

BHARAT PETROLEUM CORPORATION LIMITED

[CIN – L23220MH1952GOI008931]

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THE CODE FOR PREVENTION OF INSIDER TRADING IN THE SECURITIES OF BPCL

1. BACKGROUND

BPCL has its "Code of Conduct for prevention of insider trading in the securities of BPCL" (Code) which was amended from time to time in line with the extant SEBI (Prohibition of Insider Trading) Regulations.

2. OBJECTIVE OF THE CODE

- 2.1 The Code aims to ensure confidentiality of Unpublished Price Sensitive Information (UPSI) and prevent misuse of such information. The Code encourages timely reporting and adequate disclosure of price sensitive information by all the Designated Persons and immediate relatives of Designated Persons. Further, the Code also endeavours to put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

3. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UPSI

- 3.1 To ensure fair disclosure of events and occurrences that could impact price discovery for securities issued by BPCL in the market, the Promoter(s), Director(s), Key Managerial Personnel and Designated Persons of BPCL shall abide by the principles stated in the "**Code of practices and procedure for fair disclosure of unpublished price sensitive information**" provided at **Annexure - I**.

4. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

- 4.1 To maintain confidentiality of UPSI shared by insiders in the ordinary course of business, a policy for determination of "legitimate purposes" for sharing such UPSI with outsiders is included under "**Code of practices and procedure for fair disclosure of unpublished price sensitive information**" in **Annexure - I**.

5. DEFINITIONS

- 5.1 "**Company**" means Bharat Petroleum Corporation Limited (BPCL).
- 5.2 "**Connected person**" means,
- i) Designated Persons
 - ii) Any person who is or has, during the six months prior to the concerned act, been associated with BPCL, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary relationship or holds any position including a professional or business relationship between himself and BPCL, whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.

iii) 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) Immediate relative of connected persons mentioned above.
- (b) A holding company, an associate company or subsidiary company of BPCL;
- (c) an intermediary as specified in section 12 of the SEBI Act, 1992 or an employee or director thereof; or
- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- (i) a banker of the company; or
- (j) A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

5.3 **"Designated Persons"** shall include employees as identified by the Chairman & Managing Director / Committee of Functional Directors, from time to time.

5.4 **"Directors"** shall mean Directors on the Board of BPCL including Independent Directors and Government Nominee Directors.

5.5 **"Generally Available Information"** means an information that is accessible to the public on a non-discriminatory basis.

5.6 **"Immediate Relative"** shall mean 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.

5.7 **"Insider"** means any person who is:
i) a connected person; or
ii) in possession of or having access to UPSI;

5.8 **"Key Managerial Personnel"** means -
i) the Chief Executive Officer or the Managing Director or the Manager;
ii) the Whole-Time Director;
iii) the Chief Financial Officer;
iv) the Company Secretary; and
v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board.

5.9 **"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.

- 5.10 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof, except units of a mutual fund and shall inter-alia include Equity Shares / Debentures / Bonds of BPCL that are listed in the stock exchanges and derivatives or rights or interest thereof.
- 5.11 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 5.12 **“Trading day”** means a day on which the recognized stock exchanges are open for trading.
- 5.13 **“Trading Window”** means a trading period in which BPCL’s securities can be traded.
- 5.14 **"Unpublished price sensitive information”** means any information, relating to BPCL 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, delisting, disposal 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;
 - 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.

Explanation 1- For the purpose of sub-clause (ix):

- 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.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

5.15 Material subsidiary

Material subsidiary means a subsidiary whose income or net worth exceeds 10% of the consolidated income or net worth of listed entity and its subsidiaries in the immediately preceding financial year.

6. APPLICABILITY

This code shall be applicable and binding on the Designated Persons and the immediate relative of the designated persons as defined in clause no. 5.3

7. COMPLIANCE OFFICER

- 7.1 The Company Secretary of BPCL shall act as the Compliance Officer for the purpose of this Code.

