



Marksans Pharma Ltd.

CODE OF CONDUCT

TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES

OF MARKSANS PHARMA LIMITED

1. INTRODUCTION

Trading in a Company's securities by insiders who enjoy a special status, when compared with the general investors, as regards to price sensitive information, and who, as a result thereof are able to use their special status for individual benefit, is commonly referred to as Insider Trading.

The Securities and Exchange Board of India ("SEBI") has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "Regulations") dealing, *inter alia*, with buying, selling or otherwise dealing in securities of companies by Insiders. These Regulations mandates every listed company to frame and implement a Code of Conduct to regulate, monitor and report trading in their securities by their designated persons and/or their immediate relatives and any other persons who is reasonably believed to have Unpublished price sensitive information (UPSI), which need to be followed, if they hold, purchase, sell or otherwise deal in such Company's securities.

2. OBJECTIVE AND SCOPE OF THE CODE

The Code of Conduct to regulate, monitor and report trading in securities of Marksans Pharma Limited by the insiders (hereinafter referred to as "the Code") is formulated with a view to serve as a guiding charter for all concerned persons associated with the functioning of the Company and their trading in the Company's securities.

Adherence to the Code by the insiders of Marksans Pharma Limited is mandatory. Any violation of this Code and the Regulations will attract action under Securities and Exchange Board of India (SEBI) Act and the Regulations. In case of any difference or disputes between this Code and the Regulations, provisions of the Regulations shall prevail over this Code.

3. DEFINITIONS

- a. "Board" means Board of Directors of the Company.
- b. "Code" means the Code of Conduct to regulate, monitor and report trading in securities of Marksans Pharma Limited.
- c. "Company" means Marksans Pharma Limited.
- d. "Compliance Officer" means an employee appointed by and reporting to the Board for the implementation of and overseeing compliance with the Regulations and the Code across the Company. The Company has appointed the Company Secretary as the Compliance Officer for administering this Code.



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- e. **“Connected Person”** means any person who is or has during the six months prior to a transaction in the securities of the Company 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 the 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. The Connected Person shall include an immediate relative of such connected person.
- f. **“Immediate Relative”** means a spouse of a person and including 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.
- g. **“Legitimate Purposes”** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with business partners, collaborators, bankers, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors and consultants which sharing of information is on need-to-know basis in the performance of duties and discharge of obligations provided that such sharing of information shall not be carried out to evade or circumvent the prohibitions contained in SEBI (Prohibition of Insider Trading) Regulations or any amendment thereof.
- h. **“Trading”** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities.
- i. **“Designated Persons”** means:
- (i) Promoters & members of promoter group of the Company;
 - (ii) Directors of the Company;
 - (iii) Key Managerial Personnel of the Company and their respective secretaries;
 - (iv) All Employees of the Company comprising top tier of the management upto the Assistant General Manager (AGM) Level;
 - (v) All Employees working in Head Office of the Company in the departments of Accounts, Taxation, Treasury, Finance, IT, Legal and Secretarial except Peons and Office Assistants;
 - (vi) Chief Executive Officer and employees upto two levels below the Chief Executive Officer of material subsidiaries of the Company irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;

Explanation: Material subsidiary shall mean material subsidiary as defined under SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 or as amended from time to time.



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- (vii) Employees of Material Subsidiaries of the Company designated on the basis of their functional role or access to Unpublished Price Sensitive Information (UPSI) in the organization by their board of directors;
 - (viii) All Employees of the Company & its material subsidiaries not covered under (i) to (vii) above, who could be reasonably expected to have access to unpublished price sensitive information relating to the Company due to their functional role/ position, as may be decided by the Compliance Officer on case to case basis from time to time.
- j. **“Insider”** means any person who is
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information; or
 - (iii) In receipt of unpublished price sensitive information pursuant to legitimate purposes.
- k. **“Unpublished Price Sensitive Information”** 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 include 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; and
 - (v) Changes in key managerial personnel.
 - (vi) Such other information, as the Managing Director or Chief Financial Officer may prescribe from time to time.
- l. **“Securities”** means the Company’s shares for the present, and in the future, debentures, bonds, derivatives or like instruments that are traded on any Indian Stock Exchange, as applicable.
- m. **“Trading day”** means a day on which the stock exchanges are open for trading.

Words and expressions used herein and not defined in this Code but defined in the Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulations) Act, 1956 or the Companies Act, 2013, shall have the same meanings respectively assigned to them in those Acts.

