



## **ANUH PHARMA LTD.**

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**CODE OF CONDUCT FOR PREVENTION OF  
INSIDER TRADING AND FOR REGULATION,  
MONITORING, AND REPORTING OF TRADING  
BY DESIGNATED PERSONS AND THEIR  
IMMEDIATE RELATIVES**



# ANUH PHARMA LTD.

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# ANUH PHARMA LTD.

## ANUH PHARMA LIMITED

### **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FOR REGULATION, MONITORING, AND REPORTING OF TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES**

#### **1. PREAMBLE**

This Code of Conduct ("Code") has been formulated in accordance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulations"), as amended from time to time, to regulate, monitor and report trading by designated persons and their immediate relatives.

The Securities and Exchange Board of India (SEBI) has laid down regulations for the prohibition of insider trading in the securities market, aimed at ensuring transparency, fairness, and the integrity of the securities market. In compliance with these regulations, and in the interest of maintaining market confidence and corporate governance, this Code of Conduct is formulated to prevent insider trading and to establish a structured mechanism for monitoring, reporting, and managing trading activities by Designated Persons and their Immediate Relatives.

Regulation 9 of the Regulations requires that Board of Directors of every listed company shall ensure that CEO /MD formulates a code of conduct with their approval to regulate, monitor and report trading by its designated person and immediate relatives of designated person towards achieving compliance with the Regulations, adopting minimum standards as set out in Schedule B of the Regulations, without diluting the provisions of the Regulations in any manner.

In the above context, Anuh Pharma Limited (the "Company") has formulated this Code as a part of Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting by insider of the Company.

#### **2. OBJECTIVE**

The objective of this Code is to put in place a framework for prohibition of Insider Trading, to create awareness and provide guidance to the Insiders, Promoters, Directors



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and Designated Persons, Intermediaries and Fiduciaries for Trading in Securities of the Company.

### 3. DEFINITION

1. “**Act**” means the Securities and Exchange Board of India Act, 1992.
2. “**Company**” means Anuh Pharma Limited.
3. “**Audit Committee**” shall mean committee of the Board of the Company constituted pursuant to the **provisions** of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), including any statutory modification(s) or re-enactment(s) thereof.
4. “**Board**” refers to the **Board** of Directors of the Company.
5. “**Compliance Officer**” means any senior officer, designated so, who is financially literate 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 (UPS I)**, monitoring of trades and the implementation of the codes specified in the regulations under the overall supervision of the Board.
6. “**Connected Person**” means any person who:
  - i. any person who is or has, during the six months prior to the concerned act, been associated with the 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 Person(s) unless the contrary is established:



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- a) an Immediate Relative of Connected Persons specified in clause (i);
- b) a holding company or associate company or subsidiary company;
- 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 or 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 10% of the holding or interest.

**7. “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, 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.

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



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9. **“Employee”** means every employment of the Company.
10. **“Financial Literate”** means a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account and statement of cash flows.
11. **“Generally available Information”** means information that is accessible to the public on a non- discriminatory basis.
12. **“Immediate relative”** means a spouse of a person and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
13. **“Intermediary”** means an intermediary registered with SEBI.
14. **“Insider”** means any person who is:
  - a. A connected person; or
  - b. In possession of or having access to unpublished price sensitive information.
15. **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013.
16. **“Legitimate Purpose”** shall include sharing of unpublished price sensitive information in ordinary course of business by an Insider with Partners, Collaborators/ Lenders, Customers, Suppliers, Merchant Banker, Legal Advisors, Auditors, Insolvency Professionals or other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
17. **“Need to Know basis”** means that 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.
18. **“Promoter”** 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.