8. PROCESS OF COMMUNICATION / SHARING OF UPSI

- 8.1 Communication or procurement of UPSI:

- (i) All information shall be handled within the organization on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the designated persons' legitimate purposes, performance of duties or discharge of legal obligations.
- (ii) No person shall procure from or cause the communication by any designated persons of UPSI, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Explanation: "Legitimate Purpose" shall mean sharing of the UPSI by a Designated Person with outside agencies / parties in the ordinary course of business for carrying out his duties. Please refer to policy for determination of "legitimate purpose" as provided at –Annexure I.

- (iii) Notify the recipient that UPSI is being shared and enter into a confidentiality/non-disclosure agreement.
- (iv) The Compliance Officer shall maintain a Structured Digital Database containing the names of persons who has shared the information and with whom the information is shared under this Code along with the Permanent Account Number (PAN) or any other identifier authorised by law, where PAN is not available. Adequate internal controls and checks such as time stamping, and audit trails should be maintained.

- (v) Every person who is required to handle the UPSI should enter the following details in the Structural Digital Database before sharing the same with any persons
 - (a) Name and PAN of the person sharing the UPSI
 - (b) Name and Pan of the person with whom the UPSI is shared
 - (c) The nature of the UPSI
 - (d) Type , date, period and mode of sharing
 - (e) Date when information ceases to be UPSI
 - (f) Confidentiality Intimation Date
 - (g) Details of Confidentiality Agreement

Explanation: In this case, please refer to the definition of UPSI. Also, the requirement of entering in the Structured Digital Database would arise at a stage when the information would start taking shape of a price-sensitive information i.e. where the probability of going ahead with the information/concerned event is higher than not going ahead and such information is likely to “materially” affect the prices of the securities of the Company when published.

- (vi) UPSI shared internally or externally, has to be captured in the Structural Digital Database.
- (vii) Entry of UPSI not emanating from within the Company, in structured digital database, may be done not later than 2 calendar days from the receipt of such information.

8.2 Trading when in possession of UPSI:

- (i) No Designated Person or his immediate relative shall either on his own behalf or on behalf of any other person, trade in securities of the Company on any stock exchange when in possession of any UPSI.
- (ii) When Designated Person or his immediate relative trades in securities while in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- (iii) The onus of establishing that the Designated Person or his immediate relative was not in possession UPSI shall be on the Designated Person.

9 TRADING WINDOW

9.1 Unless otherwise specified by the Compliance Officer, the Trading Window shall remain closed for the following events, for the period stated below:

Event	Window commencement	Window Closure extension: Till 48 hours after the information is generally available / intimated to the stock exchanges
i) Declaration of quarterly and annual financial results	Starting from end of the quarter	
ii) All other events mentioned in point no.5.14 which are considered as UPSI	Starting from the date of submission of Agenda for the Audit/Board Meeting.	

- 9.2 Designated Persons and immediate relatives of Designated Persons shall not deal in any transaction involving the purchase or sale of the Company's securities, during the Trading Window Closure period as mentioned above.
- 9.3 In case the UPSI is not emanating from within the Company, the trading window will not be closed.
- 9.4 The remaining days of a year other than the days mentioned under clause 9.1 above shall be called "Valid Trading Window".
- 9.5 All Designated Persons and immediate relatives of Designated Persons shall conduct their dealings in the securities of the Company only during the "Valid Trading Window" period and shall not enter into "Contra Trade" i.e. opposite or reverse transactions, in the securities of the Company during the next six months following the prior transaction.
- 9.6 If a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to credit to the Investor Protection and Education Fund administered by the SEBI. However, this restriction is not applicable for trades carried out in accordance with an approved trading plan.
- 9.7 The Compliance Officer can grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the provision of this code. Application for seeking such relaxation should be made in the format as given in Annexure - VII and intimation of such approval should be sent by the Compliance Officer to the applicant in the format as given in Annexure-VIII.
- 9.8 The Compliance Officer shall maintain a register of the periods of "Closed Trading Window", wherein he shall record the date of closure and opening of the trading window and the purpose for which trading window is closed as per the format provided at Annexure-IX.
- 9.9 Company shall maintain a register of applications received for relaxation of Contra Trade as given in Annexure-XI.

