



Indoco Remedies Limited

Regd. Office: Indoco House, 166 CST Road, Kalina Santacruz East, Mumbai 400098

CIN: L85190MH1947PLC005913 Website : www.indoco.com

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

[Under Regulation 9(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

Effective Date: 1st April 2019

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1. INTRODUCTION:

As required under Chapter IV – Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015 (the “Regulations”) Indoco has formulated this Insider Trading Code to regulate, monitor and report the trading in Indoco’s securities by Insiders, Designated Persons.

2. OBJECTIVES:

The Company endeavors to preserve the confidentiality of unpublished price sensitive information and prevent misuse of such information to create information for the benefit of the insiders to abuse the market while trading in securities of the Company. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

3. DEFINITIONS:

For the purpose of this Code all the words and phrases not specifically defined hereunder shall have the same meaning as assigned to them under the Insider Trading Regulations:

- (a) **Act** means the Securities and Exchange Board of India Act, 1992 as may be amended from time to time;
- (b) **Board** means the Board of directors of Indoco Remedies Limited and where the context permits shall include any committee thereof
- (c) **Code** means Indoco’s Code of conduct to regulate, monitor and report trading by Insiders as approved and amended by the Board from time to time
- (d) **Company** means Indoco Remedies Limited
- (e) **Compliance Officer** means Company Secretary or any senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information (UPSI), monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors.
Note: “Financially literate” shall mean 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.
- (f) **Connected Persons** shall have the meaning given to it under Regulation 2(d) of the regulations and shall also include such other persons as may be identified by the Board to be connected.
- (g) **Designated Persons** shall mean such persons as specified by the Board, on the basis of their roles and function in the organization and access that such roles and functions would provide to UPSI and shall include:
 - (i) Directors of the Company
 - (ii) Key Managerial Personnel of the Company
 - (iii) Employees of Indoco in the category/ grade of Senior General Manager and above
 - (iv) All Promoters, Members of the Promoter Group of Indoco
 - (v) Such other persons as may be identified from time to time including support staff (such as IT, Legal, Finance, Accounts, Secretarial, Internal Audit, Corporate Communications etc.) who may have access directly or indirectly to UPSI.

- (v) 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;“
- (vi) Any other employees of the Company, as may be notified by the Compliance officer with approval of the Board.
- (h) Generally available Information** means information that is accessible to the public on a non –discriminatory basis.
- (i) Immediate Relatives** 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
- (j) Insider** shall include the following persons;
 - (i) A Connected Persons.
 - (ii) In possession of or having access to unpublished price sensitive information.
- (k) Trade, Traded or Trading** – means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any Securities of the Company.
- (l) Trading day** – means a day on which the recognised stock exchanges are open for trading.
- (m) Unpublished Price Sensitive Information(UPSI)** 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 and Such Other Transactions;
 - (v) Changes in Key managerial personnel; and
 - (vi) Material events in accordance with the listing agreement.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

4. APPLICABILITY & DECLARATION:

- a. The Code is applicable to all Directors / Designated Persons and to the extent specified, to their Immediate Relatives. As and when any person has been identified as the “Designated Person”, a communication in this regard will be sent to the concerned Designated Person.
- b. All Directors / Designated Persons are advised to carefully go through and familiarise themselves with and adhere to the Code.
- c. In case a Director / Designated Person holds Securities jointly with any other person, related or not, such holding will be considered as the holding of the Director / Designated Person. Accordingly, all the provisions of the Code shall be applicable in totality.
- d. All Directors / Designated Persons are required to confirm their understanding of and agreement to comply with the Code by 30th June, 2019 or within 7 (seven) days of becoming Director / Designated Person, as the case may be, by signing a Declaration in the format prescribed in **Annexure A – Declaration by Director / Designated Person**.

5. ROLE OF COMPLIANCE OFFICER:

- a. The Compliance Officer shall report on insider trading to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the board of directors.
- b. The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 and the said Insider Code 2015.
- c. The Compliance Officer shall assist the Board of Directors to specify the designated persons to be covered by this Insider code, on the basis of their role and function in the organization.

6. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS:

An Insider shall not,

- a) communicate, provide or allow access to any UPSI, relating to Indoco or its securities, to any person including other insiders, except to the extent allowed by this code;
- b) procure from or cause the communication by an Insider of UPSI, relating to Indoco or its securities;
- c) Trade in securities that are listed or proposed to be listed when in possession of UPSI.
- d) Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured in connection with a transaction that would:

- a) entail 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 proposed transaction is in the best interests of the company.
- b) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of Indoco is of the informed opinion that the proposed transaction is in the best interests of the Indoco and the information that constitute UPSI 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.
- c) A transaction that is an off-market inter-se transfer between Promoters who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed trade decision
- d) Trades pursuant to a Trading Plan set up in accordance with this code.

7. PRESERVATION OF UPSI

- a) All information shall be handled within the Company on a need -to-know basis.
- b) 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
- c) The Insiders shall not pass on such information to any person, directly or indirectly by way of making a recommendation for the purchase or sale of securities, which are listed on Stock Exchange(s).
- d) All such information directly received by any Insider from any source outside of Indoco should immediately be reported to the concerned Head of the Department / Managing Director / Jt. Managing Director as the case may be. All the files/ papers containing confidential information (whether or not the Price Sensitive Information) shall be kept secured. If such files are computer files, then the same must have adequate security of login and pass word etc.

8. TRADING WINDOW:

- a) The Compliance officer shall notify a 'trading window' during which the Designated Persons may Trade in the Company's securities after securing pre-clearance from the Compliance officer in accordance with this code.
- b) Designated Persons will not Trade in the Company's Securities when the trading window is closed.
- c) the Trading Window shall generally be closed from the end of every quarter till forty-eight hours after the declaration of Financial results or during such periods as may be notified by the Compliance Officer;
- d) the Compliance Officer shall inform all the Designated Persons about the exact period when the Trading Window will be closed at least 2 days prior to the beginning of such closure;

9 TRADING PLAN

- a) A Designated Persons 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 behalf in accordance with such plan.
- b) Trading Plan shall:
 - i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - ii) not entail trading for the period between the tenth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
 - iii) entail trading for a period of not less than twelve months;
 - iv) not entail overlap of any period for which another trading plan is already in existence;
 - v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - vi) not entail trading in securities for market abuse.
- c) The Compliance Officer shall review and approve the Trading Plan if it complies with the SEBI Regulations. However, the Compliance officer shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the SEBI Regulations.
- d) Trade executed as per an approved trading plan, shall not require pre-clearance of trades.
- e) The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to 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. However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information.
- f) Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

10. Pre-Clearance Trading

- a) All the Designated Persons (including immediate relatives) who intend to deal in Indoco Securities when Trading window is open, exceeding market price of such deal of Rs.10,00,000/- (Rupees Ten Lacs only) shall require to pre-clear the transactions as per the pre-dealing procedure as described hereunder. The Compliance Officer is authorised to change the limit of market dealing of Rs.10,00,000/- (Rupees Ten Lacs only) from time to time.
- b) An application be made in the form specified in **Annexure-B** to the Compliance along with an undertaking in the form specified.
- c) The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.
- d) Within two working days of the receipt of the application together with the necessary undertaking, the Compliance Officer shall either clear the requested deal or refuse to clear the deal by giving the reasons thereof in writing.
- e) The Compliance officer will clear the trading by Designated Person on the condition that the Trade so approved shall be executed within seven trading days following the date of approval. In failure to do so, the Designated Person must secure pre-clearance of the transaction again.
- f) If the Designated Person does not receive any response from the Compliance Officer within the said period, then the requested transaction shall be deemed as cleared by the Compliance Officer.
- g) The Designated Persons, shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer or in case the transaction is not undertaken, the Designated Persons, shall file within 2 (two) days a report to that effect in format prescribed in **Annexure-C**
- h) All the Designated Persons shall execute their order in respect of Securities of Indoco within one week after the clearance by Compliance Officer/ deemed clearance of the transaction. If the order is not executed within the said period of one week, the Designated Persons must pre-clear the transaction again.
- i) All Designated Persons who buy or sell any number of the 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. All Designated Persons shall also not take position in derivative transactions in the shares of the Company at any time.
- j) In case the sale of Indoco Securities by the Designated Persons is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/ her reasons in this regard.

