

**CODE OF PRACTICE AND PROCEDURE**

**AND**

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES**

**AND**

**FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE, INFORMATION**

**PURSUANT TO THE REQUIREMENTS OF THE SEBI (PROHIBITION OF INSIDER  
TRADING) REGULATIONS, 2015**

**(Effective from 15<sup>th</sup> May, 2015)**



## ***Background***

“Insider Trading” in general means an act of dealing in the securities of a Company based on some unpublished price sensitive information to which a person may be privy to. The Securities and Exchange Board of India (SEBI), has issued the SEBI (Prohibition of Insider Trading) Regulation, 2015 (“the Regulations”) by which Insider Trading has been prohibited in India.

The Regulations require all the listed Companies to set up an appropriate mechanism and to frame and enforce a policy of internal procedures and conduct so as to curb Insider Trading.

In compliance with the above requirements, Eiko Lifesciences Limited (Formerly known as Narendra Investments (Delhi) Limited) has introduced a Code of Conduct for Prevention of Insider Trading (Insider Trading Policy).

### **1. Objective**

The Company endeavors to preserve the confidentiality of all un-published price sensitive information(s) and to prevent misuse of such information(s). The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every “Insider”, as defined in the SEBI Insider Trading Regulations, has a duty to safeguard the confidentiality of all such information(s) obtained in the course of his/her work at the Company or by virtue of his/her relationship with the Company. No Insider shall use his/her position with or knowledge of the Company to gain personal benefit or to provide benefit to any third party. Such persons are prohibited from communicating and/or counseling others with respect to the securities of the Company. Such persons should also refrain from profiteering by using the unpublished price sensitive information(s).

### **2. Definitions**

“**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

“**Board**” means the Securities and Exchange Board of India.

“**Compliance officer**” means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, 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, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;



**"Connected person"** means,-

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

(a) an immediate relative of connected persons specified in clause (i); or

(b) a holding company or associate company or subsidiary company; or

(c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or

(d) an investment company, trustee company, asset management company or an employee or director thereof; or

(e) an official of a stock exchange or of clearing house or corporation; or

(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

(g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

(h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or

(i) a banker of the company; or

(j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

**"Dealing in securities"** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent;

**"Designated Person(s)"** shall include:

- (i) Directors of the Company;
- (ii) Key Managerial Personnel of the Company;
- (iii) Employees in senior management;
- (iv) All Employees working in accounts, finance, secretarial, legal and IT department of the Company;
- (v) All Employees who are working for common interest of the promoter or promoter group;
- (vi) Executive Secretaries / Assistant to the Directors of the Company;



- (vii) Permanent invitee(s) to the Board and / or Committee Meetings of the Company;
- (viii) Promoters and member of the Promoter Group of the Company;
- (ix) Directors, CEO and senior management employees (two level below CEO) of holding and subsidiary company of the Company;
- (x) Such other persons as may be notified by the Compliance Officer from time to time who may be or may have possession of Unpublished Price Sensitive Information.

**“Digital Database”** means a platform maintained in electronic form to store such information as per provisions of the Regulations;

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

**“Employee”** means every employee of the Company including the Directors in the employment of the Company.

**“Generally available information”** means information that is accessible to the public on a non-discriminatory basis;

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

**“Insider”** means any person who is:

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

**“Legitimate Purpose”** means and includes sharing of UPSI with any internal / external stakeholders in the course of business and as further set out in the Code;

**“Key Managerial Personnel”** means a person as defined in Section 2(51) of the Companies Act, 2013.

**“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

**“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

**“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;



"**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;

"**Trading day**" means a day on which the recognized stock exchanges are open for trading;

"**Unpublished price sensitive information**" 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.

"**Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading Regulations, 2015 and any amendments thereto.

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.

### 3. **Applicability of the Policy**

This Code is applicable to the designated persons as may be specified by the Board of Directors and their immediate relatives.

### 4. **Compliance Officer**

- a. The Company has appointed the Company Secretary, as the Compliance Officer for the purposes of the Regulations, who shall work subject to guidance of the Chairman and the Board of Directors.
- b. The Compliance Officer shall be responsible for:-
  - setting forth policies, framing rules and procedures;
  - monitoring adherence to the rules for the preservation of "Price Sensitive Information";



- pre-clearing of proposed trades of Officers and Designated Employees and their dependents and monitoring of trades after pre-clearance; and
  - implementation of this Policy under the overall supervision of the Board of Directors of the Company.
- c. The Compliance Officer shall maintain record of the Officers and Designated Employees and any changes therein.
- d. The Compliance Officer shall maintain records of all the Applications, Undertakings, Declarations etc. submitted by Officers and Designated Employees and their dependents for a period of five years from the date of receipt of the document.
- e. The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.
- f. The Chairman / Compliance Officer shall inform the SEBI of any violation of the Regulations and rules made thereunder.