10 TRADING PLANS

- 10.1 Designated Persons 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 as per proforma provided at Annexure -XII.
- 10.2 Such trading plan shall: –
- (i) not entail commencement of trading on behalf of the Designated Person 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) Designated Persons 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.

- 10.3 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be 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.

- 10.4 The trading plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either 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.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the Designated Person at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the Designated Person has set a price limit for a trade under sub-clause (iv) of clause (iii) of sub-regulation 10.2, the Designated Person 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 Designated Person, the trade shall not be executed.

- 10.5 In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 10.4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- (i) The Designated Persons shall 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 Designated Person, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the Designated Person, 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 Designated Person, then the compliance officer shall take action as per the Code of Conduct.

- 10.6 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.

11 PRE-CLEARANCE OF TRADES

- 11.1 Designated person, who intends to trade in the securities of the Company above the minimum threshold limit of Rs.10 lakh, in one transaction or a series of transactions over any calendar quarter, shall obtain pre-clearance of the transaction as per the pre-clearance procedure as described here under.
- 11.2 Application for pre-clearance shall be made only during Valid Trading Window period. Application submitted during Trading Window Closure period shall be invalid.
- 11.3 Designated Persons shall not apply for pre-clearance of any proposed trade if such Designated Persons are in possession of UPSI even during Valid Trading Window period.
- 11.4 Designated Persons shall make a pre-clearance application to the Compliance Officer in the prescribed format (Annexure– IV) alongwith an undertaking stating that the Designated Person has not contravened the provision of Insider Trading Code.
- 11.5 Immediately on receipt of the pre-clearance application, the date and time of the receipt of the same shall be recorded thereon. The Compliance Officer shall process the pre-clearance applications and if the pre-clearance application is in compliance with the provisions of the Code, the Compliance Officer shall endeavor to communicate the pre-clearance immediately to the Designated Person, as per the format given in Annexure-V (but not later than 48 hours from the receipt of the application).
- 11.6 The Compliance Officer shall maintain a Register of pre-clearance for trading in securities of the Company as per the format provided in Annexure – X.
- 11.7 The Designated Persons or his immediate relative shall execute their order in respect of securities of the Company within seven trading days from the date of approval of pre-clearance. If the order is not executed within said period, the Designated Persons shall obtain fresh pre-clearance. Designated Persons shall report to the Compliance Officer whether the pre cleared trade was executed or not executed, as per the format given in the Annexure-VI (within 48 hours after end of the above mentioned 7 days).
- 11.8 The pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

12 DISCLOSURES

12.1 Initial Disclosure

By Whom	What to be disclosed	When to be disclosed	Form
Promoter /Member of the promoter group/KMP and Director	Holding of securities of the Company as on date of appointment as Director / KMP or becoming Promoter or member of the promoter group	Within seven days of such appointment as Director/KMP or becoming Promoter or member of the promoter group	As per proforma provided at Annexure - II

Designated Person	<ol style="list-style-type: none"> 1. Disclose name & PAN (or any other identifier authorized by law) of the following persons: <ol style="list-style-type: none"> a) Immediate Relatives b) Persons with whom the designated person shares a material financial relationship c) Phone, mobile & cell numbers which are used by the above persons 2. Names of educational institutions from which the designated person has graduated 3. Names of past employers 	Within 7 days of becoming a Designated Person	As per the portal developed in the intra-link for this purpose.
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Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

12.2 Continual Disclosure

By Whom	What to be disclosed	When to be disclosed	Form
Designated Persons to the Company	<ol style="list-style-type: none"> 1. Disclose name & PAN (or any other identifier authorized by law) of the following persons: <ol style="list-style-type: none"> a) Immediate Relatives b) Persons with whom the designated person shares a material financial relationship c) Phone, mobile & cell numbers which are used by the above persons 	<ol style="list-style-type: none"> 1. Within 7 days of the end of the financial year. And 2. Whenever the information changes vis-à-vis their last disclosure, within 7 days from the change. 	As per –the portal developed in the intra-link for this purpose.

12.3 Disclosure by other connected person

The Company may at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in the format given in Annexure-III and at such frequency as may be determined by the Company in order to monitor compliance with this Code.

