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# **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION (Code of Fair Disclosure)**



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# ANUH PHARMA LTD.

## ANUH PHARMA LIMITED

### CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION (Code of Fair Disclosure)

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

#### 1) **INTRODUCTION**

The Securities and Exchange Board of India (SEBI), in its endeavour to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) under the powers conferred on it under the SEBI Act, 1992.

Pursuant to Regulation 8 of the Regulations, Anuh Pharma Limited (“the Company”) is required to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Fair Disclosure Code”).

Accordingly, the Board of Directors of the Company, has formulated the Code of Fair Disclosure.

#### 2) **OBJECTIVE OF THE CODE OF FAIR DISCLOSURES**

This Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could probably have impact in the price discovery, in the market for securities of the Company. Principles such as, equality of access to information, maintain the uniformity, transparency, fairness in dealing with all stakeholders, ensuring adherence to applicable laws and regulations and publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts, publication of transcripts of such calls and meetings, and such other events. This Code and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed to promote transparency amongst the investors. Further, the Company endeavour’s to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of such information.



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## 3) APPLICABILITY

This Code shall be applicable to all the persons of the Company who could possess Unpublished Price Sensitive Information relating to the Company.

## 4) DEFINITIONS

a. **“Company”** means **“Anuh Pharma Ltd.”**

b. **“Chief Investors Relations Officer”** The Company Secretary and Compliance Officer of Anuh Pharma Limited appointed for the purpose of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be designated as Chief Investor Relations Officer (the “CIRO”).

The CIRO shall be responsible for timely, adequate, uniform and universal dissemination of information and disclosure of UPSI to avoid selective disclosure. The CIRO shall also be responsible for educating employees on disclosure policies and procedures.

c. **“Compliance Officer”** for the purpose of these regulations means the Company Secretary of the Company. In the absence of the Company Secretary the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

d. **“Connected person”** means, -

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be **deemed to be connected persons** unless the contrary is established, -



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- a) an “**immediate relative**” of connected persons specified in clause (i); or
  - b) a holding company or associate company or subsidiary company; or
  - c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
  - d) an investment company, trustee company, asset management company or an employee or director thereof; or
  - e) an official of a stock exchange or of clearing house or corporation; or
  - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
  - h) an official or an employee of a self-regulatory organization recognised 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;
- e. “**Designated Persons(s)**’ shall include:
- a) Promoters of the Company;
  - b) Directors of the Company;
  - c) All Key Managerial Personnel and Senior Management Personnel of the Company;
  - d) Employees in the Finance & Accounts, other employees, Statutory Audit, Internal Audit, Legal, Secretarial, Compliance, Investor Relations, Human Resource, IT and team handling Business and Operations, as may be determined by the Compliance Officer;
  - e) Any support staff of the Company, intermediary or fiduciary such as IT staff or secretarial staff who have access to UPSI;
  - f) Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information.
  - g) Employees of material subsidiaries(s) of Company designated on the basis of their functional role or access to UPSI in the organization by their Board of Directors;
  - h) Any person falling within the definition of the term “Connected Person”;
  - i) Immediate Relatives of all the above persons.



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- f. **“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;
- g. **“immediate relative”** (2(1)(f)) means spouse, parent, sibling and child of the person or spouse, any of who is financially dependent on such person or consults such person in taking decisions relating to trading in securities.
- h. **“Insider”** means any person who is:
- a) a Connected Person; or
  - b) in possession of or having access to unpublished price sensitive information;
- i. **“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 financial results, dividends, change in capital structure, mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions, changes in Key managerial personnel; and materials events in accordance with the listing agreements.

The Company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

### 5) **INTERPRETATION:**

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Act, Listing Regulations and/or any other SEBI Regulation(s) as amended from time to time.

### 6) **PRINCIPLES OF FAIR DISCLOSURE:**

To adhere to the principles as mentioned in **Schedule A** to the Regulations, the Company shall ensure the following:

- 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.



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- Uniform and universal dissemination of Unpublished Price Sensitive Information in an timely manner to avoid selective disclosure by communicating the same to the Stock Exchange(s) and disclosing the same on its website.
- Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- 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.
- Handling of all unpublished price sensitive information on a need-to-know basis.

