



## **ANUH PHARMA LTD.**

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# **POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI") OR SUSPECTED LEAK OF UPSI**



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## ANUH PHARMA LIMITED

### **POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”) OR SUSPECTED LEAK OF UPSI**

*[Under Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015*

#### **1) BACKGROUND**

Leakage of UPSI from a company is a matter of serious concern not only for the regulator but for the company as well, and listed companies should take responsibility to find out sources responsible for the leakage and plug loopholes in the internal control systems to prohibit reoccurrence of such leakage of UPSI.

Regulation 9A(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”) requires every listed company to formulate written policies and procedures in case of leakage of Unpublished Price Sensitive Information (“UPSI”) or suspected leak of UPSI which shall be approved by the Board of Directors and accordingly initiate appropriate inquiry on becoming aware of leak of UPSI and inform the Board of Directors promptly of such leak, inquire and results of such inquiries.

In this regard, Board of Directors of Lloyds Enterprises Limited has laid down this policy for Procedure of Inquiry in case of Leak of Unpublished Price Sensitive Information (“the Policy”). The Policy sets out the broad principles that the Board will follow for the purposes of examining any case of leak or suspected leak of Unpublished Price Sensitive Information. It is clarified that while an inquiry in case of a leak, or suspected leak of Unpublished Price Sensitive Information may be undertaken through various modes, it shall adhere to the key standards set out below.

#### **2) OBJECTIVES**

1. To strengthen the internal control system to prevent leak of UPSI.
2. To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the Company and which affects the market price of the Company as well as loss of reputation and investors’ / financiers’ confidence in the Company.



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3. To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employees and Designated Persons with any other person, firm, Company or Body Corporate.
4. To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same promptly to the Securities and Exchange Board of India (“SEBI”) / stock exchanges.
5. To take disciplinary actions and impose fines, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

### 3) **SCOPE**

The Company endeavours to preserve the confidentiality of UPSI and to prevent misuse of such information. The Company shall strive to restrict and prohibit the practice of sharing of UPSI which originates from within the Company by any promoter, director, key managerial personnel, Insider, employee, designated person, support staff or any other known or unknown person(s) with any un- authorized person which affects the market price of the Company as well as causes loss of reputation and investors“ / financiers“ confidence in the Company.

### 4) **DEFINITIONS**

- a) **“Audit Committee”** shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **“Board”** shall mean the Board of Directors of Anuh Pharma Limited.
- c) **Chief Investor Relation Officer (“CIRO”)** shall mean the Officer of the Company appointed by the Board of Director under Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015.
- d) **“Company”** means Anuh Pharma Limited.
- e) **“Compliance officer”** means any officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures,



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maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

- f) **“Designated Persons”** 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.
- g) **“Immediate relative”** defined under Regulation 2(f) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 shall include persons 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;
- h) **“Leak of UPSI”** shall mean communication of information which is / shall be UPSI, by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board or Chief Investor Relation Officer (CIO) of the Company after following the due process prescribed in this behalf in the Code of Practices for Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015, or any other law may be applicable for time being in force and any amendment, re-amendment or re-enactment thereas.



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- i) **“Support Staff”** shall include IT Staff, Secretarial Staff, Legal Staff, Finance Staff, Strategy Staff who have access to unpublished price sensitive information.
- j) **“Unpublished Price Sensitive Information” (UPSİ)** defined under Regulation 2(n) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
- (i) financial results;
  - (ii) dividends;
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
  - (v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
  - (vi) change in rating(s), other than ESG rating(s);
  - (vii) fund raising proposed to be undertaken;
  - (viii) agreements, by whatever name called, which may impact the management or control of the company;
  - (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
  - (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;



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- (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.

### 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) **APPLICABILITY**

This policy shall apply to all designated persons and immediate relative of designated persons and persons in possession of or having access to unpublished price sensitive information.

### 7) **DUTIES OF CHIEF INVESTOR RELATIONS OFFICER**

The CIRO shall be responsible to;

1. Oversee the Compliance of this Policy.
2. Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.
3. Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
4. To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Board of Directors/ Audit Committee or Inquiry committee, to be constituted, if required.

### 8) **DISCLOSURE OF ACTUAL OF SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES:**

On becoming aware of actual or suspected leak of UPSI of the Company, the CIRO shall ensure that the same shall be promptly intimated to the SEBI/Stock Exchanges on which the securities of the Company are listed in the format as set out in “**Annexure - A**” to this policy or any other format subject to amendments to laws and regulations.



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### **9) REPORT OF ACTUAL OF SUSPECTED LEAK OF UPSI TO SEBI**

On becoming aware of actual or suspected leak of UPSI of the Company, the CIRO shall ensure that a report on such actual or suspected leak of UPSI, preliminary inquiry thereon and results thereof shall be promptly made to the SEBI/ Stock Exchanges on which the securities of the Company are listed in the format as set out in “**Annexure – B**” to this policy or any other format subject to amendments to laws and regulations.

### **10) CONSTITUTION OF INQUIRY COMMITTEE**

In case of actual or suspected leak of UPSI, a Committee shall be constituted by the Board of Directors or of such person(s) as may be of the authorized by the Board in this behalf, to be called as “Inquiry Committee” to perform such duties as may be prescribed by this Code or by any other applicable law for the time being in force.

The Inquiry Committee shall consist of minimum 3 (three) Members which shall include Managing Director, Chief Financial Officer and Chief Investor Relation Officer and / or any other officer(s) of the Company as the Board of Directors, may deem fit.