13 **WHISTLE BLOWER POLICY**

13.1 Any employee of the Company may report any instances of leak of UPSI in conformity with the Whistle Blower Policy of the Company. The Whistle Blower Policy is hosted on the website of the company www.bharatpetroleum.in.

14 DUTIES OF COMPLIANCE OFFICER

14.1 The Compliance Officer shall be responsible for:

- a. 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 code under the overall supervision of the Board of directors of the Company;
- b. reviewing the trading plan to assess whether the plan would have any potential for violation of this Code 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 including authority to defer the commencement of trading plan until unpublished price sensitive information becomes generally available;
- c. notifying the approved trading plan to the stock exchanges on which the securities are listed;
- d. administering the code of conduct and other requirements under these regulations as may be required;
- e. providing report annually to the Board of directors / Chairman of the audit committee or to the Chairman of the Board of directors;
- f. deciding the exact dates on which the Trading Window would close for trading and open subsequently;
- g. pre-clearance if the value of the proposed trades is above such thresholds as the Board of directors may stipulate and to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information;
- h. communicating the dates of closure and reopening of Trading Window to the Designated Persons and to any other person as required from time to time;
- i. addressing the queries of the insiders related to the SEBI Regulations / the Code;
- j. to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations;
- k. maintaining a list of designated persons / connected persons, the prescribed documents and Registers of transactions as required by this Code and updating the same from time to time.
- l. The Audit Committee of a listed company or other analogous body for intermediary or fiduciary shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- m. Maintenance of records of disclosures made under this Code for a period of 5 years.

15 TRADING IN SECURITIES OF THE COMPANY BY A CONNECTED PERSON:

- 15.1 The SBU/Entity heads who appoint/deal with outside Professionals/ Consultants/ Contractors shall ascertain, on case to case basis, whether such outsider falls within the definition of the Connected Person as indicated in Clause 5.2 (ii) / (iii) of the Code.
- 15.2 The SBU / Entity head shall be responsible to communicate to such Connected person about the prevailing Code on Insider Trading in the Company and shall advise the Connected person to refrain from trading in the securities of the Company when the Trading Window is closed and to regulate their trading in line with the Code when the Trading Window is open.
- 15.3 The SBU/Entity heads shall also advise the firm / bodies corporate who are connected person to implement their own Code to prevent their employees from indulging in Insider Trading in the securities of the Company.
- 15.4 The SBU/Entity Head shall be responsible for maintaining a list of Connected Persons and updating the same from time to time.
- 15.5 The SBU/Entity head is also responsible for Communicating to such Connected Persons about the closure and reopening of the Trading Window on receipt of such information from the Compliance Officer.

16 PENALTY FOR CONTRAVENTION OF INSIDER TRADING CODE

- 16.1 Designated person may be penalized if the designated person or their immediate relative trade in securities of the Company or communicates any UPSI in contravention of this Code and appropriate disciplinary action would be taken by the Competent Authority as per the process provided under Conduct, Discipline and Appeal Rules (CDA) of the Company. Additionally, where the Designated Person or their immediate relative, has traded in securities of the Company, based on UPSI, in violation of this Code, the same will amount to substantive violations resulting in disciplinary action which may attract imposition of major penalties under the CDA rules and shall be reported by the Compliance Officer, with the approval of Director (F) and Director (HR), to Stock Exchanges/SEBI in the prescribed format.
- 16.2 In case the trading in securities of the Company / communication of UPSI in contravention of this Code is done by an outsider i.e. other than a Designated Person of the Company, then the Compliance Officer may report such case to the SEBI for taking appropriate action. The reporting to SEBI would be in addition to the action envisaged as per the terms of the contract / agreement for the Breach of Contract.
- 16.3 In case the Designated Person or their immediate relative executes a contra trade, inadvertently or otherwise, in violation of the restriction mentioned in clause of the Insider Trading Code, the profits from such trade shall be liable to be disgorged and transferred to the Investors Protection and Education Fund of SEBI.

