shall serve as the chief investor relations officer and is authorised for the purposes of this Code to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.

- D. The Company shall make prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise if at all, to make such information generally available.
- E. The Company shall make appropriate and fair response to queries on news reports and requests for verification of market rumour(s) by regulatory authorities.
- F. The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information. The Company shall endeavour that, where any Unpublished Price Sensitive Information is to be disclosed, before discussing or disclosing any such information to analysts or at any meeting, first the information is to be provided to the stock exchanges and where applicable, appropriate press releases to be made, before any such meetings.
- G. The Company shall develop best practices to make available transcripts or records of proceedings of meetings with analysts and other investor relations conferences, on the website of the Company to ensure official confirmation and documentation of disclosures made.
- H. The Company shall handle all Unpublished Price Sensitive Information on a need-to know basis.
- I. Any subsequent modification(s) and amendment(s) to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, to that extent, shall automatically apply to this Code.

Annexure 1

This Annexure forms the part of this Code of fair disclosure of UPSI

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

1. BACKGROUND

- 1.1 The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

2. OBJECTIVES

- 2.1 To strengthen the internal control system to prevent leak of UPSI.
- 2.2 To restrict and prohibit the practice of sharing of UPSI, with an un-authorized person, which originates from within the Company and which affects the market price of the Company's securities as well as loss of reputation and investors' / financiers' confidence in the Company.
- 2.3 To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee(s) & Designated Persons with any person, firm, company or Body Corporate.
- 2.4 To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the SEBI promptly.
- 2.5 To penalize any Insider, employee & Designated Persons who have been found to be guilty of violating this policy.

3. DEFINITIONS

- 3.1 **Chief Investor Relation Officer** (CIO) shall mean the Compliance Officer of the Company appointed by the Board of Director under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- 3.2 **Leak of UPSI** shall mean communication of information which is / shall be UPSI by any Insider, Employee and Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board of Directors of the Company after following the due process prescribed in this behalf in the Code of Practices Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

- 3.3 **Support Staff** shall include IT staff or Secretarial Staff who have access to unpublished price sensitive information.

4. DUTIES OF CIO

- 4.1 The CIO shall be responsible to;
- A. Oversee the compliance with this policy.
 - B. Report the incident of actual or suspected leak of UPSI to the SEBI.
 - C. Intimate the incident of actual or suspected leak of UPSI to the stock exchanges.
 - D. To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry Committee.

5. DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES

- 5.1 On becoming aware of actual or suspected leak of UPSI of the Company, the CIO shall ensure that the same shall be promptly intimated to the stock exchanges on which the securities of the Company are listed in the format as set out in **Annexure-G** to this policy.

6. REPORT OF ACTUAL OF SUSPECTED LEAK OF UPSI TO SEBI

- 6.1 On becoming aware of actual or suspected leak of UPSI of the Company, the CIO shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI in the format as set out in **Annexure-H** to this policy.

7. CONSTITUTION OF ENQUIRY COMMITTEE

- 7.1 The Board of Directors or any Committee authorized by them in this behalf, shall constitute a committee ("**Enquiry Committee**"). The Enquiry Committee shall consist of minimum 3 (three) Members which shall include Chairman, chief financial officer and Chief Investor Relation Officer and any other officer of the Company as may be mutually decided by the members of the Committee.

8. DUTIES OF ENQUIRY COMMITTEE

- 8.1 The Enquiry Committee shall be responsible for the following:-
- A. To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any; and
 - B. To authorize any person to collect necessary support material; and to decide disciplinary action thereon.

9. PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI

- 9.1 On becoming aware of *suo-moto* or otherwise, of actual or suspected leak of UPSI of the Company by any Promoter including member of the promoter group, Director, Key Managerial Person, Insider, employee, Designated person, Support Staff or any other known or unknown person, the CIO after informing the same to the Chairman or the chief financial officer of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter to ensure:-

A. Preliminary Enquiry:

1. Preliminary enquiry is a fact-finding exercise. The object of the preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action.
2. The Enquiry Committee shall appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

B. Report of Preliminary Enquiry to the Enquiry Committee:

1. The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Enquiry Committee within 7 (seven) days from the date of his appointment on this behalf.