**5. Preservation of "Price Sensitive Information"**

**5.1 All Director/ Designated person of the Company shall:**

- a. maintain the confidentiality of all un-published Price Sensitive Information(s) and shall not pass on, directly or indirectly, such information to any person by way of making a recommendation for the purchase or sale of Shares of the Company or otherwise.
- b. keep secure all files/papers containing confidential un-published Price Sensitive Information(s). Computer files must have adequate security of login and password, etc.
- c. handle the unpublished Price Sensitive Information(s) on a "need to know" basis, i.e. such Information shall be disclosed only to those persons within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information(s).
- d. immediately report to the Head of the Department all non-public Price – Sensitive information directly received by him/her.
- e. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

-an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company; or



-not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information 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.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

### **5.2 Need to know:**

(i) “need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

(ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

### **5.3 Limited access to confidential information**

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

### **5.4 Sharing of UPSI for legitimate purpose**

No Insider shall communicate, provide, or allow access or procure from or cause communication by any insider regarding any UPSI, relating to the Company or securities, to any person including purposes, performance of duties or discharge of legal obligation provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.



## **6 Prevention and misuse of “Unpublished Price Sensitive Information”**

Employees and connected persons designated on the basis of their functional role ("**designated persons**") in the Company shall be governed by an internal code of conduct governing dealing in securities.

### **6.1 Trading Plan**

An insider 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. By doing so, the possession of UPSI when a Trade under a Trading Plan is actually executed would not prohibit the execution of such trades that such Insider had pre-decided even before the UPSI came into being.

### **6.2 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. In other words, trading can commence only after 6 (six) months from the date of disclosure of the Trading Plan to the Stock Exchanges. It is clarified that such 6 (six) months period is only a statutory cool-off period and would not grant immunity from action if the Insider were to be in possession of the same UPSI both at the time of formulation of the plan and implementation of the same;
- 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 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 12 (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.

6.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he/she 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 Regulations.





6.4 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. The commencement of the Plan shall 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.

6.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **7 Restriction on trading in Shares of the Company**

All Officers and Designated Employees of the Company shall be subject to trading restrictions as enumerated below:-

### ***a) Trading window and Window Closure***

7.1 The trading period, for trading in the Company's securities, called as "trading window", shall be closed during the time the information referred to in this para is un-published.

7.2 The Officers/ Designated Employees and their dependents shall not deal in any transaction involving the purchase or sale of shares of the Company during the periods when "Trading Window" (i.e. trading period) is closed.

7.3 The trading window shall be closed for all Insiders from the 1st day immediately following the relevant calendar quarter till the conclusion of 48 hours after disclosure of such quarterly/ annual financial results of the company to stock exchanges and

7.4 inter alia be closed 2 (two) calendar days prior to and 2 (two) calendar days after:

- i. any intended announcements regarding amalgamation, mergers, takeovers and buy- back, disposal of whole or substantially whole of the undertaking, issue of Securities by way of public/ rights/bonus etc., any major expansion plans or execution of new projects.
- ii. any changes in policies, plans or operations of the Company that could have a material impact on its financial performance.



- 7.5 Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer.
- 7.6 The Trading Window shall automatically get opened 48 hours (forty-eight) after the Unpublished Price Sensitive Information is made public.
- 7.7 All Officers/ Designated Employees of the Company and their dependents shall conduct all their dealings in the securities of the Company only in a valid Trading Window and shall not deal in any transaction involving the purchase or sale of the company's securities during the periods when Trading Window is closed as referred above or during any other period as may be specified by the Chairman/Compliance Officer from time to time.
- 7.8 The restriction on trading window shall not be applicable in the following circumstances:
- i. the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of the Regulations and both parties had made a conscious and informed trade decision
  - ii. the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of the Regulations 3 of the Regulations and both parties had made a conscious and informed trade decision;
- Provided the transaction mentioned in sub-clauses (a) and (b) above, should not pertain to such unpublished price sensitive information which was obtained in a manner provided under Regulation 3(3) of the Regulations.
- iii. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
  - iv. the 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. However, sale of shares allotted on exercise of ESOPs shall not be allowed when Trading Window is closed.
  - v. the trades were pursuant to a trading plan set up in accordance with Clause 6 above
  - vi. Pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer under Sub-clause (b) of clause 7 and compliance with the respective regulations.



vii. Transactions undertaken in accordance with respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer

viii. Such other transactions, which shall be specified by SEBI from time to time

7.9 The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

7.10 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than 48 (Forty-Eight) hours after the information becomes generally available.