The Board of Directors may change/alter/re-constitute the Inquiry Committee as may be required from time to time.

### **11) DUTIES OF INQUIRY COMMITTEE**

The Inquiry Committee shall be responsible;

- (a) To conduct a preliminary inquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- (b) To authorize any person, if required, to collect necessary support material;
- (c) To consider the facts and circumstances and decide / direct on the matter; and
- (d) To decide disciplinary action thereon.

### **12) PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UPSI:**

On becoming aware of suo moto or otherwise, of actual or suspected leak of UPSI of the Company by any promoter, director, key managerial person, insider, employee, designated personnel, support staff or any other known or unknown person, the CIRO after informing the same to the Managing Director or Chief Financial Officer of the



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Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter: -

1. Inquiry under this policy shall commence based on a written complaint received from any employee, department of the Company, Registrar and Share Transfer Agent, designated person, Depository, Stock Exchange, Regional Director or any official thereof, Registrar of Companies or any official thereof, regulatory / statutory authority or any other department of Central or State Government.
2. Inquiry may also be commenced suo moto by the Company upon becoming aware of the actual or suspected leak of UPSI of the Company.
3. The complaint shall inter alia state particulars of the complaine and details of the complaint. The Complainant has the option of annexing such documentary evidence, as deemed reasonable for the purpose of substantiating the complaint lodged.
4. The Complaint shall be addressed to the Company or Board or Audit Committee or Chairman or Managing Director (MD) or Chief Financial Officer or Chief Investors Relation Officer, by whatever name called.
5. Within 5 (five) working days of receipt of the complaint the Inquiry Committee, shall write to the complaine intimating the details of the complaint received and requesting him to give a written representation within 7 (seven) working days of receipt of letter. If Inquiry Committee feels that the complaint has been lodged to secure needless publicity for defamatory matter which is detrimental to the interest of the Company, then he will discard the complaint with reasons recorded in writing.
6. Within 7 (seven) working days of receipt of representation, Inquiry Committee shall proceed to investigate in the matter and for such purpose may consult such persons, whether internal or otherwise or obtain such external assistance or opinion, as he may deem expedient in this regard. During the course of such investigation, Inquiry Committee may call for such additional documents, representations, etc. as he may deem fit.
7. If no representation is received within the aforesaid stipulated time, Inquiry Committee shall issue notice to the complaine asking him to show cause as to why the Company should not initiate disciplinary proceedings, as applicable, against him.
8. On completion of the preliminary investigation under point 5, receipt of reply to the show cause notice issued under point 6 or on non-receipt thereof, Inquiry Committee shall refer the matter to the Chairman of the Audit Committee, along with his opinion, for his consideration.



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9. Chairman of the Audit Committee on receipt of such opinion shall proceed to convene a meeting of the Audit Committee and shall actually convene the concerned meeting within a period of 45 days of receipt of opinion of Inquiry Committee.
10. The Audit Committee shall consider the matter and put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review, if forms an opinion that the complaine is guilty of leak of UPSI or suspected leak of UPSI, then it may order a penalty 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 the Company may take necessary disciplinary proceedings, which will be in addition to the penal provisions stated under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and any other statutory enactments, as applicable.
11. The Company suo moto reserves the right of initiating an inquiry under this policy against any designated person if it has reasons to believe that such person has leaked UPSI or suspected to leak UPSI.
12. This policy shall not in any way preclude any referrals, complaints, measures, actions etc. which can be instituted or which are available under the existing Vigil Mechanism Policy of the Company.

### **13) CONSULTATION WITH CIRO:**

1. The CIRO shall be consulted on the matters of interpretation of any of the provisions of this Code. The CIRO shall have a right to consult an expert for seeking clarification on any of the provisions of the Regulations or this Code.
2. Any reference in this Code to male gender shall be construed to include female and neuter gender.

### **14) AMENDMENT**

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



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## Annexure - A

### Format for Intimation of Actual or Suspected leak of UPSI to the Stock Exchanges [Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]

To,  
**The Manager (Listing)**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai - 400001

**BSE Scrip Code: 506260**

To,  
**Listing Compliance Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400051  
**NSE Symbol: ANUHPHR; Series: EQ**

Dear Sir / Madam,

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

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

<b>Name of Offender, if known</b>	
<b>Name of Organization</b>	
<b>Designation (Employee, Insider, Designated Person or any other)</b>	
<b>Nature of Information</b>	
<b>Whether any action initiated by the Company.</b>	Yes/No
<b>If yes, narration of the same</b>	
<b>Any other information.</b>	

Request you to take the aforementioned on your records.

Thanking you,  
Yours faithfully,

**FOR ANUH PHARMA LIMITED**

\_\_\_\_\_  
**COMPANY SECRETARY & COMPLIANCE OFFICER**



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## Annexure B

### Format for Reporting Actual or Suspected leak of UPSI to the SEBI [Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015]

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

**BSE Scrip Code: 506260; NSE Symbol: ANUHPHR**

Dear Sir / Madam,

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

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we hereby report the details of actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

<b>Name of Offender, if known</b>	
<b>Name of Organization</b>	
<b>Designation (Employee, Insider, Designated Person or any other)</b>	
<b>Nature of Information</b>	
<b>Whether any action initiated by the Company.</b>	Yes/No
<b>If yes, narration of the same</b>	
<b>Any other information.</b>	

Request you to take the aforementioned on your records.

Thanking you,  
Yours faithfully,

**FOR ANUH PHARMA LIMITED**

\_\_\_\_\_  
**COMPANY SECRETARY & COMPLIANCE OFFICER**