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19. **“Promoter Group”** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
20. **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
21. **“Stock Exchange”** means National Stock Exchange of India Ltd. and Bombay Stock Exchange Ltd.
22. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
23. **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
24. **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
25. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading;
26. **“Unpublished Price Sensitive Information”** means any information which relates to the company and its Securities, directly or indirectly, that is not generally available which upon generally available is likely to materially affect the price of Securities and shall, ordinarily including but not restricted to, information relating to the following:
  - i) Financial results;
  - ii) dividend;
  - iii) change in capital structure;
  - iv) merger, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
  - v) changes in key managerial personnel.
27. **“The Code”** means this Code of Conduct formulated for Regulating, Monitoring and Reporting by Insiders under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
28. **“Whistle Blower”** means an employee who reports instance of leak of price sensitive



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information under this Policy.

29. “**Whole Time Director**” means a Whole Time Director as defined under the Companies Act, 2013.

Terms that have not been defined in this code shall have the same meaning assigned to them in the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other SEBI Regulation(s) as amended from time to time.

#### 4. **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.

#### 5. **COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

- A. 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 except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- B. 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 of Directors of the Company is of informed opinion that the sharing of such information 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 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 determine to be adequate and fair to cover all relevant and material facts.

However, the Board of Directors shall require the parties to execute agreements to



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contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

### **C. Structured Digital Database**

The Company shall maintain a Structured Digital Database containing the names of such persons or entities as the case may be with whom information is shared under the regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

### **D. Dissemination of “Price Sensitive Information**

- A. No information shall be passed by way of making a recommendation for the purchase or sale of securities of the Company.
- B. The following guidelines shall be followed while dealing with analysts, research personnel, media persons & institutional investors.
  - a. Only public information to be provided.
  - b. Unanticipated questions may be taken on notice and a considered response given later.
  - c. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.

### **E. Trading Plan**

- A. An Insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan **(Annexure-I)**.
- B. Trading Plan shall:
  - a. not entail commencement of trading on behalf of the insider earlier one hundred and twenty calendar days from the public disclosure of the plan;



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NOTE:-It is intended that to get the benefit of a trading plan, a cool-off period of one hundred and twenty calendar days is necessary. Companies declare their results quarterly and there exists a trading restriction, in terms of these Regulations, from quarter end to two days after declaration of quarterly result, which, it is seen, is generally a period of around one month for most companies. Thus, one hundred and twenty calendar days period is considered reasonably long for unpublished price sensitive information that is in possession of the insider when formulating the trading plan, to become generally available. It is also considered to be a reasonable period for a time lag in which new unpublished price sensitive information may come into being without adversely affecting the trading plan formulated earlier. In any case, it should be remembered that this is only a statutory cool-off period and would not grant immunity from action if the insider were to be in possession of the same unpublished price sensitive information both at the time of formulation of the plan and implementation of the same.

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

NOTE: It is intended that it would be undesirable to have multiple trading plans operating during the same time period. Since it would be possible for an insider to time the publication of the unpublished price sensitive information to make it generally available instead of timing the trades, it is important not to have the ability to initiate more than one plan covering the same time period.

- c. 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
- d. 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:
  - i. 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



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- higher than such closing price;
- ii. 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.
- e. not entail trading in securities for market abuse.
- C. The Compliance Officer shall review the Trading Plan, made as above to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertaking 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.

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved Trading Plan.

- D. 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.

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

Provided further that if the insider has set a price limit for a trade under sub - clause (iv) of clause (v) of sub - regulation 2, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- (i) The insider shall intimate non - implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the



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- trading plan with reasons thereof and supporting documents, if any
- (ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non - implementation (full/partial) was bona fide or not.
  - (iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
  - (iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

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.

### **F. Trading Window**

- a. Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.
- b. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- c. 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 Point No. (a) above or during any other period as may be specified by the Company from time to time.
- d. The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

### **G. Pre-Clearance of Trades**



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All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened, should pre-clear the transaction from Compliance Officer. 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.

When a person who has traded in securities has been in possession of unpublished price sensitive information, his/her trades would be presumed to have been motivated by the knowledge and awareness of such information in his/her possession.

