



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 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 the directors, officers, employees and their immediate relatives and other insiders, which need to be followed, if these categories 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 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 i.e. a spouse 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.
- f. **“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.
- g. **“Trading”** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities.
- h. **“Designated Persons”** means:
 - i. Promoters of the Company;
 - ii. Directors of the Company;
 - iii. Key Managerial Personnel of the Company;
 - iv. All Employees of the Company comprising top tier of the management upto the Manager Level;
 - v. All Employees in the Accounts, Taxation, Treasury, Finance, Legal and Secretarial Departments of the Company except Peons and Office Assistants;
 - vi. The respective secretaries / personal assistants / executive assistants of all the above designated persons;
 - vi. Employees of other Departments / Divisions, not covered under (i) to (v) above, who could be reasonably expected to have access to unpublished price sensitive information relating to the Company, as may be decided by the Compliance Officer on case to case basis from time to time.
- i. **“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.



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- j. **“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) change in key managerial personnel.
- k. **“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.
- l. **“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 listed, to any person 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, to any person except where such procurement is in furtherance of legitimate purposes, performances of duties or discharge of legal obligations.
- (c) 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.



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- (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 employees 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 information is shared along with Permanent Account Number.

6. TRADING RESTRICTIONS

- (a) No insider 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.

Provided that the insider may 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.



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- 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.

Provided Further 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, other employees and insiders of the Company and/or their immediate relatives shall not trade in securities of the Company when the trading window is closed.
- (c) Designated Persons, other employees and insiders of the Company and/or their immediate relatives are allowed to trade in the securities of the Company only when the trading window is open.
- (d) Trading in securities of the Company by the Designated Persons or Insiders 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 or Insiders 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 or Insider (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. 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



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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;
 - (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.



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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 commencing from the date on which intimation is given by the Company to the Stock Exchanges of the date on which the Board Meeting is to be held for consideration / approval of the items mentioned above in Clause 3j and will end 48 hours after the above information becomes generally available. Trading window shall be applicable to all the designated persons, connected persons and their respective relatives. No trades shall be executed when the trading window is closed.

9. PRE-CLEARANCE OF TRADES

- (a) The designated Persons and 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 lacs 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 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



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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 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 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.

10. DISCLOSURE OF HOLDINGS AND TRADING

A. INITIAL DISCLOSURE

Every person on appointment as a Director, Key Managerial Personnel or Employee of the Company or becoming Promoter of the Company shall disclose (in **Form – B**) his holding and/or holding of his 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 graduated and past employers within seven days of such appointment or becoming a promoter.

B. QUARTERLY DISCLOSURE

Every Promoters, Directors, Key Managerial Personnel and Employees of the Company shall disclose (in **Form – A**) his holdings and/or holdings of his 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 Promoters, Directors, Key Managerial personnel and 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).



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- (b) The disclosure received under Clause C(a) above shall be intimated by the Company (in **Form – C**) to the Stock Exchanges within two trading days of receipt of the disclosure or from becoming aware of such information.
- (c) Every Promoters, Directors, Key Managerial personnel and Employees of the Company shall disclose (in **Form – C**) to the Company the number of such securities acquired or disposed of during a calendar quarter within 7 days from the end of such quarter even if the aggregate of trading during the quarter is Rs. 10 (Ten) Lakh or less. Each buying and selling in the securities will be disclosed date wise.
- (d) 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..

E. APPLICATION FOR PRE-CLEARANCE OF TRADES:

Every trade which requires pre-clearance of the Compliance officer as per the above said provisions must be obtained in **Form-E** alongwith an undertaking as per **Form-F**. Pre- clearance orders shall be issued in **Form- G**

F. DISCLOSURE OF PRE-CLEARED TRASACTIONS

Details regarding execution/non-execution of trades for which pre-clearance has been obtained and details/reasons thereof shall be disclosed in **Form-H**

11. DUTIES OF THE COMPLIANCE OFFICER

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) Pre-clear the trades of the Designated Persons and their immediate relatives in accordance with this Code.



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- (b) Monitor the trades of the Designated Persons, Employees and their immediate relatives.
- (c) Clarify the Regulations and the Company's Code when asked for.
- (d) Maintain records of all Promoters, Directors, Key Managerial Personnel and Employees and their immediate relatives and any changes therein.
- (e) Waiver of the requirement of the holding period, in case of personal emergency, after recording the reasons in this regard.
- (f) Maintain records of all the disclosures made under this Code for a minimum period of 5 years.