C. Disciplinary Action:

1. The Disciplinary action(s) shall include, wage freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the members of the Enquiry Committee.

10. PENALTY

- 10.1 Further non – adherence to any of the clause as mentioned in this Policy will attract penalty under applicable law.

11. AMENDMENT

- 11.1 The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.
- 11.2 In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.
- 11.3 This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading)

Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

Annexure A

APPLICATION FOR SEEKING PRE-CLEARANCE

Date: [●]

To,
The Compliance Officer
INOX Air Products Limited
A - 2 TTC Industrial Area
Off Thane Belapur Road
Pawane, Thane
Navi Mumbai – 400710
Maharashtra, India

Dear Sir / Madam,

Sub: Application for seeking Pre-Clearance in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended and the Company's Code of Conduct, I seek your approval for purchase/ sale/subscription of the securities of the Company as per the details provided below.

The said securities will be bought/ sole in the name of (myself/ my immediate relative) whose Depository Participant and /or existing folio nos. are as under:

Seller's/ Buyer's Name	Type of securities	Name of company	DP & Client ID / Folio No.	No. of securities	Amount

I hereby declare that I am seeking this clearance on the basis that I do not have any Unpublished Price Sensitive Information as defined under the Regulations. Please find enclosed herewith an Undertaking as per format prescribed by you.

Thanking you

Yours faithfully,

[●]

Name: [●]

Employee No.: [●]

CIN/ DIN: [●]

Designation: [●]

PAN No.: [●]

Department: [●]

Place: [●]

Annexure B

Date:

To,
The Compliance Officer
INOX Air Products Limited
A - 2 TTC Industrial Area
Off Thane Belapur Road
Pawane, Thane
Navi Mumbai – 400710
Maharashtra, India

Dear Sir / Madam,

Sub: Undertaking accompanying with Annexure “A”

I, [●] [Include name.], [●] [Include designation.], of the Company residing at [●] [Include address.], am desirous of dealing in securities of the Company as mentioned in my pre – clearance application dated [●]. I hereby undertake the following that:

- (a) The securities in respect of which the approval is sought, will be held/have been held by the above named for a minimum period of six months (except for sale of shares acquired pursuant to ESOP Scheme).
- (b) I am not and do not expect to be in possession of any Unpublished Price Sensitive Information relating to the Securities at the time of the trading.
- (c) In case, I receive any Unpublished Price Sensitive Information after signing this Undertaking but before the execution of the deal, I shall inform the Compliance Officer of the change in the position and refrain from dealing in the securities till such information is made public.
- (d) I have not contravened the Company's Code of Conduct or the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended.
- (e) I have made a full and true disclosure in the matter.
- (f) If approval is granted, I shall execute the deal within 7 (seven) trading days of the receipt of approval or such shorter period permitted in the approval, failing which I shall again seek pre-clearance.

Yours faithfully,

[●]

Name: [●]

Employee No.: [●]

CIN/ DIN: [●]

Designation: [●]

PAN No.: [●]

Department: [●]

Place: [●]

Annexure C

APPROVAL / REJECTION OF PRE- CLEARANCE

Date: [●]

Name: [●]

Designation: [●]

Dear Sir / Madam,

Sub: Approval/ Rejection of Pre- Clearance

With reference to your Application cum Undertaking for Pre-clearance [●], we would like to inform you that your application to purchase / sell securities of the Company is hereby approved / rejected, subject to the following provisions which you need to observe in terms of the Company's Code of Conduct or the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended while dealing in the securities:

- (a) the transactions would have to be executed within 7 (seven) trading days and if the same is not executed within 7 (seven) trading days after the approval is given you would have to Pre- Clear the transactions once again;
- (b) you are not and do not expect to be in possession of any Unpublished Price Sensitive Information relating to the securities at the time of the Trading;
- (c) you have not contravened the Company's Code of Conduct or the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended.
- (d) any transactions with regard to the securities under this approval should be communicated to the Company within 2 (two) trading days of the conclusion of the transactions as pre enclosed Reporting of Trade/Transaction Form as per **Annexure "D"**; and
- (e) you have made full and true disclosure in the matter.

