



## AMRUTANJAN HEALTH CARE LIMITED

### Code of Conduct under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Code”)

#### 1. OBJECTIVE:

SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) requires the Companies to put in place policy framework for ensuring compliance with prohibition of insider trading under the Companies Act, 2013 and the Regulations. Accordingly the Board of Directors have formally adopted the following revised Code of Conduct.

#### 2. DEFINITIONS:

2.1 “Act” means the Securities and Exchange Board of India Act, 1992

2.2 “Company” means “Amrutanjan Health Care Limited”

2.3 “Connected Person” means –

- (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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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 persons unless the contrary is established, -
  - (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 organisation recognised or authorised 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;

2.4 “**Designated Employee**” shall include:

- Every employee in the grade of Senior Manager and above;
- All employees in the finance, accounts, marketing, legal & secretarial departments, (exceptions may be determined and informed by the Compliance Officer); and
- Any other employee as may be determined and informed by the Compliance Officer

2.5 “**Director**” means a member of the Board of Directors of the Company;

2.6 “**Employee**” means every employee of the Company, temporary or permanent, including the directors in the employment of the Company;

2.7 “**immediate relative**” means a spouse of a person, and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

2.8 “**Insider**” means any person who is,

- (i) a connected person; or
- (ii) in possession of or having access to unpublished price sensitive information;

2.9 “**Specified Persons**” - the Directors, the insiders, the Designated Employees, the Promoters and their immediate relatives are collectively referred to as Specified Persons.

2.10 “**Unpublished Price Sensitive Information**” (UPSI) means any information, relating to the 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:

- Financial results and reasonably accurate profit/loss forecasts;
- Proposed dividends & bonus shares;
- Proposed change in capital structure;
- Proposed issue or buy-back or split of securities;

- Transactions whether ongoing or pending or planned, including but not limited to mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and/or undertaking;
- Changes in key managerial personnel;
- Any significant changes in policies, plans or operations of the Company;
- Significant product introductions;
- Any other information that has a potential to significantly impact the price of securities of the company listed on the stock exchanges
- Strikes, lock-outs, closure on account of power cuts, etc. both at the time of occurrence of the event and subsequently after the cessation of the event;
- Change in the general character or nature of business;
- Disruption of operations due to natural calamity;
- Commencement of commercial production/ commercial operations;
- Developments with respect to pricing/realisation arising out of change in the regulatory framework;
- Litigation/dispute with a material impact;
- Revision in Ratings;
- Issue of any class of securities;
- Acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin off or selling divisions of the Company, etc.
- Change in market lot of the company's shares, sub-division of equity shares of company;
- Voluntary delisting by the Company from the stock exchange(s)
- Forfeiture of shares;
- Any action, which will result in alteration in the terms regarding redemption/ cancellation/ retirement in whole or in part of any securities issued by the Company;
- Information regarding opening, closing of status of ADR, GDR or any other class of securities to be issued abroad;
- Cancellation of dividend/rights/bonus, etc.

For the purpose of this Code, all the other terms used will carry the same meaning as defined in Clause 2 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **3. PREVENTION OF MISUSE OF UPSI:**

Specified Persons shall not either on their own behalf or on behalf of any other person deal in securities of the company on the basis of or when in possession of unpublished price sensitive information.

Specified Persons shall not communicate or counsel or procure any unpublished price sensitive information.

#### **4. COMPLIANCE OFFICER:**

The Company has appointed Mr. M. Srinivasan as the Compliance Officer. He shall function under the superintendence of the Managing Director.

#### **5. DUTY TO MAINTAIN CONFIDENTIALITY:**

In order to protect the confidentiality of the Unpublished Price Sensitive Information ("UPSI"), Designated Employee shall communicate or counsel or procure or disclose any UPSI to any person (whether Designated Employee or not) only for legitimate business purposes, performance or duties or discharge of legal obligations or on need to know basis;

Third Parties who may have access to UPSI as a result of their engagement with the Company shall also be responsible to maintain the Confidentiality of UPSI. Designated Employee dealing with the third parties are responsible for ensuring that a Non-Disclosure Agreement ('NDA') is signed obligating such third parties to keep the information confidential and not to trade in shares of the Company either themselves or through any other source on the basis of such information.