12. REVIEW BY THE BOARD AND AUDIT COMMITTEE

The Board of Directors and the Audit Committee of Directors of the Company shall periodically review the compliance of the Regulations and this Code.

13. INQUIRY

The Chief Financial Officer will initiate appropriate inquiries on becoming aware of leak or suspected leak of unpublished price sensitive information. The Chief Financial Officer will inform the Board promptly of such leaks, inquiries, results of such inquiries and suggest appropriate action to be taken in this regard.

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, ineligibility for future participation in employee stock option plans, etc. and shall also inform SEBI of the same.

15. This Code shall supersede the earlier code in the matter and shall be effective from 1st April, 2019.

As approved and adopted by the Board of Directors at its meeting held on 8th February, 2019.

Form A
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulations 7 (1) (a) read with Regulations 6 (2)]

Name of the Company: Marksans Pharma Limited
 ISIN of the Company: INE750C01026

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoter/ KMP/Employee/ Director/ immediate relative/ others etc)	Securities held as on		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

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

Signature:
 Designation:

Date:
 Place:

Form B
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulations 7 (1) (b) read with Regulations 6 (2)]

Name of the Company: Marksans Pharma Limited
ISIN of the Company: INE750C01026

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/Em ployees/ immediate relatives/ others etc)	Date of appointment of Director/ KMP/Emplay ee OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/ KMP/Employee		% of Sharehol ding	contracts held at the time of becoming Promoter/ appointment of Director/ KMP/Employees		contracts held at the time of becoming Promoter/ appointment of Director/ KMP/Employee		Educational Institutions from which graduated	Name of Past Employers
			Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms		
1	2	3	4	5	6	7		8		9	10

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

I hereby confirm having read the Code of Conduct to Regulate, Monitor and Report Trading in Securities of Marksans Pharma Limited.

Signature:
Designation:

Date:
Place:

Form C

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

Name of the Company: Marksans Pharma Limited
 ISIN of the Company: INE750C01026

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

Name, PAN No., CIN/DIN & address of Promoter/ Employee/ Director with contact nos.	Category of Person (Promoters/ KMP/ Directors/Empl oyee/ immediate relatives/ others etc)	Securities held prior to acquisition/ Disposal		Securities acquired/ Disposed		% of Shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition(m arket purchase/pub lic rights/prefern tial offer/ off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
												Buy		Sell		
		Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Pre-Transactio n	Post Transactio n	From	To			Value	Number of units (contracts* lot size)	Value	Number of units (contract s* lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

2. All buy/sale transactions will be given date wise.

Signature:
 Designation:

Date:
 Place:

Form D (Indicative Format)
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company withcontact nos	Connection with Company	Securities held prior to acquisition/ Disposal		Securities acquired/ Disposed		% of Shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	acquisition(market purchase/pu blic rights/prefer ntial offer/ off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
												Buy		Sell		
		Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg.- Shares, Warrants, Convertibl e Debenture s etc.)	No.	Pre- Transacti on	Post Transacti on	From	To			Value	Number of units (contracts * lot size)	Value	Number of units (contrac ts* lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:
Designation:

Date:
Place:

MARKSANS PHARMA LIMITED

Form E

**Application for Pre-clearance for dealing in Company's Securities above threshold limit
(Refer Clause No. 7 (a) of the Code of Conduct to Regulate, Monitor and report Trading in
Securities)**

From :

Date :

Name :

Designation :

To,

The Compliance Officer

Marksans Pharma Limited

With reference to the Code of Conduct to Regulate, Monitor and Report Trading in Securities ("the Code") of the Company, I seek your approval to subscribe to / agree to subscribe to / purchase / sell* / deal as an agent / principal in _____ (nos) of _____ (description of security) of the Company.

On execution of the above trade, My aggregate transaction over the last 3 (Three) months will be in excess of Rs.10 (Ten) lakh.

The statement of securities of the Company held as on _____ and my Undertaking in the prescribed format are enclosed for your perusal in this connection.

* I declare that the minimum holding period stipulated in the Code of the Company with respect to the securities proposed to be bought / sold has been complied with.