The pre-dealing procedure shall be hereunder:

- a. An application shall be made in the prescribed Form **(Annexure-II)** to the Compliance Officer indicating the estimated number & amount of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- b. An undertaking **(Annexure-III)** shall be executed in favour of the Company by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:
  - c. That the Designated Person does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
  - d. That in case the Designated Person has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
  - e. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
  - f. That he/she has made a full and true disclosure in the matter.
  - g. Post receipt of duly executed application form and undertaking, the Compliance



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Officer, may subject to her satisfaction grant the pre-clearance (**Annexure-IV**) within 2 trading days.

- h. All Designated Persons shall execute their order in respect of securities of the Company within the time period as mentioned in pre-clearance.
- i. The Designated Persons shall file within 2 (two) trading days of the execution of the deal, the details of such deal with the Compliance Officer (**Annexure-V**). In case the transaction is not undertaken, a report to that effect shall be filed in the same form.
- j. If the order is not executed within the time mentioned in pre-clearance order, the designated person must pre-clear the transaction again.
- k. Pre-clearance would not be required for trade executed as per approved trading plan.
- l. All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- m. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time.

### H. Reporting of Transactions

#### (a) Initial Disclosure

Every person, on being appointed as KMP or a director of the Company or upon becoming a promoter, shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in **Form B (Annexure-VI)**.

#### (b) Continual Disclosure



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- a. Every Promoter & Designated Person shall disclose to the Company the number of such securities acquired or disposed of within 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 lakhs in **Form C (Annexure-VII)**.

Provided that the Designated Persons shall make disclosures to the Company even if the changes are within the abovementioned limits.

- b. The Company at its discretion, may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in order to monitor compliance with these regulations, in **Form D (Annexure-VIII)**.
- c. The disclosure shall be made within 2 trading days of the execution of the transaction.

### **(c) Disclosure by the Company to the Stock Exchange(s)**

Within 2 trading days of the receipt of intimation under Clause IX (B) (a) & (b), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

### **I. Mechanism on Internal Control**

For ensuring adequate and effective system of internal controls in line with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the following procedure shall be followed:

#### **(i) Sharing of information pursuant to Legitimate Purpose**

- a. Any person in receipt of Unpublished Price Sensitive information pursuant to legitimate purpose shall be considered Insider for the purpose of the Code.
- b. Advance Notice shall be served on such person by way of email/ letter to maintain confidentiality while in possession of such Unpublished Price Sensitive information.
- c. Such person has to ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the Code.



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### **(ii) Limited Access to Confidential Information**

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

### **(iii) Non-Disclosure Agreement**

The companies shall execute Non-Disclosure Agreement with the parties which are existing as on 31<sup>st</sup> March, 2019 and with whom the Company has. shared Unpublished Price Sensitive information; and Parties which whom the company intends to share any Unpublished Price Sensitive information.

### **(iv) Documents to be shared by Designated Person with Company** Designated person shall be required to disclose names and PAN or any other identifier authorized by law, of the following persons, to the Company, on an annual basis and as when the information changes:

- a. Immediate Relatives;
- b. Person with whom such designated person(s) share a material financial relationship; and
- c. Phone, mobile and cell number which are used by them.

In addition, the name of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

*Explanation: The term material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of loan/gift during immediately preceding 12 months, equivalent to atleast 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.*

### **(v) Chinese Wall**

- a. To prevent the misuse of confidential information, the Company shall adopt a "Chinese Wall" policy separating those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing/operations or other departments providing support services, considered "public areas".
- b. Demarcation of the various departments as inside area may be implemented by the Company,



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- c. The employees in inside area may be physically segregated from employees in public area,
- d. The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area.
- e. In exceptional circumstances, Designated Persons from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the compliance officer.