17 POWER OF SECURITIES AND EXCHANGE BOARD OF INDIA

- 17.1 The action by the Company shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

18 INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

18.1 Any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, shall be promptly reported by the Compliance Officer to SEBI and report thereof shall be put up to the Audit Committee.

19 AMENDMENT TO THE CODE:

19.1 Compliance Officer is authorized to incorporate amendments to the Code, consequent upon amendments to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and inform the same to the Board of Directors. However, any other amendments to the Code shall be done with the approval of the Board of Directors.

20 INTERNAL CONTROL SYSTEM:

20.1 An internal control system shall be formulated for keeping track of securities traded and the findings of this system, if any, will be presented to the Audit Committee annually.

21 DETAILS OF THE COMPLIANCE OFFICER:

Any clarification with regard to the Code may be addressed to the Compliance Officer at the address given below:

Company Secretary
Bharat Petroleum Corporation Limited.
Bharat Bhavan, 4& 6,
Currimbhoy Road,
Ballard Estate,
P.B.No.688,
Mumbai-400001

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

The Designated Persons of the Company viz. Promoter, Director, KMP and designated employees shall abide by the following principles of fair disclosure of unpublished price sensitive information for fair disclosure of events and occurrences that could impact price discovery for its securities in the market:

1. Ensure that all Unpublished Price Sensitive Information that may impact the market price of the Company's securities shall be promptly made available in public domain.
2. Ensure that every person required to handle the Unpublished Price Sensitive Information enters the details of Unpublished Price Sensitive Information in the Structural Digital Database before sharing the same with any person, internally or externally.
3. Avoid selective disclosure of Unpublished Price Sensitive Information and ensure that all unpublished price sensitive information is disclosed uniformly and universally.
4. Ensure that any Unpublished Price Sensitive Information, which may have been disclosed selectively, inadvertently or otherwise, shall be promptly made available in public domain.
5. Ensure that appropriate and fair response is provided to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. Ensure that the information shared with analysts and research personnel is not unpublished price sensitive information.
7. Best practices be followed 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. All Unpublished Price Sensitive Information shall be handled on a need-to-know basis i.e. no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of his legal obligations.
9. Company Secretary of BPCL is designated as the "Compliance Officer" to deal with all matters relating to dissemination of information and disclosure of unpublished price sensitive information.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES:

1. Legitimate Purpose:

"Legitimate Purpose" shall mean sharing of UPSI in the ordinary course of business or on a need-to-know basis. The Company may share the UPSI if required in the interest of the Company.

2. The sharing of UPSI by an Designated Person shall be deemed to be for "Legitimate Purpose" if it satisfies the following criteria:

- i. The UPSI shall be shared only on 'need to know' basis.
- ii. Such sharing of UPSI shall be in the ordinary course of business such as performance of duties, discharge of legal obligations, etc. 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 the Regulations.
- iii. The Designated Person shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
- iv. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" and due notice shall be given to such person to maintain confidentiality of UPSI.

3. Process for sharing UPSI:

The Designated Person shall conduct the following steps while sharing UPSI:

- i. Satisfy that information is UPSI and sharing is for legitimate purpose
- ii. Identify the persons with whom the information is to be shared
- iii. Notify the recipient that UPSI is being shared and enter into a confidentiality/non-disclosure agreement.
- iv. Mode of sharing UPSI shall be either by an email (address directly to the insider without copying) or hard copy or any other electronic mode or device or provide access to the information, data, server with acknowledgement.
- v. Maintain names of the persons along with PAN (or any other identifier where PAN is not available) who has shared the information and with whom information is shared and update the details in Structural Digital Database before sharing the same. The database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. This database shall be kept confidential.
- vi. Entry of UPSI not emanating from within the Company, in structured digital database, may be done not later than 2 calendar days from the receipt of such information.

POLICY FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Leak or suspected leak of unpublished price sensitive information:

Every listed company has to formulate written policy for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.

2. Process to be followed in case of Leak or suspected leak of unpublished price sensitive information

As employees of the Company are bound to maintain strictest secrecy regarding Company's affairs, and in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information of the Company, appropriate inquiry will be initiated as per the Conduct, Discipline and Appeal Rules (CDA) of BPCL, on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.