7.11 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

## **8 Pre-Clearance of Trades:**

### **8.1 Applicability**

8.1.1 All Designated Persons or their immediate relatives who intend to deal in the securities of the Company exceeding Rs. 10,00,000/- in transaction value shall obtain pre-clearance of the transaction(s) from the Compliance Officer before entering into the transaction as per the pre-dealing procedure as described hereunder. However, no designated person shall be entitled to 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 not closed and hence he shall not be allowed to trade.



## **8.2 Procedure for the purpose of obtaining a prior approval to a transaction**

8.2.1 An application shall be made in prescribed Form, attached as **Annexure 1**, to the Compliance Officer indicating the estimated number of securities that the Officer / Designated Employee intends to deal in. The application shall contain, inter alia, the following information:

- estimated number of shares intends to deal in.
- the details as to the depository with which he/she has a Demat account.
- such other details as may be required by the Compliance Officer in this behalf.

8.1.1 An undertaking executed in favour of the Company, forming part of the Application Form as mentioned hereinabove, shall incorporate, inter alia, the following clauses:

8.1.2 That the Officer/Designated person does not have any access or has not received “Price Sensitive Information” upto the time of signing the undertaking.

8.1.3 That in case the Officer/ Designated Employee has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction, he/she shall inform the Compliance Officer of the fact and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.

8.1.4 That he/she has not contravened the Code of Conduct for prevention of insider trading as notified by the Company/SEBI from time to time.

8.1.5 That he/she has made a full and true disclosure in the matter.

8.1.6 An undertaking (**Annexure 2**) shall be executed in favour of the Company by such Specified Employee incorporating, inter alia, the following clauses, as may be applicable:

- a. That the employee/director/officer does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
- b. That in case the Specified Employee has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- c. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- d. That he/she has made a full and true disclosure in the matter.



### **8.3 Approval**

- 8.3.1 The Compliance Officer shall consider the application made as above and shall approve it unless he/she is of the opinion that the grant of such approval would result in a breach of the provisions of the Code, or the Regulations or the Act or any other law in force at that time.
- 8.3.2 The Compliance Officer shall be entitled to seek declarations to the effect that the Designated Person or his Immediate Relative applying for pre-clearance is not in possession of any Unpublished Price Sensitive Information. The Compliance Officer shall also have the discretion to assess and decide as to whether such declarations are factually accurate.
- 8.3.3 Every approval letter shall be in such format as may be prescribed by the Company from time to time. (**Annexure 3**)
- 8.3.4 The Compliance Officer shall convey his decision to the Designated Person or his Immediate Relative, as the case may be, within 2 (two) Trading Days of receipt of the application. If the Compliance Officer does not respond within 2 (two) Trading Days, it shall be deemed to be a rejection of the application.
- 8.3.5 Every approval shall be dated and shall be valid for a period of 7 (seven) calendar days or such lesser period as prescribed in the approval.
- 8.3.6 All transactions involving the Compliance Officer shall be approved by the Chairman.
- 8.3.7 In case any such person procures or comes in possession of Unpublished Price Sensitive Information before execution of the Trade during the subsistence of the pre-clearance sought in accordance with this clause 8.3, such person shall refrain from executing the Trade.

### **8.4 Completion of approved transaction**

- 8.4.1 All Designated Persons or their immediate relatives shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (**Annexure 4**).
- 8.4.2 Transaction must be executed within one week from the next day after the approval of preclearance obtained from the Compliance Officer. If transaction is not executed within one week, the Officer(s)/Designated Employee(s) must obtain pre-clearance for the intended transaction once again.



#### 8.4.3 Disclosure to Company and stock exchanges

- i. Transactions by Designated Persons and their Immediate Relatives in accordance with Clause 8.1.1, are required to be disclosed by such persons to the Company within 2 (two) Trading Days of the transaction. The obligation to disclose trading by the Immediate Relatives of Designated Persons or by any other person for whom such Designated Person takes trading decisions, is upon the said Designated Person.
- ii. Off-market trades as mentioned in Clause 7.8 (a) shall be reported to the Company within (two) working days
- iii. Additionally, transactions by Designated Persons or their Immediate Relatives in accordance with Clause 8.1.1 in which the consideration price for Securities exceeds Rs. 10,00,000/- (Rupees Ten Lakhs) are required to be disclosed by the Company to the stock exchanges within 2 (two) Trading Days of receipt of disclosure from Designated Persons or their Immediate Relatives.