Signature: _____

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ANNEXURE E- 1

**Statement of holding of securities at the time of Pre-clearance
(Refer Clause No. 7 (a) of the Code of Conduct to Regulate, Monitor and report Trading in Securities)**

To,

The Compliance Officer,
MARKSANS PHARMA LIMITED

I, _____, hereby declare that the details of securities held by me and the securities held by my dependant family members in the Company as on this date are furnished below:

Name, PAN and Address	Relation	Folio No, / DP ID / Client ID No.	Type of Security	No. of Securitie s

Date : _____

Signature_____

MARKSANS PHARMA LIMITED

ANNEXURE “E- 2

UNDERTAKING TO BE SUBMITTED ALONGWITH APPLICATION FOR PRE-CLEARANCE

(Refer Clause No. 7 (c) of the Code of Conduct to Regulate, Monitor and report Trading in Securities)

To,

The Compliance Officer,

MARKSANS PHARMA LIMITED

I, _____ (name and designation), am desirous of dealing in _____ (nos.) of _____ (description of security) of the Company as mentioned my application dated _____ for pre-clearance of the transaction.

As required by the **Code of Conduct to Regulate, Monitor and report Trading in Securities (“the Code”)** of the Company, I hereby state as follows:

- a) I have no access to nor do I have any information that could be construed as “Price Sensitive Information” as defined in the Code upto the time of signing this undertaking;
- b) 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 change in my position and shall completely refrain from dealing in the securities of the Company till the time such information becomes public;
- c) I have not contravened the provisions of the Code in force as of date;
- d) I have made full and true disclosure in the above matter.

Date:

Signature:

FORM F

[Clause 9(1)(b) of Code of Conduct for Prevention of Insider Trading of Marksans Pharma Ltd.]

UNDERTAKING TO BE SUBMITTED ALONG WITH THE APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer
Marksans Pharma Ltd.
Mumbai

I, _____ (Name, designation and dept.), residing at _____, am desirous of trading in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

As required by the Code for Prohibition of Insider Trading of Marksans Pharma Ltd., I hereby state that:

- (a) I have no access to nor do I have any information that could be construed as 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;
- (b) 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;
- (c) I have not contravened the provisions of the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time;
- (d) I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time;
- (e) I undertake to submit the necessary report within two trading days of execution of the transaction/a Nil report if the transaction is not undertaken;
- (f) I agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.
- (g) I declare that I have made full and true disclosure in the matter.

Date :

Signature:

* Indicate number of shares

FORM G

[Clause 9(1)(c) of Code of Conduct for Prevention of Insider Trading of Marksans Pharma Ltd.]

PRE- CLEARANCE ORDER

To,

Name : _____

Designation : _____

Place : _____

With reference to your application dated.....seeking approval for undertaking certain transactions in securities of the Company detailed therein, please be informed that you are hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till _____ (i.e. for {7} trading days from date hereof). If the approved transaction is not executed within the aforesaid timeline, fresh pre-clearance would be required for trades to be executed.

Further, you shall file within two {2} trading days of the execution of the trade, the details of such trade, with the Compliance Officer in **Form 'H'**. In case the transaction is not undertaken, a report to that effect along with the reasons for the same shall be filed in the said Form within two {2} trading days from the expiry of the pre-clearance order.

Yours faithfully,

For Marksans Pharma Ltd.

Compliance Officer

Date : _____

Encl: Format of Form H

FORM H

[Clause 9(1)(e) of Code of Conduct for Prevention of Insider Trading of Marksans Pharma Ltd.]

DISCLOSURE OF PRE-CLEARED TRANSACTIONS

Date: _____

To,

The Compliance Officer
Marksans Pharma Ltd.

Dear Sir,

DETAILS OF PRE-CLEARED TRANSACTION

Ref: Your Approval letter No. _____ dated _____

I hereby inform you that, I:

- have not bought/sold/subscribed any Securities (including derivatives) of the Company
- have bought/sold/subscribed to the _____ Securities (including derivatives) as mentioned below on _____

Name of holder	* * First or joint holder	No. of Securities (including derivative s) dealt with	Bought/ Sold/ Subscribed	DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Sec. will be debited or credited	Price (Rs)

** “F” first holder — ”J” joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker’s contract note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

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

I agree not to buy/sell ● the securities (including derivatives) for a period of [six months] from the date of the aforesaid transaction.

In case there is any urgent need to sell these securities (including derivatives) within the said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Yours truly,

Signature: _____

Name: _____

#Emp No: _____

#Dept/ Div. _____

● Strike out whichever is not applicable.

MARKSANS PHARMA LIMITED**FORM - I****[To be submitted by each designated person on an annual basis the information as on 31st March each year]**

Name of Designated Person	Employee Code	Date of Joining	PAN	Date of Birth	Mobile No.	Email ID	Immediate Relative (spouse, dependent Children and Dependent Parents of self and spouse)*	Relation with relatives	Mobile No of Relatives	PAN No. Of Relatives

* This will also include persons with whom such designated persons shares a material financial relationship.