11. DISCLOSURE TO THE STOCK EXCHANGE

Within 2 days of the receipt of intimation under Clause 11(g), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

12. REPORTING REQUIREMENTS

- a. Every Director / Designated Person of the Company shall disclose his / her holding and the holding of his / her Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities to the Compliance Officer latest by 30th June, 2019 and thereafter on an annual basis within 30 (thirty) days of the end of every financial year (i.e. latest by 30th April every year) in the format prescribed in **Annexure D – Initial Disclosure by Director /Designated Person.**

- b. Every person on appointment as a Director or any person upon becoming a Designated Person shall disclose his / her holding and the holding of his / her Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities on the date of appointment or becoming a Director / Designated Person to the Company within 7 (seven) days of such appointment or becoming a Designated Person. Such disclosure shall be made in the format prescribed in **Annexure E – Initial Disclosure on appointment of Director or upon becoming a Designated Person.**
- c. Every Director / Designated Person shall disclose to the Company the number of such Securities acquired or disposed of by him / her or by his / her Immediate Relatives within 2 (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.10,00,000/- (Rupees Ten Lacs Only). Such disclosure shall be made in the format prescribed in **Annexure F – Continual Disclosure by Director / Designated Person.** It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub clause shall be made when the transactions effected after the prior disclosure cross the threshold of Rs.10,00,000/- (Rupees Ten Lacs Only).
- d. The Company shall notify the particulars of such trading to all Stock Exchanges on which the Company is listed, within 2 (two) trading days of the receipt of the disclosure or from becoming aware of such information.
- e. Every Director / Designated Person shall be required to disclose the names, contact nos. including phone / mobile numbers, Permanent Account Number or any other identifier authorised by law of (i) the Immediate Relatives and (ii) the persons with whom such Director / Designated Person shares a Material Financial Relationship, on an annual basis and as and when the information changes. In addition, the names of educational institutions from which the Director / Designated Persons have graduated and names of their past employers shall also be disclosed on a one-time basis. Such details form part of format prescribed in **Annexure D – Initial Disclosure by Director / Designated Person or Annexure E – Initial Disclosure on appointment of Director or upon becoming a Designated Person, as may be applicable.**
- f. The Compliance Officer shall maintain records of all the declarations and disclosures in the appropriate form given by the Directors / Designated Persons for a minimum period of 5 (five) years.
- g. The Compliance Officer may require other Connected Persons to make disclosures of holdings and trading in Securities of the Company in such form and frequency as he may determine.

13. PENALTY FOR CONTRAVENTION OF INDOCO CODE:

- a) 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).
- b) Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.
- c) 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.
- d) The Insiders who violate this Code shall be subject to disciplinary action by Indoco, which may include wage freeze, suspension, ineligibility for future participation in Employee Stock Option Plans, etc. Such action shall be taken only on the recommendation of the Share Transfer Committee;
- e) The SEBI or any other appropriate regulatory authority would also be informed of the violation of these Rules so that appropriate action may be taken.

ANNEXURE A

DECLARATION BY DIRECTOR / DESIGNATED PERSON
[Under Clause 4(d) of the Code]

The Compliance Officer
Indoco Remedies Limited
Indoco House
166 CST Road
Kalina, Santacruz East
Mumbai 400098

I, the undersigned, being a Director / Designated Person as defined under Code of Conduct to Regulate, Monitor and Report Trading by Directors / Designated Persons (the “Code”) of Indoco Remedies Limited (the “Company”), hereby declare and confirm as under:

1. I have received, read and understood the Code;
2. I agree to comply with the Code and that I and my Immediate Relatives shall be bound by the Code to the extent applicable to us;
3. I agree to hold the Company harmless in the event of any investigation against me and / or my Immediate Relatives for any insider trading by the regulatory agencies;
4. I agree to compensate the Company for all economic losses, loss / damage to the Company's public image, fines imposed on the Company, any penalty imposed on the Company, suffered in or as a result of any investigation by regulatory agencies into my or my Immediate Relatives Trades; and
5. I agree to compensate the Company for all legal expenses incurred in defending itself in such investigations.