Note 1: According to the Regulations, "*All director's officers/designated persons who buy or sell any number of shares of the Company cannot enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction.*"

Exception:

An employee can exercise his ESOPs even if he has transacted in shares of the Company during the previous six months. However, once the shares acquired under the

ESOP Scheme are sold in the market, the restriction on buying would become applicable for next six months.

Thus, after the current sell transaction, you may continue to sell shares in the market, but will not be allowed to buy for the next six months from the date of your latest sale & vice Versa.

Note 2: In case you have received any “Unpublished Price Sensitive Information” after submission of your application for sale of shares, please inform the Compliance Officer of the change in the position and refrain from trading in the Securities till such information is made public.

Thanking you,

Yours faithfully,
For INOX Air Products Limited,

Compliance Officer

Annexure D

WAIVER OF MINIMUM HOLDING PERIOD

Date: [●]

**The Compliance Officer
INOX Air Products Limited**

A - 2 TTC Industrial Area
Off Thane Belapur Road
Pawane, Thane
Navi Mumbai – 400710
Maharashtra, India

Dear Sir / Madam,

Sub: Waiver of Minimum Holding Period

I request you to grant me waiver of the minimum holding period of 6 (six) months as required under the Company's Code of Conduct with respect to securities of the Company held by me/ my dependent / persons deemed to be connected singly/ jointly acquired by me/ my dependent / persons deemed to be connected on [●] [Insert date.]

I desire to deal in the securities of the Company on account of following (give reasons and supporting documents).

I declare that:

- (a) above details are true, correct and complete in all respect; and
- (b) I am not and do not expect to be in possession of any unpublished price sensitive information relating to the securities of the Company at the time of the trading.
- (c) The trade if made shall not be in contravention of the Code or the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended.

Thanking you,

Yours faithfully,

[●]

Name: [●]

Employee No.: [●]

CIN/ DIN: [●]

Designation: [●]

PAN No.: [●]

Department: [●]

Place: [●]

Annexure E

REPORTING OF TRADE / TRANSACTION

Date: [●]

To,
The Compliance Officer
INOX Air Products Limited
A - 2 TTC Industrial Area
Off Thane Belapur Road
Pawane, Thane
Navi Mumbai – 400710
Maharashtra, India

Dear Sir / Madam,

Sub: Reporting of Trade/ Transaction

I hereby give intimation pursuant to the Company's Code of Conduct and according to approval of pre-clearance dated [●], I have executed a trade /transaction on [●]. The detail of said trade / transaction is as under:

Type of securities	No. of Securities purchased /Sold	Name of Company	Name in which Bought/Sold	Average Gross Price per Securities Contracted	DP & Client ID / Folio No.

Further I enclose herewith copy of contract note for your ready reference.

I declare that the above information is correct and that no provision of the Code of Conduct and the Regulations have been violated while executing aforesaid trade / transaction.

I also declare that I have complied with the requirements of minimum period of 6 (six) months for entering into an opposite transaction in respect of said securities.

or

According to approval of pre-clearance dated [●], I have not executed a trade / transaction due to [●] [Include reason for non-trading.]

I will take fresh pre-clearance for trades as and when I propose to trade in securities of the Company.

Yours faithfully,

[●]

Name: [●]

Employee No.: [●]

CIN/ DIN: [●]

Designation: [●]

PAN No.: [●]

Department: [●]

Place: [●]

Annexure - G

INTIMATION OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE STOCK EXCHANGES

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Maharashtra, India
Ref: BSE Scrip Code No. [●] [Company to include.]

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
Scrip Symbol - [●][Company to include.]

Dear Sir / Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known	
Name of Organization	
Designation	
(Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company?	YES/NO
If yes, narration of the same	

Request you to kindly take the aforementioned on your records. Thanking you,

Yours faithfully
For INOX Air Products Limited

Compliance Officer

Annexure-H
FORMAT FOR REPORTING ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI

To,
Securities and Exchange Board of India
Plot No. C 4-A, G Block,
Near Bank of India, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

Ref.: BSE Scrip Code No. [●] [Company to include.]
NSE Scrip Symbol: [●] [Company to include.]

Dear Sir / Madam,

Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015

Ref.: Security Code No._

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company?	YES/NO
If yes, narration of the same	

Request you to kindly take the aforementioned on your records.

Thanking you,

Yours faithfully
For INOX Air Products Limited

Compliance Officer