#### 8.4.4 *Other restrictions:*

- 8.4.1 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 8.4.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- 8.4.3 The Designated person shall not execute/deal in a contra trade for any number of Eiko Lifesciences Limited securities for a period of 6 months from the execution of the last trade in Eiko Lifesciences Limited. However, this shall not be applicable to trades pursuant to exercise of stock option. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- 8.4.4 The Compliance Officer (in consultation with Chairman on case-to-case basis) may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

**Explanation:** Contra trade means: In case designated person pre-clears for buying shares of the Company, he cannot enter into a sale of securities of the Company for a period of 6 months from the date of execution of buy order and vice-versa



8.4.5 The Designated person shall apply in **Annexure 5** to the Compliance officer for contra trade transaction. The Compliance officer may take necessary undertaking and declaration and seek appropriate information as he deems necessary from the designated person before granting approval.

8.4.6 Notwithstanding anything above, if a contra trade is executed inadvertently or otherwise in violation of this code, the profit therefrom must be disgorged for remittance to SEBI for credit to the Investor protection and Education fund administered by SEBI.

## **8.5 Reporting and Disclosure**

The Compliance Officer shall place before the Board and the chairman of the Audit Committee, on a quarterly basis, all the details of the trading in the Securities of the Company done by the Designated Persons or their Immediate Relatives under Clause 8.4 together with the accompanying documents that such persons had executed under the pre- approval procedure as outlined above.

The Company shall be entitled to disclose to all the stock exchanges where its Securities are listed, the information provided by Designated Persons or their Immediate Relatives to the Compliance Officer in accordance with the Code.

## **9 Reporting Requirements for transactions in securities**

### **9.1 Initial Disclosure**

- a. Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form (**Annexure 6**).
- b. Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter (**Annexure 7**)

### **9.2 Continual Disclosure**

Every promoter, employee and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within 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. Ten lakhs. (**Annexure 8**)



The disclosure shall be made within 2 working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

**Ad-hoc Disclosure:**

- a. The Company may at its own discretion require any other connected persons or class of connected persons to make disclosures of holdings and trading in securities of the Company in such Form and at such frequency as may be determined by the Company to monitor compliance with this Code and the Regulations.
- b. The Designated Person who is leaving the organization will be required to execute the undertaking as provided in **Annexure 8**.

The disclosures made hereunder shall be maintained by the Company, for a minimum period of five years, in such form as may be specified.

**9.3 Disclosure by the Company to the Stock Exchange(s)**

- (i) Within 2 days of the receipt of intimation under Clause 8(ii), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- (ii) The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

**10 Dissemination of Price Sensitive Information**

- (i) No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- (ii) Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.





## **11 Penalty for contravention of the code of conduct**

- (i) Every Specified 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).
- (ii) Any Specified 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.
- (iii) Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- (iv) 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.

*Annexure 1*  
**APPLICATION FOR PRE-CLEARANCE OF TRANSACTION**

Date:

**To,  
The Compliance Officer  
Eiko Lifesciences Limited,  
Thane, Maharashtra**

**Dear Sir/Madam,**

**Application for pre-dealing in the securities of the Company**

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

<b>1.</b>	Name of Applicant	
<b>2.</b>	Designation	
<b>3.</b>	Number of securities held as on date	
<b>4.</b>	Folio No. / DP ID / Client ID No.)	
<b>5.</b>	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
<b>6.</b>	Proposed date of dealing in securities	
<b>7.</b>	Estimated number of securities proposed to be acquired/subscribed/sold	
<b>8.</b>	Price at which transaction is proposed	
<b>9.</b>	Current Market Price (as on date of application)	

<b>10.</b>	Whether the proposed transaction will be through stock exchange or off market deal	
<b>11.</b>	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I have enclosed herewith the form of Undertaking signed by me.