4. **CONFIDENTIALITY OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

Insiders are required to maintain confidentiality of Unpublished Price Sensitive Information and shall adhere to the following:

- (a) Insiders shall not communicate, provide or allow access to any unpublished price sensitive information, relating to the Company or securities listed or proposed to be



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listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performances of duties or discharge of legal obligations;

- (b) Insiders shall not procure from or cause the communication by any other insider of Unpublished Price Sensitive Information relating to the Company or securities listed or proposed to be listed, except where such procurement is in furtherance of legitimate purposes, performances of duties or discharge of legal obligations.
- (c) All Unpublished Price Sensitive Information is to be handled on a “need to know” basis i.e. the communication of Unpublished Price Sensitive Information shall be only to those insiders who will need the same for discharge of their duties.
- (d) Unpublished Price Sensitive Information shall not be communicated in a situation in which there would be an uncertainty as regards a conflict of interest or a possibility of the misuse of information.
- (e) If any Unpublished Price Sensitive Information is inadvertently received by any insider, the same shall be immediately reported, in writing, to the Compliance Officer.
- (f) Files containing Unpublished Price Sensitive Information and other confidential information shall be kept secure. Computer files must have adequate security of login, passwords, etc.

5. NEED TO KNOW

To prevent any misuse of Unpublished Price Sensitive Information those areas of the Company which have access to or is reasonably be expected to have access to Unpublished Price Sensitive Information such as the Finance and Accounts, Legal, Secretarial, MD’s Office, be considered as “Inside Areas” and shall be separated from those areas which deal with Customer, Market Operations, Human Resource and such other departments shall be considered as “Public Areas”.

As per the above policy:

- The employees in the inside areas are not permitted to communicate any unpublished price sensitive information to anyone in the public areas.
- The employees in Inside Areas may be physically separated from the employees in Public Area.
- The Compliance officer in consultation with the Board/MD/CEO shall demarcate different departments as Inside and Public Areas.
- In exceptional circumstances designated persons from the Public Area may be allowed to “cross the wall” and may be given unpublished price sensitive information but only on “need-to-know basis” in order to discharge their official duties and not in any other case.
- Employees from the public area and persons who are provided with unpublished price sensitive information pursuant to legitimate purposes shall strictly adhere to the prohibition contained in this Code and that the Company will maintain a secured digital database containing names of such employees and persons or entities as the case may be with whom UPSI is shared along with Permanent Account Number.



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6. TRADING RESTRICTIONS

- (a) **No insider (including any employee of the Company) shall trade in securities of the Company when in possession of Unpublished Price Sensitive Information even when the trading window is open except under a “trading plan” set up in accordance with clause 7 of the Code.**

However, in the event of any trade in violation of the above restriction, the insider will have to prove his innocence by demonstrating the circumstances including the following:

- i. transaction is an off-market inter se transfer between insiders who were in possession of the same unpublished price sensitive information and such off-market trades shall be reported by the insiders to the Company within two working days. The Company will then notify the particulars of such trades to the Stock Exchanges within two trading days from receipt of the disclosure or from becoming aware of such information.
- ii. transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information.
- iii. transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- iv. the transaction in question was carried out pursuant to a statutory or regulatory obligations to carry out a bonafide transaction.
- v. the transaction in question was carried out pursuant to an approved trading plan under this Code.

Provided that the parties did not obtain the unpublished price sensitive information in violation of the Regulations and this Code.

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

- (b) **Designated Persons and/or their immediate relatives shall not trade in securities of the Company when the trading window is closed.**
- (c) **Designated Persons and/or their immediate relatives are allowed to trade in the securities of the Company only when the trading window is open subject to the condition that they do not possess any unpublished price sensitive information.**