#### **6. REGULATED TRANSACTIONS AND RESTRICTIONS:**

##### **i) Transaction in Company Shares only through Trading Window:**

The trading window shall be closed during the time the UPSI is unpublished. The trading window closure period shall be determined by the Compliance Officer on the basis of UPSI being considered within the organisation. The trading window shall be closed atleast 7 days prior to the event when the UPSI is being considered and shall open 48 hours after the information becomes generally available.

The trading window closure dates shall be advised by the Compliance Officer through the Company intranet and/or by email communication. In addition, the Company may from time to time notify any other event and any other period for closing of trading window.

Specified Persons are prohibited from trading in securities or soliciting the UPSI either on their own or through any other person during the trading window closure. For compliance with this Code, Specified Persons are advised to inform their share brokers/ dealers/ depository participants, in writing about the prohibition on Trading in the securities of the Company during trading window closure.

##### **ii) Pre Clearance of Trades, for transacting through trading window**

Specified Persons may transact in the securities of the Company through trading window. A pre-clearance from the Compliance Officer is mandatory in the event a Specified Person is trading in more than 2,500 shares of the Company or shares having market value INR 10,00,000 (Rupees Ten Lakhs only) whichever is lower.

When seeking approval for pre-clearance of trade, Specified Person shall provide the following:

- a. Specified Person shall confirm that he/she is not in possession of UPSI during the period starting from application for pre-clearance upto the conclusion of execution of trade. To this effect, Specified Person shall provide a declaration confirming that he/she is not in possession of any UPSI;
- b. If the Specified Person obtains any UPSI after making application for pre clearance but prior to transacting in Shares of the Company, Specified Person shall inform the Compliance Officer promptly and refrain from Trading in Shares of the Company;
- c. Specified Persons shall make an application for pre-clearance in Form 1 (attached) to the Compliance Officer stating the number of shares that he/she intends to trade or transact in along with full details of Depository Participant and Client ID. In an event of trades being executed by dependents of a Specified Person, the Specified Person shall make the application on behalf of their Dependents.
- d. The pre-clearance of trade is only valid for a period of seven days from the date of approval.
- e. Specified Persons shall ensure compliance with disclosure requirements as per details given in the Annexure to this Code.

**iii) Other restrictions:**

- A. In addition to the above, Specified Persons shall comply with the following restrictions while trading in the securities of the Company:
  1. All securities held by Specified Persons shall be held for a minimum period of six months;
  2. Specified Persons shall not enter into a contra trade or opposite transactions for any number of shares during the next six months following the prior transaction;
  3. Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time;
  4. Specified Persons may seek an exception to the above restrictions from the Compliance Officer on account of personal emergencies. Compliance Officer may grant or reject such an exception within a period of seven (7) working days.
- B. Specified Persons shall comply with the following restrictions when Trading in securities of other companies:
  1. Specified Persons are prohibited from trading in the securities of any company based on UPSI received or procured by the said Specified Person as an effect of its employment/engagement with the Company.
  2. Pre-clearance of trade from the Compliance Officer shall be sought by the Specified Persons for trading in securities of any other companies, wherein the Specified Person possesses UPSI of the other Company.

**7. INQUIRY / INVESTIGATION:**

In an event of discovery or reporting of non-compliance with the Code, the Compliance Officer shall conduct an inquiry and if satisfied that a possible violation of the Code has taken

place, the Compliance Officer shall issue a show cause notice and conduct an investigation following the principles of natural justice.

In the event, the person is found guilty of contravention of the Code, the Compliance Officer shall take appropriate action and submit a report of the investigation alongwith the compliance order to the Chairman of the audit committee of the Board of Directors of the Company.

Board of Directors shall inform SEBI and any other applicable regulatory authority, promptly of any violations of the Code and/or Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and /or Section 195 of the Companies Act, 2013.

#### **8. PENALTIES:**

Whoever violates the Code of Conduct shall be penalised by a monetary fine, wage freeze, suspension or termination from employment or any other action as the Company may deem appropriate.

In an event of an inadvertent violation of the requirement to hold securities for a minimum period of six months, the profits received from such contra trade, if any, shall be recovered from the employee and transferred to the Investor Education and Protection Fund of SEBI.

## ANNEXURE

### Disclosure requirements

#### **1. Initial Disclosures:**

Every Person on appointment as a Director or Key Managerial Personnel of the Company or upon becoming a Promoter shall disclose holding of Shares of the Company as on the date of appointment or becoming a Promoter in Form B (attached), to the Company within 7 days of such appointment or becoming a Promoter.