**Yours Faithfully,**

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

*Annexure 2*  
**UNDERTAKING TO BE ACCOMPANIES WITH THE APPLICATION FOR PRE-CLEARANCE**

**UNDERTAKING**

**To,  
The Compliance Officer  
Eiko Lifesciences Limited  
Thane, Maharashtra**

**Date:**

**Dear Sir/Madam,**

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_ \* shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

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

Date:

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

\*Indicate the number of shares

*Annexure 3*

**PRE-CLEARANCE ORDER**

To,

Name: \_\_\_\_\_

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

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

This is to inform you that your request for dealing in \_\_\_\_\_(No.) shares of the Company as mentioned in your application dated is approved. Please note that the said transaction must be completed within 7 (seven) days from today i.e. on or before \_\_\_\_\_[date].

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For Eiko Lifesciences Limited

Compliance Officer

Date:

*Note:*

- 1. Please provide all the information. Incomplete forms will not be accepted.*
- 2. Please ensure that you have not made any opposite transaction within previous 6 months.*

*Annexure 4*

**FORMAT FOR DISCLOSURE OF TRANSACTIONS**  
**(to be submitted within 2 days of transaction/dealing in securities of the Company)**

**To,**  
**The Compliance Officer**  
Eiko Lifesciences Limited  
**Thane, Mumbai**

I hereby inform that :

- (i) I have not bought/sold/subscribed any securities of the Company  
(ii) I have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_ (date)

**I. *Details of Securities held by self***

<i>Name of Holder</i>	<i>No. of securities dealt with</i>	<i>Bough/Sold/Subscribed</i>	<i>DP ID/Client ID/Folio No.</i>	<i>Price (Rs.)</i>

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 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 agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*Applicable in case of purchase / subscription*).

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

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

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

Name :

Designation:

*Annexure 5*

Application to enter into contra transaction, in case of personal emergency  
(Application by Designated Person(s) to enter into contra transaction within 6 months from the  
date of execution of last transactions in case of personal emergency)

**To,**  
**The Compliance Officer**  
Eiko Lifesciences Limited  
**Thane, Mumbai**

Dear Sir,

**Sub:** Permission to enter into contra transaction within 6 months from the execution of the last trade in Eiko securities

In terms of the provisions of Eiko Code of Conduct for regulating, monitoring and reporting of trading by Insiders (“the Code”), the Designated Person shall not execute / deal in a contra trade for any number of Eiko securities for a period of 6 months from the execution of the last trade in Eiko securities.

I had executed the last trade in Eiko securities as under:

On account of the exigent circumstances mentioned hereunder, I desire to execute a contra trade in the Eiko securities forthwith:

<< Please summarize reasons and personal exigency >>

In view of the aforesaid, I seek relaxation to the above provisions of the Code.

Thanking you,

Signature:

Name:

Designation:

Employee Code:

Date:

Place:

*Annexure 6*  
**FORMAT FOR INITIAL DISCLOSURE OF SECURITIES**

**To,**  
**The Compliance Officer**  
Eiko Lifesciences Limited  
**Thane, Mumbai**

I \_\_\_\_\_ in my capacity as \_\_\_\_\_ of the Company hereby submit the following details of securities held in the Company as on \_\_\_\_\_ (date of becoming Specified Person).

**I. Detail of Securities held by me:**

Type of Securities	No. of securities held	Folio No	Beneficiary A/c Client ID

**II. Detail of Securities held by me:**

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992 and the Company's Code of Procedures and Conduct for Prevention of Insider Trading, I hereby declare that i have the following dependents:

Sr. No.	Name of the dependent	Relation with Director / Officer /Designated Employee

**III. Details of securities held by dependent(s):**

Name of Relative	Relationship	Type of Securities	No. of Securities held	Folio No	Beneficiary A/c Client ID

Date:

Signature \_\_\_\_\_



*Annexure 7*

**FORMAT FOR CONTINUAL DISCLOSURE OF SECURITIES**

**(to be submitted within 2days by Promoter, Key Managerial Personnel and Directors and such other persons as specified in the code)**

**To,**  
**The Compliance Officer**  
Eiko Lifesciences Limited  
**Thane, Mumbai**

I \_\_\_\_\_ in my capacity as \_\_\_\_\_ of the Company hereby submit the following details of securities held in the Company as on \_\_\_\_\_ (date of becoming Specified Person).