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- (d) Trading in securities of the Company by the Designated Persons and/or their immediate relatives, even when the trading window is open shall be subject to pre-clearance by the Compliance Officer if the value of the proposed trade whether in one transaction or in a series of transactions over any calendar quarter will aggregate in excess of Rs. 10 (Ten) Lakh. However, no pre-clearance application shall be approved if the Designated Persons and/or their immediate relatives are in possession of Unpublished Price Sensitive Information even if the trading window is open.
- (e) Once a proposed trade is pre-cleared, the trade must be executed within 7 days of such pre-clearance failing which fresh pre-clearance will be required.
- (f) Once a trade is executed by a designated person and/or their immediate relatives (i.e. buy or sell any number of securities irrespective of value of such trade), he/she shall not execute a contra trade (opposite trade i.e. sell or buy any number of securities) within six months from the date of execution of such prior trade. For example, **if a designated person and or his/her immediate relative has bought Marksans shares, he/she will not sell any Marksans shares within 6 months from the buy date. Similarly, if a designated person and or his/her immediate relative has sold Marksans shares, he/she will not buy any Marksans shares within 6 months from the sale date.** In case of multiple buy or sale transactions on different dates, restriction of six months on sale or buy would apply from the date of the last buy or sale and not the first one. In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be remitted for credit to the Investor Protection and Education Fund administered by SEBI.
- (g) No pre-clearance shall be provided to a trade if the same is in nature of contra trades within six months of the last executed trade.
- (h) Pre-clearance of trades, trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan under Clause 7.

7. TRADING PLAN:

- (1) An insider shall be entitled to formulate a Trading Plan 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.
- (2) 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 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;



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- (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 (i.e. acquisition or disposal) and the intervals at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in securities for market abuse.
- (3) The Compliance Officer shall review the Trading Plan made as above to assess whether the plan would have any potential for violation of the Code and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan in accordance with the Code.
- (4) The Trading Plan once approved shall be irrevocable and the insider 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 insider 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. In such event the Compliance Officer shall confirm that the commencement of the Plan ought to be deferred until such unpublished price sensitive information becomes generally available information. Further, the insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

- (5) Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

8. TRADING WINDOW

Trading Window will remain open if it is not closed under this Code. The trading window will remain closed for the period from the end of every quarter till 48 hours after the declaration of financial results. For other unpublished price sensitive information, the Compliance Officer will decide the period of closure of the trading window on case to case basis and intimate the same in due course of time. However, timing for re-opening of the trading window in any event shall not be earlier than forty-eight hours after the information becomes generally available. **Trading window shall be applicable to all the designated persons of the Company and their respective immediate relatives. No trades shall be executed when the trading window is closed.**



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9. PRE-CLEARANCE OF TRADES

- (a) The designated Persons and/or their immediate relatives who intend to trade in the securities of the Company when the trading window is open and if value of such trade whether in one transaction or in a series of transactions over any calendar quarter will aggregate in excess of Rs.10 Lakh should pre-clear the intended trades as per the pre-clearance procedure as described hereunder.
- (b) An application for pre-clearance should be made in **Form E** of this Code to the Compliance Officer indicating the details of the intended trade.
- (c) An undertaking shall be executed in **Form F** in favour of the Company by the applicant incorporating, inter alia, the following clauses, as may be applicable:
- That the Designated Persons and/or their immediate relatives do not have any access to or has not received Unpublished Price Sensitive Information upto the time of signing the undertaking.
 - That in case the Designated Persons and/or their immediate relatives has access to or receives Unpublished Price Sensitive Information after signing of the undertaking but before the execution of the proposed trade he/she and/or his/her immediate relatives shall inform the Compliance Officer of the change in the position and that he/she and/or his/her immediate relatives would completely refrain from trading in the securities of the Company till the time such information becomes public.
 - That he/she and/or his/her immediate relative has not contravened the Code as notified by the Company from time to time.
 - That he/she has made a full and true disclosure in the matter.
- (d) The Compliance Officer shall scrutinize the pre-clearance application within 3 working days and convey his approval of pre-clearance in **Form G** along with reasons thereof. The decision of the Compliance Officer in this respect shall be final. The Compliance Officer shall retain copies of all applications and approvals.
- (e) No designated person shall apply for pre-clearance of any proposed trade if such designated person and/or his/her immediate relative is in possession of unpublished price sensitive information even if the trading window is open.
- (f) In case of trading by the Compliance Officer, pre-clearance from the Managing Director shall be obtained.
- (g) Details regarding execution/non-execution of trades for which pre-clearance has been obtained and details/reasons thereof shall be disclosed to the Company in **Form-H**.

10. DISCLOSURE OF HOLDINGS AND TRADING

A. INITIAL DISCLOSURE



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Every person on appointment as a Director or Key Managerial Personnel or becoming Promoter or member of the Promoter Group of the Company shall disclose (in **Form – B**) his/her holding and/or holding of his/her immediate relative in the securities of the Company as on the date of such appointment or becoming promoter to the Company along with educational institutions from which he/she graduated and name of past employers within seven days of such appointment or becoming a promoter.