### **(vi) Whistle Blowing in case of leak of Unpublished Price Sensitive Information ("UPSI")**

- i. Any instance of leak of UPSI should be on the basis of a direct first- hand experience of the Whistle Blower. It should not be based on any secondary, unreliable source such as grapevine or any other form of informal communication.
- ii. The Whistle Blower may report leak of UPSI by an email to the Managing Director at his e-mail ID mentioning the subject line "LEAK OF UPSI".
- iii. On the basis of reporting, the Managing Director shall conduct examination about the genuineness of the reporting before conduct of inquiry.
- iv. The Managing Director as soon as ascertaining the genuineness of the reporting about leak of UPSI, intimate to Board of Directors and Audit Committee.
- v. The Company shall take further action based on the recommendations of Board of Directors and Audit Committee accordingly.
- vi. The instance of leak of UPSI made by the Whistle Blower must be genuine with adequate supporting data/proof. If it is established that the allegation was made with mala-fide intentions or was frivolous in nature or was not genuine, the Whistle Blower shall be subject to Disciplinary Action.

### **J. Process to be followed in sensitive transaction(s)**

#### **a. In case of Specific Transaction(s)**

The Managing Director shall give prior notice to employee who are brought inside on sensitive transaction(s) and also made aware about the duties and



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responsibilities attached to receipt of inside information and liability that attaches to misuse or unwarranted use of such information on case to case basis.

### **b. In general**

Non-disclosure Agreement shall be executed with every incoming/existing employee of the Company.

### **Documentation.**

The Compliance Officer shall maintain following documents/ records for a minimum period of five years:

- i. Register of initial & continuous disclosure;
- ii. Register of Designated Persons and changes therein;
- iii. Record of date of closing and opening of trading window;
- iv. Record of application made for preclearance alongwith undertaking taken thereof;
- v. Record of cases waiving holding period during emergency;
- vi. Record of periodical and annual statement.

### **K. Penalty for Contravention**

- i. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- ii. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized for a minimum amount of Rs. 5,000 which may exceed to an amount equivalent to two times the profit made or loss avoided and/or appropriate action may be taken by the Company as may Audit Committee deems fit.
- iii. Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans etc., as the Audit Committee may deem appropriate.
- iv. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.



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## **L. Other Restrictions**

- i. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions.
- ii. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

## **M. Disclaimer**

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

## **N. SEBI Regulations/Statutory Provisions to Prevail**

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



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## ANNEXURE-I FORMAT FOR TRADING PLAN

Date:

To,  
The Compliance Officer,  
Anuh Pharma Ltd.  
Address

Dear Sir/Madam,

I, \_\_\_\_\_ in my capacity as \_\_\_\_\_ of the Company hereby submit the trading plan with respect to dealing in securities of the Company for a total period of 12 months from \_\_\_\_\_ to \_\_\_\_\_.

ID/Client ID / Folio No	Type of security	Nature of Trade (Buy/Sell)	Proposed Date/time period of trade	Total amount of securities proposed to be traded

- I. With respect to the above trading plan, I hereby undertake that I shall: Not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan.
- II. not entail overlap of any period for which another Trading Plan is already in existence;
- III. set out following parameters for each trade to be executed: I. either the value of trade to be effected or the number of securities to be traded; II. nature of the trade; III. either specific date or time period not exceeding five consecutive trading days; IV. price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below: a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price; b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.; and
- IV. Not entail trading in securities for market abuse.

Signature:



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## ANNEXURE-II

### SPECIMEN OF APPLICATION FOR PRE-TRADING APPROVAL

Date:

To,  
The Compliance Officer,  
Anuh Pharma Ltd.  
Address:

Dear Sir/Madam,

#### **Application for Pre-trading approval in securities of the Company**

Pursuant to the SEBI (Prohibition of Insider Trading} Regulations, 2015 as amended, and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval for trading plan in Securities of Company as per details given below:

Name, Designation & Emp. No.:

PAN No:

Department:

Email ID:

Date of Joining/ becoming the Insider:

Sr. No	No. of Securities held (including that of the Immediate Relative as on the date of application)	Folio No. / DP ID & Client ID	Nature of new Transaction (acquisition/disposal or otherwise) for which approval is sought	Estimated number of Securities to be dealt
1	2	3	4	5



## ANUH PHARMA LTD.

Estimated consideration value	Whether proposed transaction under self name or by Immediate Relative	Name of the Immediate Relative, if the transaction is made by Immediate Relative(s)	Proposed Date of Trades/ Date of Allotment
6	7	8	9
Previous approval no. and date of purchase/allotment			
10			

### UNDERTAKING

In this connection, I understand that public disclosure of the above mentioned Trading Plan would be made by the Company to the Stock Exchanges.