## 7) **NORMS FOR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

### **a. Prompt public disclosure of Unpublished Price Sensitive Information**

Unpublished Price Sensitive Information shall be given by Company to stock exchanges promptly and also the said information shall be uploaded to the Company's official website [www.anuhpharma.com](http://www.anuhpharma.com) in order to be accessed by the Investors and Members of the Company i.e. to make the information generally available.

### **b. Uniform and Universal dissemination of Unpublished Price Sensitive Information**

The disclosure of Unpublished Price Sensitive Information shall be on a continuous, immediate, uniform basis and will be universally disseminated. The Company may consider others ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

### **c. Overseeing and co-ordinating disclosure**

The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and



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disclosure of Unpublished Price Sensitive Information. The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements and; overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, on the website of the Company and media.

If information is accidentally disclosed without prior approval of Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered Unpublished Price Sensitive. In such event of inadvertent, selective disclosure of Unpublished Price Sensitive Information, the Chief Investor Relations Officer shall take prompt action to ensure such information is generally available.

### **d. Responding to market rumours**

The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumours by exchanges. The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure. He/she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

### **e. Restriction on Trading in Securities while in possession of UPSI**

Where any such Investors Communication is likely to be a Material Information, all persons who are involved in the preparation of or are privy to such Investors Communication, shall not trade in the securities of the Company until the expiry of 48 hours after the same is released to the Stock Exchanges or as the case may be, until the expiry of 48 hours after the transaction is cancelled or indefinitely postponed, whether or not the Trading Window is closed during such period in terms of the Insider Trading Code.

### **f. Limited access to confidential information**

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



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### 8) PROCESS OF DISSEMINATING INFORMATION IN ORDER TO MAKE THE UNPUBLISHED PRICE SENSITIVE INFORMATION GENERALLY AVAILABLE

- UPSI may be communicated, provided, or allowed access to any employee or to third parties, if such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 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.
- The website of the Company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.
- The Company shall typically not respond to speculative media articles or enquiries regarding any activities of the Company and shall provide appropriate and fair response to queries from regulatory authorities on news reports or verification of market rumours.

### 9) MANNER OF DEALING WITH ANALYST AND RESEARCH PERSONNEL

- Only Public information to be provided** - A Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.
- Recording of discussion** - In order to avoid misquoting or misrepresentation, it is desirable that at least two company representatives be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.
- Handling of unanticipated questions** - The Company should be careful when dealing with analyst's questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes Unpublished Price Sensitive Information, a public announcement, if considered, should be made before responding.
- Simultaneous release of Information** - When a company organizes meetings with analysts, the company shall make a press release or post relevant information on its website after every such meet.



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- v. **Not unpublished price sensitive information** - Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

## **10) GENERAL AVAILABLE INFORMATION**

The Company will promptly disclose the following information on the website of the Company and to the stock exchange

- a. Declaration of Financial results (quarterly, half-yearly and annual)
- b. Declaration of dividends (interim and final)
- c. Issue of securities by way of public/ rights/bonus, etc.
- d. Any major expansion plans or winning of bid or execution of new projects
- e. Amalgamation, mergers, takeovers and buy-back
- f. Disposal of whole or substantially whole of the undertaking
- g. Any changes in policies, plans or operations of the Company
- h. Disruption of operations due to natural calamities
- i. Litigation/dispute with a material impact
- j. Change in Key managerial personnel
- k. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affects the prices of the securities of the Company.

## **11) UNPUBLISHED PRICE SENSITIVE INFORMATION ON NEED-TO-KNOW BASIS**

Unpublished Price Sensitive Information shall be handled on a “need to know” basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

## **12) DISCLOSURE OF CODE ON PUBLIC DOMAIN**

This Code and any amendment thereof will be published on the Company’s website [www.anuhpharma.com](http://www.anuhpharma.com).

## **13) AMENDMENT OF THE CODE**

The Board may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure in whole or in part. This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the stock exchange where the securities of the Company are listed.