B. QUARTERLY DISCLOSURE

Every employees and Designated Persons of the Company shall disclose (in **Form – A**) his/her holdings and/or holdings of his/her immediate relative in the securities of the Company on quarterly basis i.e. as on 31st March, 30th June, 30th September and 31st December to the Company within 7 days from the said dates.

C. CONTINUAL DISCLOSURE

(a) Every Designated Persons of the Company shall disclose (in **Form – C**) to the Company the number of such securities acquired or disposed of within two trading days of such trading if the value of the securities traded, whether in one transaction or in a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 (Ten) Lakh. (For calculating this threshold limit of Rs. 10 (Ten) Lakh, both buy and sell transactions to be considered).

(b) Every Designated Persons of the Company shall disclose (in **Form – C**) to the Company any number of securities acquired or disposed of during a calendar quarter including any trade executed by their immediate relatives within 7 days from the end of such quarter. Each buying and selling in the securities will be disclosed date wise.

(c) Designated Persons shall disclose (in **Form – I**) names and Permanent Account Number of the following persons to the Company on an annual basis and as and when the information changes:

- i. immediate relatives (spouse and dependent children and dependent parents of self and spouse).
- ii. persons with whom such designated person shares a material financial relationship.
- iii. Phone, mobile and cell number which are used by them.

D. DISCLOSURE BY OTHER CONNECTED PERSONS

Every connected person other than the persons under sub-clauses A, B and C above, shall disclose (in **Form – D**) his/her holdings and/or holdings of his/her immediate relative in the securities of the Company on quarterly basis i.e. as on 31st March, 30th June, 30th September and 31st December to the Company within 7 days from the said dates.

11. DUTIES OF THE COMPLIANCE OFFICER



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The Compliance Officer shall be responsible for setting forth policies, procedures and monitoring adherence to this Code and compliance of the Regulations, under the overall supervision of the Board. The Compliance Officer shall submit a report in this regard to the Board of Directors and the Audit Committee of the Company on quarterly basis. Without prejudice to the above, the Compliance Officer shall be responsible for the following:

- (a) compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI;
- (b) monitoring of trades and the implementation of this Code, Insider Trading Regulations as well as Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- (c) Clarify the Regulations and the Company's Code when asked for.
- (d) Maintain records of all the Designated Persons and their Immediate Relatives and the changes thereto from time to time.
- (e) Maintaining a structured digital database of persons with whom UPSI is shared.
- (f) Maintain records of all the disclosures made under this Code for a minimum period of 5 years.
- (g) Send reports to the Audit committee, on the quarterly basis relating to compliance of this code.

12. REVIEW BY THE BOARD AND AUDIT COMMITTEE

The Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements given in Regulations. The Board of Directors and the Audit Committee of Directors of the Company shall periodically review the compliance of the Regulations and this Code and shall verify that the systems for internal control are adequate and are operating effectively.

13. INQUIRY

The Company has formulated written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.

Employees can raise concerns against any leak /suspected leak of UPSI or unethical use of UPSI in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated 17 September 2019 or under the procedure prescribed under Company's Whistle Blower Policy.

Retaliation for reporting suspected violations is strictly prohibited under this Code and the Company's whistle blower policy. Employee who reports alleged violations of insider trading laws will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination to such employee.



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The Company shall initiate appropriate inquiries on becoming aware of leak or suspected leak of unpublished price sensitive information and will inform the SEBI promptly of such leaks, inquiries and results of such inquiries.

14. PENALTY FOR CONTRAVENTION OF THE CODE

In case of any contravention of this Code by the Designated Persons and Employees and their immediate relatives in any manner, the Compliance Officer shall report the same to the Board of Directors for initiating sanctions and disciplinary actions which may include wage freeze, suspension, recovery, claw back, withholding of promotion and increment, ineligibility for future participation in employee stock option plans, imposing of penalty, etc.

The Compliance Officer shall also promptly inform any violation of this code & Regulations and any action taken by the board to the stock exchanges and any amount collected, if any, shall be remitted to SEBI Investor Protection and Education Fund.

15. This Code shall supersede the earlier code in the matter and shall be effective from 11th August, 2021.

As approved and adopted by the Board of Directors at its meeting held on 11th August, 2021.