***I. Details of Change in holding by self***

<i>Name, PAN &amp; Address</i>	<i>No. &amp; % of Securities (including derivatives)</i>	<i>Date of receipt of allotment advice/ acquisition/ sale of Securities(including derivatives)</i>	<i>Date of intimation to company</i>	<i>Mode of acquisition (market purchase/ public/rights/ preferential offer etc.)</i>	<i>No. &amp; % of Securities (including derivatives) post acquisition /sale</i>	<i>Trading member through whom the trade was executed with SEBI Registration No. of the trading member</i>	<i>Exchange on which the trade was executed</i>	<i>Buy/ Sell Quantity</i>	<i>Buy/ Sell Value</i>

**Note:** The disclosure of the incremental transactions after the previous disclosure is required to be made when the transactions effected after the prior disclosure cross the threshold of Rs. 10 lakhs in the same calendar quarter.

**ANNEXURE 8**  
**FORMAT OF STATEMENTS OF HOLDINGS BY DESIGNATED PERSON AND**  
**UNDERTAKING TO BE SIGNED UPON LEAVING THE ORGANIZATION**

To,  
Compliance Officer  
\_\_\_\_\_ Limited (ISIN - \_\_\_\_\_)

Dear Sir,

Subject: Statement of Shareholdings and undertaking

**I. STATEMENT OF SHAREHOLDINGS OF DESIGNATED PERSON**

Date of Resignation:

Last Working Day:

Name	Department/ Program & Process	No. of shares/ securities held on the date of tendering the Resignation	No. of shares/ securities bought post resignation	No. of shares/ securities sold post resignation	No. of shares/ securities sold post resignation	PAN	Folio No./ DP ID / Client ID

**II. DETAILS OF SHARES/SECURITIES HELD BY IMMEDIATE RELATIVE(S)**

Name	Department/ Program & Process	No. of shares/ securities held on the date of tendering the Resignation	No. of shares/ securities bought post resignation	No. of shares/ securities sold post resignation	No. of shares/ securities sold post resignation	PAN	Folio No./ DP ID / Client ID

**In case traded in securities otherwise than by way of buying or selling, like pledge etc. please disclose that also**

I hereby confirm that I have / do not have access to any un-published price sensitive information as on the date of leaving the organization.

I hereby further confirm that I will not enter into any transaction pertaining to the securities of the Company in future, either directly or otherwise, based on any un-published price sensitive information, which I am privy to, if any and will not communicate, provide, or allow access to any UPSI, relating to the Company or securities thereof, to any person including other employee(s), Immediate Relative(s) and any other person(s) except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, if any.

I undertake to continue abiding by the Code / relevant SEBI regulations at least for 6 months from the date of leaving the Organization, failing which I would be solely responsible for the consequences, to the complete exclusion of the Organization, its Directors and officers and the Compliance officer, as they would not have any recourse post my leaving the Company to communicate with me to pursue compliances hereunder.

I further declare that the above disclosure is true and correct and is in accordance with the previous disclosures, if any, given to the Company.

I undertake that I shall indemnify the Company as given below:

- i. To hold \_\_\_\_\_ Limited, its directors, officers and employees faultless in the event of any investigation against me for insider trading by any regulatory authority.
- ii. To make good to the \_\_\_\_\_ Limited, its directors, officers and/or employees, for all economic losses, fines or penalty, if any, imposed on the \_\_\_\_\_ Limited, its directors, officers and/or employees as a result of any investigation by any regulatory authority/authorities into any of the transactions entered by me in dealing with the securities of the Company.
- iii. To compensate the \_\_\_\_\_ Limited, its directors, officers and/or employees for and towards all legal expenses incurred in defending itself in such investigations, including advocate's fees

Yours faithfully,

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

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

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

## **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)**

The Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information (“Code”) is adopted by the Board of Directors of Eiko Lifesciences Limited (Formerly known as Narendra Investments (Delhi) Limited) on 15<sup>th</sup> May, 2015. This code is consistent with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Principles of Fair Disclosure adopted by Eiko Lifesciences Limited (Formerly Narendra Investments (Delhi) Limited) are as follows:

1. To promptly make public disclosure of unpublished price sensitive information that would impact price discovery. Such disclosures are made no sooner than credible and concrete information comes into being in order to make such information generally available.
2. To make disclosures of unpublished price sensitive information as and when made, in a universal and uniform manner through forums like widely circulated media and/or through stock exchanges where equity shares are listed. Selective disclosure of unpublished price sensitive information is to be avoided.
3. Mr. Laxmikant Kabra, Director served as its Chief Investor Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. To promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise if at all, to make such information generally available.
5. To provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. To ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. To develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website [www.eikolifesciences.com](http://www.eikolifesciences.com) and to ensure official confirmation and documentation of disclosures made.
8. To handle all unpublished price sensitive information on a need-to-know basis only.