Signature	
Name	
Employee Code	
Email id	
Date	
Place:	

ANNEXURE B
Application cum Undertaking for pre-clearance of Trade
[Under Clause [10(b)] of the Code]

The Compliance Officer
Indoco Remedies Limited
Indoco House
166 CST Road, Kalina, Santacruz East
Mumbai 400098

Pursuant to Clause [10(b)] of the Code, I, the undersigned, hereby seek your approval to Trade in the Securities of the Company as per details given below:

Sr. No	Particulars	Details
1	Name of the Person Proposing to Trade	
2	PAN of the Person Trading in the Securities of the Company	
3	Relationship with director / Designated Person	
4	Number of Shares held as on date	
5	Nature of Transaction (Purchase /Sale)	
6	Number of Shares to be Purchased /Sold	
7	Proposed date of Trading	
8	Whether the proposed transaction will be through Stock Exchange or Off- market Trade	
9	Folio No./ DP Id./ Client ID	

I hereby declare that there will be no opposite transaction for 6 (six) months as per Clause [10(i)] of the Code. I hereby further declare and undertake that:

- a. I do not have any access nor have I received “Unpublished Price Sensitive Information” (UPSI) upto the date of this application.
- b. In the event of me having access to or receiving UPSI after the date of signing this application but before the execution of the transaction, I undertake to inform the Compliance Officer of the change in this position and shall completely refrain from trading in the Company’s Securities till the time such information becomes public.
- c. I have not contravened the Code as notified by the Company from time to time.

d. I have made full and true disclosure to the Company in the matter.

Signature	
Name	
Employee Code	
Date	
Place:	

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Approval / Rejection of pre-clearance of Trade

With reference to the above application for pre-clearance of Trade and on the basis of information submitted by you and relying entirely upon the application cum undertaking given by you in this regard, you are hereby granted permission to proceed with the trading in _____ number of Shares of the Company.

Kindly note that this approval is valid only for a period of **10 (Ten) trading days** from the date of this approval and you are requested to proceed with the trading within the specified time. In the event you are not able to proceed with the trading within the specified time, you would be required to re-submit your application for fresh consideration.

OR

With reference to the above application, this is to inform you that your application has been rejected for following reasons:

Signature	
Name of Compliance Officer	
Date	
Place:	

ANNEXURE C
Format of Disclosure of Transaction
[Under Clause [10(g)] of the Code]

The Compliance Officer
Indoco Remedies Limited
Indoco House
166 CST Road, Kalina, Santacruz East
Mumbai 400098

I, _____ (name) hereby inform that I / Immediate Relative

- Have not bought / sold/subscribed any shares of the Company for which approval was granted by you on _____ (date)
- Have bought / sold / subscribed _____ shares of the Company for which approval was granted by you on _____ (date) as per following details:

Number of Shares Purchased /Sold	
Price per share	
Date of Trade	
Off Market / Trade through Stock Exchange (name of Stock Exchange)	

Signature	
Name & employee Code	
Date	
Place:	

ANNEXURE D

Annexure D				
Form A- Initial disclosure by director / Designated Person				
[Under Clause 12(a) of the Code and Regulation 7(1) read with Regulation 6(2)]				
Name of the Company		Indoco Remedies Limited		
ISIN of the Company		INE873D01024		
A) Details of Securities held by Director / Designated Person				
Particulars		Category of Person (promoter / Member of Promoter Group)/Director/KMO/Designated		Securites Held on date of Regulation coming into Force
				Type
				No
				%
Name				
PAN				
CIN/DIN				
Address				
Mobile No.				
Email ID				
DP ID & client ID of all demat accounts held				

ANNEXURE E

Annexure E				
Form B- Initial disclosure on appointment of Director or upon becoming a Designated Person				
[Under Clause 12(b) of the Code and Regulation 7(1) read with Regulation 6(2)]				
Name of the Company		Indoco Remedies Limited		
ISIN of the Company		INE873D01024		
A) Details of Securities held by Director / Designated Person				
Particulars		Category of Person (promoter / Member of Promoter Group)/Director/KMO/Designated		Securites Held on date of Regulation coming into Force
				Type
				No
				%
Name				
PAN				
CIN/DIN				
Address				
Mobile No.				
Email ID				
DP ID & client ID of all demat accounts held				