I further confirm and declare:

- a) that I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking.
- b) that the trading plan once approved shall be irrevocable and I shall mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan except due to permanent incapacity or bankruptcy or operation of law.
- c) that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in my possession at the time of the formulation of the plan and the same has not become generally available at the time of the commencement of implementation.
- d) that I shall not entail commencement of trading earlier than one hundred and twenty days from the public disclosure of the plan;
- e) that I shall not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
- f) entail trading for a period of not less than twelve months;
- g) that I shall not entail overlap of any period for which another Trading Plan is already in existence;
- h) that I shall not entail trading in securities for market abuse.
- i) that I have not contravened the "Code for Prevention of Insider Trading in the Securities



## **ANUH PHARMA LTD.**

of the Company” as notified by the Company.

- j) that I am aware that, I shall be liable to face penal consequences as set forth in the CODE including disciplinary action under the CODE of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- k) that I hereby made a full and true disclosure in the matter. Approval for the Trading Plan may kindly be accorded in terms of provisions of the “Code for Prevention of Insider Trading in the Securities of the Company”.

Approval for the Trading Plan may kindly be accorded in terms of provisions of the “Code for Prevention of Insider Trading in the Securities of the Company”.

**Date**

**Place....**

**Signature: .....**

**Name & Designation: .....**

### **FOR OFFICE USE**

Serial number of the application received:

Date & time of receipt of the Application:

Date & time of communication of the approval or otherwise for Trading Plan: Reasons for not approving Trading Plan:

Signature of the Compliance Officer/ Authorised Officer

**Anuh Pharma Limited**

**Mumbai**



# ANUH PHARMA LTD.

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

Date:

To,  
The Compliance Officer,  
Anuh Pharma Ltd.  
Address

Dear Sir/Madam,

I, \_\_\_\_\_ of the Company residing at \_\_\_\_\_ am desirous of dealing in \_\_\_\_\_ shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) upto the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within 02 trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken. If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval, failing which I shall seek fresh pre-clearance.

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

Date:

\_\_\_\_\_  
Signature

**Name:**



# ANUH PHARMA LTD.

## ANNEXURE-IV FORMAT FOR PRE- CLEARANCE ORDER

Date:

To,

Name:

Designation:

Place:

This is to inform you that your request for dealing in \_\_\_\_\_(nos) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before\_\_ (date) i.e. within \_\_\_\_\_ trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date, you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 trading days from the date of transaction/deal, In case the transaction is not undertaken, a 'NIL' report shall be necessary.

Yours Faithfully,

For Anuh Pharma Ltd.

Compliance Officer

**Encl:** Format for submission of details of transaction



# ANUH PHARMA LTD.

## ANNEXURE-V FORMAT FOR DISCLOSURE OF TRANSACTIONS

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

Date:

To,  
The Compliance Officer,  
Anuh Pharma Ltd.  
Address:

Dear Sir/Madam,

I hereby inform that I:

- i. have not bought / sold/ subscribed any securities of the Company, pre-cleared vide your order no. dated \_\_\_\_\_
- ii. have bought/sold/subscribed to securities as mentioned below on (date)

Name of the Applicant/Immediate Relative in case the trade is done by the Immediate Relative of the applicant	
PAN of Applicant/Immediate Relative	
Approval date of Pre-Clearance	
Approval taken for no. of Securities	
No. of Securities Traded	
Market value of Securities Traded	
Date of Trading	
No of Securities not Traded (if any) for which approval has been taken	
Reasons for not Trading	

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

- i. Broker's contract notes;
- ii. Proof of payment to/from broker;
- iii. Extract of bank passbook/statement (to be submitted in case of demat transaction).
- iv. Copy of delivery instruction slip (applicable in case of sale transaction).