#### **2. Continual Disclosures:**

Every Specified Person of the Company shall disclose to the Company in Form C & Form D (attached) the number of such Shares acquired or disposed off within 2 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 ten lakh rupees or such other value as may be notified by the Securities and Exchange Board of India ('SEBI') from time to time.

#### **3. Disclosure on Change in Shareholding Pattern:**

Directors & Key Managerial Personnel shall make disclosures of change in his/her shareholdings in the Company as on 31<sup>st</sup> March each year in Form 4. This information is required to be furnished by 30<sup>th</sup> April of each year.

FORM 1

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,  
The Compliance Officer,  
Amrutanjan Health Care Limited,  
Chennai

Dear Sir,

**Application for Pre-dealing approval in securities of the Company**

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the **Company's Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Number of securities held as on date	
4	Folio No. / DP Id / Client Id No.	
5	The proposal is for	(a) Purchase of securities
		(b) Subscription to securities
		(c) Sale of securities
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired/ subscribed/ sold	
8	Price at which the transaction is proposed	
9	Current market price ( as on date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market deal	
11	Folio No./ DP Id/ Client ID No. Where the securities will be credited/ debited	

I enclose herewith the form of Undertaking (Form 2) signed by me.

Yours faithfully,

(Signature of Employee)



**FORM 2**

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

To,  
Amrutanjan Health Care Limited,  
Chennai

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) up to 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 two 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 days of the receipt of approval failing which I shall seek pre-clearance.

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

Date :

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

\* Indicate number of shares

**FORM 3**

**FORMAT FOR PRE- CLEARANCE ORDER**

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) that is within 7 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 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

**For AMRUTANJAN HEALTH CARE LIMITED**

COMPLIANCE OFFICER

Date : \_\_\_\_\_

Encl: Format for submission of details of transaction

**FORM 4**

**DISCLOSURE OF CHANGE IN SHAREHOLDING**

The Compliance Officer,  
Amrutanjan Health Care Limited,  
Chennai

I, \_\_\_\_\_, in my capacity as \_\_\_\_\_ of the Company hereby submit the following details of change in holding of securities of the Company:

<i>Name, PAN No. &amp; Address of the Shareholder</i>	<i>No. Of Securities held before the transaction</i>	<i>Receipt of allotment advice/ acquisition of/ sale of securities</i>	<i>Nature of transaction &amp; quantity</i>			<i>Trading Member through whom the trade was executed with SEBI Registration No. Of TM</i>	<i>Exchange on which the trade was executed</i>
			<i>Purchase</i>	<i>Sale</i>	<i>Other</i>		

Details of change in securities held by dependent family members:

<i>Name, PAN No. &amp; Address of the Shareholder and relationship</i>	<i>No. Of Securities held before the transaction</i>	<i>Receipt of allotment advice/ acquisition of/ sale of securities</i>	<i>Nature of transaction &amp; quantity</i>			<i>Trading Member through whom the trade was executed with SEBI Registration No. Of TM</i>	<i>Exchange on which the trade was executed</i>
			<i>Purchase</i>	<i>Sale</i>	<i>Other</i>		

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I hereby declare that the above details are true, correct and complete in all respects.

Date:

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

**FORM A**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, CIN/DIN & address with contact nos.	PAN, & with	Category of Person (Promoters/ KMP/ Directors/ immediate relative to/ others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
			Type of Security (For ex. Shares, Warrants, Convertible Debentures)	No.	
1	2	3	4	5	

*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 by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Open Interest of the Future contracts held as on date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
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
6	7	8	9	10	11

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

Name & Signature: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

**FORM B**

**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: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**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 ex. – Shares, 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 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		
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: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_



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).

Type of contract	Contract specifications	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		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: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

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**FORM D (Indicative format)**

**SEBI (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 persons as identified by the company**

1 Name, PAN, CIN/DIN, company & address with contact nos. of other connected persons as identified by the company	2 Connection with company	3 Securities held prior to acquisition/disposal		4 Securities held			5 Securities acquired/Disposed			6 Securities held post acquisition/disposal		7 Date of allotment advice/acquisition of shares/sale of shares specify		8 Date of intimation to company	9 Mode of acquisition/disposal (on market/public rights/ Preferential offer / off market/Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of security	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of security	Value	Transaction Type (Buy/Sale/Pledge/Revoke/Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To				
1			4	5	6	7	8	9	10	11	12	13	14		

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



Details of trading in derivatives by other connected persons 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)	
15	16	17	18	19	20	21

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

Name:

Signature:

Place:

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