## **ANUH PHARMA LTD.**

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (Applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

\_\_\_\_\_  
Signature:

Name:

Designation:



# ANUH PHARMA LTD.

## ANNEXURE V-A

### REPORTING OF NON-EXECUTION OF PRE-CLEARED TRADE

Date:

To,  
The Compliance Officer,  
Anuh Pharma Ltd.  
Address:

From:  
(Name)  
(Emp. No.)  
(PAN)  
(Designation)  
(Department)

I \_\_\_\_\_ wish to inform you that the Trade for which approval was granted by you on \_\_\_\_\_ has not been undertaken by me/Immediate Relative due to reasons given below:

**Signature:**

**Name:**



# ANUH PHARMA LTD.

## ANNEXURE-VI FORMAT FOR DISCLOSURE ON BECOMING PROMOTER/ APPOINTMENT AS DIRECTOR/KMP

### FORM B

#### SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) - Disclosure on becoming a Director/KMP/Promoter]

Name of the Company: Anuh Pharma Ltd.

ISIN of the Company: INE489G01022

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters / KMP / Directors / Immediate Relative to / Others etc.)	Date of appointment of Director/ KMP or Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director /KMP		% of Shareholding
			Type of security (For eg. - Shares, Promoter Warrants, Convertible Debentures etc.)	No.	
1.	2.	3.	4.	5.	6.

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

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director /KMP	Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP
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## ANUH PHARMA LTD.

Contract specifications	Number of units (contracts * lot size)	Notional Value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional Value in Rupee terms
7.	8.	9.	10.	11.	12.

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

Name & Signature:

\_\_\_\_\_

\_\_\_\_\_

Date:

Place



# ANUH PHARMA LTD.

## ANNEXURE-VII DISCLOSURE FORCHANGE IN SHAREHOLDING FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2)]

Name of the company:

ISIN of the company:

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters / KMP / Directors / Immediate Relatives / Others etc.)	Securities held prior acquisition / disposal		Securities acquired / deposited			Securities held post acquisition / disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimainat in to company	Mode of acquisition (market purchase / public rights/ preferential offer/ off market / inter-se transfer, ESOPs etc)
		Type of security (For eg. - Shares, Promoter Warrants , Convertible	No. & % of sharehold ing	Type of security (For eg. - Shares, Promoter Warrants , Convertible	No.	Val ue	Type of security (For eg. - Shares, Promoter Warrants , Convertible	No. & % of sharehol ding	From	To		



## ANUH PHARMA LTD.

		Debentures etc.)		Debentures etc.)				Debentures etc.)					
1	2	3	4	5	6	7	8	9	10	11	12	13	14

**Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

(contracts \* lot size)

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

Signature:

Designation:

Date:



# ANUH PHARMA LTD.

## ANNEXURE-VIII DISCLOSURE FOR HOLDING/CHANGE IN SHAREHOLDING Form D (Indicative format)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
Regulation 7(3) - Transactions by Other connected persons as identified by the company

### Details of trading in securities by other connected person as identified by the Company

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters / KMP / Directors / Immediate Relative / Others etc.)	Securities held prior acquisition / disposal		Securities acquired / deposited			Securities held post acquisition / disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimat in to company	Mode of acquisition (market purchase / public rights/ preferential offer/ off market / inter-se transfer, ESOPs etc)
		Type of security (For eg. - Shares, Promoter Warrants, Convertible	No. & % of shareholding	Type of security (For eg. - Shares, Promoter Warrants, Convertible	No.	Value		Type of security (For eg. - Shares, Promoter Warrants, Convertible	No. & % of shareholding	From		



# ANUH PHARMA LTD.

		Debentur es etc.)		Debentur es etc.).				Debentur es etc.).					
1	2	3	4	5	6	7	8	9	10	11	1 2	13	14

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

Signature:  
Designation:

Date:

**Details of trading in derivatives by the other connected person as identified by the Company:**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	



## ANUH PHARMA LTD.

15	16	17	18	19	20	21

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

Name:

Signature:

Date:

Place: