



**Cipla Limited - Code of Conduct for Prevention of Insider Trading**

[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended)]

**Cipla Limited**

**Regd. Office: Cipla House, Peninsula Business Park,  
Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013**

**Table of contents**

1. Introduction	1
2. Objective	1
3. Important definitions	1-2
4. Applicability of the Code	2
5. Handling of UPSI	3
6. Prohibited transactions	3-4
7. Permitted Transactions	4-5
I. Pre- clearance	
II. Trading Plan	
8. No-Trading Period / Trading Window Closure	6
9. Disclosure and Reporting	6
10. Compliance Officer	7
11. Human Resource Department	7
12. Monitoring Committee	7-8
13. Penal Consequences	8
14. Authority to make alterations	8
15. Consultation	9
16. Miscellaneous	9
17. Appendix	9

SEBI (Prohibition of Insider Trading) Regulations, 2015 and Forms

## Code of Conduct for Prevention of Insider Trading

### 1. Introduction

The Securities and Exchange Board of India has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**SEBI Regulations**”), which came into force on 15<sup>th</sup> May, 2015 and governs the law relating to insider trading of listed entities in India.

Cipla Limited believes in adhering to the highest standards of transparency and fairness in dealing with all stakeholders and aims to institutionalize strong governance processes to ensure that no Insider uses his or her position, with or without the knowledge of the Company, for personal benefit, or to provide benefits to any third party. Further, under the SEBI Regulations, even sharing of information which is not mis-used, is considered a violation unless required. Thus information needs to be shared only on a *need to know* basis.

### 2. Objective

The objective of this Code is to lay down guidance for Designated Persons on the policy, pre-clearance/disclosure procedures to be followed at the time of trading in the Securities of the Company.

The restrictions in this Code, in certain cases, extend beyond the strict requirements prescribed under the SEBI Regulations and are intended to safeguard the reputation of the Company and the Designated Persons to whom this Code applies.

The Board at its meeting held on 29<sup>th</sup> May 2015 had approved the Code of Conduct to regulate, monitor and report trading in Securities and handling of UPSI. The revised Code has been approved by the Board on 7<sup>th</sup> November 2017. The effective date of this Code shall be 1<sup>st</sup> January 2018.

### 3. Important definitions

For the purpose of this Code:

- a) “**Board**” refers to the Board of Directors of the Company.
- b) “**Code**” or “**this Code**” shall mean the ‘Code of Conduct for Prevention of Insider Trading’ as amended from time to time by the Board.
- c) “**Company**” means ‘Cipla Limited’
- d) “**Compliance Officer**” in relation to the Company refers to the Company Secretary appointed by the Company and designated as such by the Board.
- e) “**Designated Person[s]**” shall mean the persons as specified in Clause 4 of this Code.

For the purpose of this Code, the term ‘Designated Person’ shall include his/her Immediate Relatives and Hindu Undivided Family (HUF) of which such Designated Person is a member unless stated otherwise.

- f) “**Immediate Relative**” means a spouse of a person, and includes parents, siblings, and children 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) “**Unpublished Price Sensitive Information (UPS I)**” 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, delisting, disposals and expansion of business and such other transactions;
  - v. changes in key managerial personnel; and
  - vi. material events in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

*Words and expressions not defined in this Code shall have the same meaning as contained in the SEBI (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013, and the rules and regulations made thereunder and as amended from time to time.*

#### **4. Applicability of the Code**

The Code is applicable to the Designated Persons, i.e.:

- a) Promoters and Promoter Group of the Company;
- b) Directors of the Company;
- c) Key Managerial Personnel (“**KMP**”) of the Company;
- d) All employees of the Company at “Band F-I and above” i.e. designated as Senior Director and above;
- e) Management Council members and their executive assistants and secretaries;
- f) The office of Global Chief Executive Officer(s), Global Chief Financial Officer(s), Global Chief Operating Officer(s), Global Chief People Officer(s) and their direct reportees;
- g) All employees of secretarial team, corporate accounts, and tax team at the registered office, FP&A, M&A, M&A legal and corporate communication at “Band C and above” i.e. designated as Assistant Manager and above;
- h) Such other employees of the Company or its Subsidiary Companies as may be determined by the Compliance Officer and as designated by the Monitoring Committee (as referred under Clause 12 of this Code);

The Compliance Officer, in consultation with the Board (or any committee authorised by the Board) will finalise the broad categories to be covered as Designated Persons under the Code. The Compliance Officer shall specifically communicate to such Designated Persons about applicability of the Code.

## 5. Handling of UPSI

5.1. No Designated Person shall:

- i. Communicate, provide, or allow access to any UPSI, related to the Company or its Securities, to any person, including other Designated Persons, except to the extent allowed by SEBI Regulations.
- ii. Procure from or cause the communication by any Designated Person of UPSI, related to the Company or its Securities.

Provided that, the Designated Person shall communicate, provide, or allow access to any UPSI with another Designated Person on need to know basis only. In case the Designated Person is required to communicate, provide, or allow access to any UPSI, such Designated Person shall do so only upon execution of a Non-Disclosure Agreement to bind the recipient of the information to maintain confidentiality of the information and to communicate, provide, or allow access to any UPSI only in compliance with the provisions of the SEBI Regulations.

5.2. Designated Person shall ensure to intimate the Compliance Officer in case of breach of the aforesaid provisions by him or any other employee of the Company.

## 6. Prohibited transactions

The Designated Persons shall not:

- i. Trade in Securities of the Company directly or indirectly, either on his / her own behalf, or on behalf of any other person, when in possession of UPSI, except in compliance with the provisions of this Code. Provided that exercise of stock options under the Company's Employee Stock Option Purchase Scheme ("ESOP") shall not be considered as trading / purchase of the Securities of the Company except for disclosure requirements as stipulated under clause 9 (ii).
- ii. Enter into forward contract (derivatives segment) in the Securities of the Company.
- iii. Enter into speculative trading (e.g. intraday trading) in the Securities of the Company.
- iv. Deal in Derivatives related to the Securities of the Company at any time [such as Option in Securities, contracts for differences and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of the Securities] because of the speculative nature of the instruments. However, the Insider may deal in Index Futures.
- v. Trade in Securities of the Company through portfolio management schemes, whether discretionary or non-discretionary.
- vi. Advise any person to trade or not to trade in the Securities of the Company. *(It is clarified that the general recommendation for purchase of Securities in performance of duty, for example, recommendation by Investor Relations Department to institutional investors, is permissible).*
- vii. Trade in the Securities of the Company for short term considerations.

- viii. Enter into contra trade i.e. the Securities of the Company should not be sold by the Designated Person within six months of last purchase and any purchase should not be made within 6 (six) months of last sale.

Provided that the Compliance Officer may grant waiver from application of the said rule in case of extreme urgency and assurance from the Designated Person that he / she is not in possession of any UPSI.

Provided further that undertaking a contra trade in Securities acquired through buy back offers, open offers, rights issues, further public offer, bonus offers, exit offers or any other acquisition of Securities in a similar manner shall be permitted.

Provided further that the said restriction of 6 (six) months shall not be applicable on the Securities arising out of exercise of stock options under ESOP Scheme of the Company.

## 7. Permitted Transactions

The Designated Persons are allowed to trade in the Securities of the Company through either of the following ways, after complying with the other conditions of this Code.

### I. Trading through Pre-clearance Route i.e. prior approval route, when not in possession of UPSI:

- i. An application for pre-clearance along with an undertaking in favour of the Company shall be made by the Designated Person in the format provided in Annexure A. Before approving any trade, a declaration to the effect may be sought that the applicant for pre-clearance is not in possession of any UPSI at the time of signing of the undertaking. The matrix for obtaining pre-clearance is as under:

Dealing by	Clearance by
Promoter / Promoter Group / Directors / Compliance Officer / Designated Persons above 25000 shares	Managing Director and Global Chief Executive Officer/Global Chief Financial Officer
Designated Persons, other than above, upto 25000 shares	Compliance Officer <i>(in his absence Global Chief Financial Officer)</i>

- ii. In case the Designated Person procures or comes in possession of UPSI before execution of the trade during the subsistence of the pre-clearance sought, he shall refrain from executing the trades.
- iii. Designated Persons must obtain pre-clearance for any trade in the Securities of the Company proposed to be undertaken by such Designated Person. Such pre-clearance shall be mandatory if the traded value (whether in one transaction or a series of transactions) over any calendar quarter aggregates to traded value in excess of Rs.10 lakhs.
- iv. Designated Person having obtained pre-clearance must file with the Compliance Officer the details of the transactions in the format provided in Annexure B within 2 trading days from the date of trading wherein the value of trade does not exceed Rs.10 lakhs.

- v. Designated Person having obtained pre-clearance must file with the Compliance Officer the details of the transactions in the format and within the time limit as provided in clause 9 (ii) of the Code hereunder where the traded value whether in one transaction or a series of transactions, exceeds the threshold of Rs. 10 Lakhs in a calendar quarter.

Provided that while calculating the amount of Rs.10 lakhs under sub-clause (iii) and (iv) above, the value of shares acquired under bonus issue, merger/amalgamation and other similar transactions where information related to trading in Securities due to such transaction is already in public domain, should be taken at market value of the Securities as on the day they were bought/sold.

- vi. The approved pre-clearance of trade will be valid for 7 (seven) trading days (including the day of approval). Any Designated Person, who decides not to trade after securing pre-clearance, is required to inform the Compliance Officer about the reason thereof, in Annexure C (whether sale or purchase), within two trading days of the expiry of validity of the pre-clearance. If, in a calendar quarter, pre-clearance has been taken twice but trade has not been executed, then such Designated Person will not be allowed to trade in Securities of the Company during the entire calendar quarter.

## **II. Trading Plan Route:**

A Designated Person shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval. Such Designated Person who opts for trading plan route shall not be allowed to trade through the Pre-clearance Route during currency / pendency of a Trading Plan.

The Trading Plan approved by the Compliance Officer, shall be notified to the Stock Exchanges by the Company.

### **Mandatory conditions to be followed with respect to Trading Plan:**

- i. The Trading Plan needs to be formulated for a minimum period of 12 (twelve) months.
- ii. No Multiple / overlapping Trading Plans will be allowed.
- iii. Under the Trading Plan Route, trading is permitted after 6 (six) months from the date of submission of the Trading Plan to the Stock Exchanges.
- iv. Trading will not be permitted during the twentieth day prior to the end of a quarter, and up to 48 (forty-eight) hours after the disclosure of financial results for the quarter (Board Calendar will be communicated to Designated Persons, from time to time).
- v. A Trading Plan once approved, will be irrevocable and has to be mandatorily implemented and any deviation/trading, outside the scope of Trading Plan is not permitted.
- vi. Trading Plan shall not be used as a tool for market abuse.
- vii. The Trading Plan must 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.

In case the Designated Person is in possession of any UPSI at the time of formulation of the Trading Plan, and such UPSI is not made generally available, the implementation of the Trading Plan will be deferred until such UPSI is made generally available.

## 8. No-Trading Period / Trading Window Closure

No-Trading Period means the period when the Designated Persons are not allowed to trade in the Securities of the Company. The Company will have the following No-Trading Periods:

(i) Standard No-Trading Period

For declaration of financial results (periodical or final), the Trading Window shall be closed from the tenth day from close of quarter. The Trading Window shall re-open 48 (forty-eight) hours after the UPSI becomes generally available.

(ii) Event Specific Trading Window Closure

Additionally, the trading window shall be closed (based on materiality of event) for all or select Designated Persons and select other persons (as determined by the Compliance Officer and the Monitoring Committee) when they can reasonably be expected to be in possession of UPSI, for such period(s) as may be determined by the Monitoring Committee. The trading window may be reopened after closure, not earlier than 48 (forty-eight) hours after the UPSI in question becomes generally available or becomes irrelevant.

## 9. Disclosure & Reporting

The following disclosures / reporting shall be made to the Compliance Officer:

- i. All Promoters, KMP and Directors of the Company are required to disclose their holding of Securities in the Company within 7 (seven) days from the date of becoming promoter or appointment as KMP / Director, in Annexure D.
- ii. All Promoters, Directors and employees of the Company are required to disclose to the Company, in Annexure E, the number of Securities acquired or disposed within two trading days of such acquisition or disposal, in case the value of Securities traded (including notional value on exercise of ESOPs), whether in one transaction or a series of transactions, exceeds the threshold of Rs.10 Lakhs in a calendar quarter.

The Company will notify Stock Exchanges of such disclosures, within 2 (two) trading days of receipt.

- iii. Designated Persons shall provide an annual confirmation as of 31<sup>st</sup> March, by 15<sup>th</sup> April of each year in Annexure F. Monitoring Committee at its discretion may extend / waive the aforesaid period.
- iv. All disclosures must be made in the prescribed formats and must be sent to the Compliance Officer at: [compliance.officer@cipla.com](mailto:compliance.officer@cipla.com). The original disclosures must be sent at the following address:

Company Secretary and Compliance Officer  
Cipla House, Peninsula Business Park  
Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013

## 10. Compliance Officer

The Company Secretary designated as such by the Board will act as the Compliance Officer for the purpose of this Code and will perform the following functions and shall have the following powers:

- i. Monitor and administer this Code.
- ii. Process the pre-clearance of trade as per approval matrix.
- iii. Maintain, update and preserve records, as per SEBI Regulations.
- iv. Clarify issues regarding the Code and redress the grievances of the Designated Persons.
- v. Decide and notify the 'No-Trading Period' for Designated Persons / select persons or specific departments, as deemed necessary.
- vi. Identify and notify the list of Designated Persons on the basis of specific transactions, as required under the Code.
- vii. The Compliance Officer shall send reports to the Chairman of Audit Committee, on a quarterly basis, providing details of the trading in the Securities of the Company by the Designated Persons and the accompanying documents such persons had executed under the pre-dealing procedure as envisaged in this Code.

The Compliance Officer can delegate all or any of the above powers to any officer / employee of the Company.

## 11. Human Resource Department

The Global Chief People Officer shall ensure the following:

- i. Provide updated list of Designated Persons to the Compliance Officer from time to time
- ii. Obtain initial disclosures from Designated Persons

## 12. Monitoring Committee

A committee is constituted under the Code named as Monitoring Committee, comprising of the following officials:

- i. Managing Director and Global Chief Executive Officer
- ii. Global Chief People Officer
- iii. Global Chief Financial Officer
- iv. Compliance Officer

The Committee will perform the following functions:

- i. Review list of Designated Persons on a half yearly basis and inform the Board regarding the changes, if any.
- ii. Conduct inquiries/investigations regarding alleged violations of the Code or the SEBI Regulations.

- iii. Decide upon the penal consequences to be imposed on Designated Persons for any contravention of the Code.
- iv. Waive the penal consequences for contraventions of the Code which does not amount to contravention of the SEBI Regulations.
- v. Decision on intimation to SEBI on any trading in Securities of the Company by a Designated Person in contravention of the Code. The Committee shall take into account the nature and severity of the contravention while deciding on the intimation.
- vi. Seek any such information / documents from the Designated Persons and employee(s) of the Company and their Immediate Relatives, as the case may be, for the purpose of enforcing the provisions of this Code and the SEBI Regulations, and it shall be the duty of such persons to provide the same forthwith. Failure or refusal to co-operate in such enquiries shall be deemed to be a serious violation of the obligations owed to the Company under this Code.

### **13. Penal Consequences**

#### **I. By the Company:**

- i. Any Designated Person who violates any of the provisions of the Code is liable for the disciplinary action / penal consequences such as wage freeze, suspension, ineligibility for future participation in the Company's ESOP Scheme, contribution to Cipla Foundation or Cipla Palliative Care, etc.
- ii. Intimation to SEBI: In case the Monitoring Committee concludes after inquiry, that a Designated Person has traded in the Securities of the Company and has handled the UPSI in violation of the provisions of the SEBI Regulations, it will report such contravention and action taken to SEBI.

#### **II. By the Regulators:**

In case a Designated Person executes a contra trade within a period of six months, profit from such trade will be required to be deposited in the Investor Protection and Education Fund ("IPEF") of SEBI.

If any Designated Person contravenes any of the provisions of the Insider Trading Code / SEBI Regulations, such Designated Person will be liable for appropriate penal actions in accordance with the provisions of the SEBI Act, 1992. The minimum penalty under the SEBI Act, 1992 is Rs.10 Lakhs, which can go up to Rs. 25 crores or 3 times the profit made from trading, whichever is higher.

### **14. Authority to make alterations**

The Audit Committee shall monitor and periodically review the Code and recommend the necessary changes to the Board for its approval.

The Global Chief Financial Officer and the Compliance Officer are jointly authorised to amend the Code to give effect to any changes/amendments notified by the Ministry of Corporate Affairs or SEBI. The amended policy shall be placed before the Board for noting and ratification.

## 15. Consultation

Any person, to whom this Code applies, and who has any doubt as to interpretation of any clause of the Code, should at all times consult the Compliance Officer. All communications under this Code should be addressed to the Compliance Officer or to the designated e-mail: [compliance.officer@cipla.com](mailto:compliance.officer@cipla.com)

## 16. Miscellaneous

- (i). All Connected Persons as defined under the SEBI Regulations shall when in possession of UPSI not communicate, provide access to or trade in the securities of the Company.
- (ii). The Monitoring Committee may require any other Connected Person or class of Connected Persons, not being presently covered as a Designated Person under this Code, to disclose holding and trading in the Securities of the Company, as and when deemed necessary, to monitor compliance with this Code and SEBI Regulations.
- (iii). Monitoring Committee shall be authorized to seek any such information / documents from the Connected Persons and/or their Immediate Relatives, as the case may be, for ensuring compliance with the SEBI Regulations.

## 17. Appendix

SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) and requisite Forms are enclosed.

**ANNEXURE A**

**APPLICATION CUM UNDERTAKING FOR PRE-CLEARANCE OF TRADE**

**To**  
Cipla Limited,  
Mumbai

I, the undersigned, hereby seek your approval to Trade in the Securities of Cipla Limited as per details given below:

S.N.	Particulars	Remarks
1.	Name of the person proposing to trade	
2.	PAN of the person proposing to trade	
3.	Relationship with Designated Person ( <i>in case the person executing the trade is not the designated person</i> )	
4.	Total No. of Securities held	
5.	Nature of Transaction – Purchase / Sale / Gift / Pledge	
6.	Value of Securities to be purchased / sold ( <i>approx.</i> )	
7.	Tel. No.	
8.	Email	
9.	DP ID / Client ID	

I hereby confirm and undertake to not execute any opposite transaction for 6 (six) months from the date of last transaction as per the Code.

I hereby further declare and undertake that:

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

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

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

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

Employee No.: \_\_\_\_\_

**Approval / Rejection of Pre-clearance of Trade**

Approval / Rejection No.	Approved / Rejected	No. of shares	Effective Date	Validity

Sign: \_\_\_\_\_

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

(Approving authority)

**Cipla Limited**

**ANNEXURE B**

**REPORTING / CONFIRMATION OF EXECUTION OF PRE-CLEARED TRADE**

**To:**

The Compliance Officer,  
Cipla Limited  
Mumbai

I, \_\_\_\_\_ (name) have executed the following transaction pursuant to approval number \_\_\_\_\_ dated \_\_\_\_\_.

Number of shares purchased / sold	
Price per Share	Rs.
Amount	Rs.
Date of Trade	
Off Market / On Market (name of Stock Exchange)	

\_\_\_\_\_  
Designated Person

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

**Cipla Limited**

ANNEXURE C

REPORTING OF NON-EXECUTION OF PRE-CLEARED TRADE

**To:**  
The Compliance Officer  
Cipla Limited  
Mumbai

Please note that I have not used the approval number \_\_\_\_\_ dated \_\_\_\_\_.

\_\_\_\_\_  
Designated Person

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

**Cipla Limited**

**ANNEXURE D**

**Initial Disclosure on appointment of KMP or Director or upon becoming a Promoter.**

Name of the Company: **CIPLA LIMITED**

ISIN of the Company: **INE059A01026**

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

Name, PAN, CIN / DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors/ immediate relatives/others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director / KMP		% of share holding
			Type of security (For eg. Shares, Warrants, Convertible Debentures)	No.	
1	2	3	4	5	6

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

**Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Signature:

Date:

Name:

Place:

Designation:

**Cipla Limited**

Regd. Office: Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai-400013

Contact: 0222482 6948 / 6952

E-mail: [compliance.officer@cipla.com](mailto:compliance.officer@cipla.com)

**ANNEXURE E**  
**Continual Disclosure**

Name of the Company: **CIPLA LIMITED**

ISIN of the Company: **INE059A01026**

**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, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice /acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / offmarket / Inter-se transfer, ESOPs etc.)
		Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

**Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)**

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

Signature:  
Name:  
Designation:

Date:  
Place:

**Cipla Limited**

Regd. Office: Cipla House, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai-400013  
Contact: 0222482 6948 / 6952 E-mail: [compliance.officer@cipla.com](mailto:compliance.officer@cipla.com)

**ANNEXURE F**

**ANNUAL DECLARATION BY DESIGNATED PERSON**

**To:**

The Compliance Officer,  
Cipla Limited  
Peninsula Business Park  
Ganpatrao Kadam Marg  
Lower Parel, Mumbai - 400 013, India

I, the undersigned, being a Designated Person as defined under the Insider Trading Code (“the Code”) hereby declare and confirm that I have read and understood the Code and I and my Immediate Relatives have complied and will continue to comply with the Code to the extent applicable to us.

\_\_\_\_\_  
Designated Person

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

Employee No.: \_\_\_\_\_

Contact No.: \_\_\_\_\_

Email ID: \_\_\_\_\_

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

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

**THE GAZETTE OF INDIA**

**EXTRAORDINARY**

**PART – III – SECTION 4**

**PUBLISHED BY AUTHORITY**

**NEW DELHI, JANUARY 15, 2015**

**SECURITIES AND EXCHANGE BOARD OF INDIA**

**NOTIFICATION**

**Mumbai, the 15<sup>th</sup> January, 2015**

**SECURITIES AND EXCHANGE BOARD OF INDIA**

**(PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

No. LAD-NRO/GN/2014-15/21/85.- In exercise of the powers conferred by section 30 read with clause (g) of sub-section (2) of section 11 and clause (d) and clause (e) of section 12A of the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Board hereby makes the following regulations, to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof, namely:—

**CHAPTER – I**

**PRELIMINARY**

**Short title and commencement.**

1. (1) These regulations may be called the SEBI (Prohibition of Insider Trading) Regulations, 2015.
  
- (2) These regulations shall come into force on the one hundred and twentieth day from the date of its publication in the Official Gazette.

## **Definitions.**

2. (1) In these regulations, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:–

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

(b) “Board” means the Securities and Exchange Board of India;

(c) “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;

(d) "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;

**NOTE:** *It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.*

(e) "generally available information" means information that is accessible to the public on a non-discriminatory basis;

**NOTE:** *It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what unpublished price sensitive information is. Information published on the website of a stock exchange, would ordinarily be considered generally available.*

(f) “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;

**NOTE:** *It is intended that the immediate relatives of a “connected person” too become connected persons for purposes of these regulations. Indeed, this is a rebuttable presumption.*

(g) "insider" means any person who is:

i) a connected person; or

ii) in possession of or having access to unpublished price sensitive information;

**NOTE:** *Since “generally available information” is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered an “insider” regardless of how one came in possession of or had access to such information. Various circumstances are provided for such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.*

(h) "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;

(i) "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;

(j) "specified" means specified by the Board in writing;

(k) "takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

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

***NOTE:** Under the parliamentary mandate, since the Section 12A (e) and Section 15G of the Act employs the term 'dealing in securities', it is intended to widely define the term "trading" to include dealing. Such a construction is intended to curb the activities based on unpublished price sensitive information which are strictly not buying, selling or subscribing, such as pledging etc when in possession of unpublished price sensitive information.*

(m) "trading day" means a day on which the recognized stock exchanges are open for trading;

(n) "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.

***NOTE:** It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.*

(2) 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.

## **CHAPTER – II**

### **RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS**

#### **Communication or procurement of unpublished price sensitive information.**

3. (1) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

***NOTE:** This provision is intended to cast an obligation on all insiders who are essentially persons in possession of unpublished price sensitive information to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis. It is also intended to lead to organisations developing practices based on need-to-know principles for treatment of information in their possession.*

(2) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

***NOTE:** This provision is intended to impose a prohibition on unlawfully procuring possession of unpublished price sensitive information. Inducement and procurement of unpublished price sensitive information not in furtherance of one's legitimate duties and discharge of obligations would be illegal under this provision.*

(3) Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–

(i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;

***NOTE:** It is intended to acknowledge the necessity of communicating, providing, allowing access to or procuring UPSI for substantial transactions such as takeovers, mergers and acquisitions involving trading in securities and change of control to assess a potential investment. In an open offer under the takeover regulations, not only would the same price be made available to all shareholders of the company but also all information necessary to enable an informed divestment or retention decision by the public shareholders is required to be made available to all shareholders in the letter of offer under those regulations.*

(ii) not attract 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.

***NOTE:*** *It is intended to permit communicating, providing, allowing access to or procuring UPSI also in transactions that do not entail an open offer obligation under the takeover regulations if it is in the best interests of the company. The board of directors, however, would cause public disclosures of such unpublished price sensitive information well before the proposed transaction to rule out any information asymmetry in the market.*

(4) For purposes of sub-regulation (3), 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 purpose of sub-regulation (3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

**Trading when in possession of unpublished price sensitive information.**

4. (1) No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following : –

(i) the transaction is an off-market *inter-se* transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

(ii) in the case of non-individual insiders: –

(a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals

taking trading decisions and there is no evidence of such arrangements having been breached;

- (iii) the trades were pursuant to a trading plan set up in accordance with regulation 5.

***NOTE:** 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. The reasons for which he trades or the purposes to which he applies the proceeds of the transactions are not intended to be relevant for determining whether a person has violated the regulation. He traded when in possession of unpublished price sensitive information is what would need to be demonstrated at the outset to bring a charge. Once this is established, it would be open to the insider to prove his innocence by demonstrating the circumstances mentioned in the proviso, failing which he would have violated the prohibition.*

(2) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.

(3) The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

### **Trading Plans.**

5. (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.

***NOTE:** This provision intends to give an option to persons who may be perpetually in possession of unpublished price sensitive information and enabling them to trade in securities in a compliant manner. This provision would enable the formulation of a trading plan by an insider to enable him to plan for trades to be executed in future. By doing so, the possession of unpublished price sensitive information when a trade under a trading plan is actually executed would not prohibit the execution of such trades that he had pre-decided even before the unpublished price sensitive information came into being.*

(2) Such 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;

***NOTE:*** It is intended that to get the benefit of a trading plan, a cool-off period of six months is necessary. Such a period is considered reasonably long for unpublished price sensitive information that is in possession of the insider when formulating the trading plan, to become generally available. It is also considered to be a reasonable period for a time lag in which new unpublished price sensitive information may come into being without adversely affecting the trading plan formulated earlier. In any case, it should be remembered that this 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 unpublished price sensitive information 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;

***NOTE:*** Since the trading plan is envisaged to be an exception to the general rule prohibiting trading by insiders when in possession of unpublished price sensitive information, it is important that the trading plan does not entail trading for a reasonable period around the declaration of financial results as that would generate unpublished price sensitive information.

(iii) entail trading for a period of not less than twelve months;

***NOTE:*** It is intended that it would be undesirable to have frequent announcements of trading plans for short periods of time rendering meaningless the defence of a reasonable time gap between the decision to trade and the actual trade. Hence it is felt that a reasonable time would be twelve months.

(iv) not entail overlap of any period for which another trading plan is already in existence;

***NOTE:*** It is intended that it would be undesirable to have multiple trading plans operating during the same time period. Since it would be possible for an insider to time the publication of the unpublished price

*sensitive information to make it generally available instead of timing the trades, it is important not to have the ability to initiate more than one plan covering the same time period.*

(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

**NOTE:** *It is intended that while regulations should not be too prescriptive and rigid about what a trading plan should entail, they should stipulate certain basic parameters that a trading plan should conform to and within which, the plan may be formulated with full flexibility. The nature of the trades entailed in the trading plan i.e. acquisition or disposal should be set out. The trading plan may set out the value of securities or the number of securities to be invested or divested. Specific dates or specific time intervals may be set out in the plan.*

(vi) not entail trading in securities for market abuse.

**NOTE:** *Trading on the basis of such a trading plan would not grant absolute immunity from bringing proceedings for market abuse. For instance, in the event of manipulative timing of the release of unpublished price sensitive information to ensure that trading under a trading plan becomes lucrative in circumvention of regulation 4 being detected, it would be open to initiate proceedings for alleged breach of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003.*

(3) The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations 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.

**NOTE:** *It is intended that the compliance officer would have to review and approve the plan. For doing so, he may need the insider to declare that he is not in possession of unpublished price sensitive information or that he would ensure that any unpublished price sensitive information in his possession becomes generally available before he commences executing his trades. Once satisfied, he may approve the trading plan, which would then have to be implemented in accordance with these regulations.*

(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.

*Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of sub-regulation (1) of regulation 4.*

***NOTE:*** *It is intended that since the trading plan is an exception to the general rule that an insider should not trade when in possession of unpublished price sensitive information, changing the plan or trading outside the same would negate the intent behind the exception. Other investors in the market, too, would factor the impact of the trading plan on their own trading decisions and in price discovery. Therefore, it is not fair or desirable to permit the insider to deviate from the trading plan based on which others in the market have assessed their views on the securities.*

*The proviso is intended to address the prospect that despite the six-month gap between the formulation of the trading plan and its commencement, the unpublished price sensitive information in possession of the insider is still not generally available. In such a situation, commencement of the plan would conflict with the over-riding principle that trades should not be executed when in possession of such information. If the very same unpublished price sensitive information is still in the insider's possession, the commencement of execution of the trading plan ought to be deferred.*

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

***NOTE:*** *It is intended that given the material exception to the prohibitory rule in regulation 4, a trading plan is required to be publicly disseminated. Investors in the market at large would also factor the potential pointers in the trading plan in their own assessment of the securities and price discovery for them on the premise of how the insiders perceive the prospects or approach the securities in their trading plan.*

## CHAPTER – III

### DISCLOSURES OF TRADING BY INSIDERS

#### **General provisions.**

6. (1) Every public disclosure under this Chapter shall be made in such form as may be specified.

(2) The disclosures to be made by any person under this Chapter shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

***NOTE:** It is intended that disclosure of trades would need to be of not only those executed by the person concerned but also by the immediate relatives and of other persons for whom the person concerned takes trading decisions. These regulations are primarily aimed at preventing abuse by trading when in possession of unpublished price sensitive information and therefore, what matters is whether the person who takes trading decisions is in possession of such information rather than whether the person who has title to the trades is in such possession.*

(3) 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 Chapter:

Provided that trading in derivatives of securities is permitted by any law for the time being in force.

(4) The disclosures made under this Chapter shall be maintained by the company, for a minimum period of five years, in such form as may be specified.

#### **Disclosures by certain persons.**

7. (1) *Initial Disclosures.*

- (a). Every promoter, key managerial personnel and director of every company whose securities are listed on any recognised stock exchange shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect;

- (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.

(2) *Continual Disclosures.*

- (a). Every promoter, employee and director of every 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 ten lakh rupees or such other value as may be specified;
- (b). Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).

*Disclosures by other connected persons.*

- (3) Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person 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 in order to monitor compliance with these regulations.

***NOTE:*** This is an enabling provision for listed companies to seek information from those to whom it has to provide unpublished price sensitive information. This provision confers discretion on any company to seek such information. For example, a listed company may ask that a management consultant who would advise it on corporate strategy and would need to review unpublished price sensitive information, should make disclosures of his trades to the company.

## **CHAPTER – IV**

### **CODES OF FAIR DISCLOSURE AND CONDUCT**

#### **Code of Fair Disclosure.**

8. (1) The board of directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to these regulations, without diluting the provisions of these regulations in any manner.

***NOTE:** This provision intends to require every company whose securities are listed on stock exchanges to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. Principles such as, equality of access to information, publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts, publication of transcripts of such calls and meetings, and the like are set out in the schedule.*

(2) Every such code of practices and procedures for fair disclosure of unpublished price sensitive information and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed.

***NOTE:** This provision is aimed at requiring transparent disclosure of the policy formulated in sub-regulation (1).*

#### **Code of Conduct.**

9. (1) The board of directors of every listed company and market intermediary shall formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to these regulations, without diluting the provisions of these regulations in any manner.

***NOTE:** It is intended that every company whose securities are listed on stock exchanges and every market intermediary registered with SEBI is mandatorily required to formulate a code of conduct governing trading by its employees. The standards set out in the schedule are required to be addressed by such code of conduct.*

(2) Every other person who is required to handle unpublished price sensitive information in the course of business operations shall formulate a code of conduct to regulate, monitor and report trading by employees and other connected persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to these regulations, without diluting the provisions of these regulations in any manner.

***NOTE:** This provision is intended to mandate persons other than listed companies and market intermediaries that are required to handle unpublished price sensitive information to formulate a code of conduct governing trading in securities by their employees. These entities include professional firms such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising listed companies, market intermediaries and other capital market participants. Even entities that normally operate outside the capital market may handle unpublished price sensitive information. This provision would mandate all of them to formulate a code of conduct.*

(3) Every listed company, market intermediary and other persons formulating a code of conduct shall identify and designate a compliance officer to administer the code of conduct and other requirements under these regulations.

***NOTE:** This provision is intended to designate a senior officer as the compliance officer with the responsibility to administer the code of conduct and monitor compliance with these regulations.*

## **CHAPTER – V**

### **MISCELLANEOUS**

#### **Sanction for violations.**

10. Any contravention of these regulations shall be dealt with by the Board in accordance with the Act.

#### **Power to remove difficulties.**

11. In order to remove any difficulties in the interpretation or application of the provisions of these regulations, the Board shall have the power to issue directions through guidance notes or circulars:

Provided that where any direction is issued by the Board in a specific case relating to interpretation or application of any provision of these regulations, it shall be done only after affording a reasonable opportunity of being heard to the concerned persons and after recording reasons for the direction.

**Repeal and Savings.**

12. (1) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 are hereby repealed.

(2) Notwithstanding such repeal,—

(a) the previous operation of the repealed regulations or anything duly done or suffered thereunder, any right, privilege, obligation or liability acquired, accrued or incurred under the repealed regulations, any penalty, forfeiture or punishment incurred in respect of any offence committed against the repealed regulations, or any investigation, legal proceeding or remedy in respect of any such right, privilege, obligation, liability, penalty, forfeiture or punishment as aforesaid, shall remain unaffected as if the repealed regulations had never been repealed; and

(b) anything done or any action taken or purported to have been done or taken including any adjudication, enquiry or investigation commenced or show-cause notice issued under the repealed regulations prior to such repeal, shall be deemed to have been done or taken under the corresponding provisions of these regulations;

(3) After the repeal of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, any reference thereto in any other regulations made, guidelines or circulars issued thereunder by the Board shall be deemed to be a reference to the corresponding provisions of these regulations.

## **SCHEDULE A**

*[See sub-regulation (1) of regulation 8]*

### **Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

## **SCHEDULE B**

*[See sub-regulation (1) and sub-regulation (2) of regulation 9]*

### **Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Insiders**

1. The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors.
2. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations. The code of conduct shall contain norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to "cross the wall".
3. Employees and connected persons designated on the basis of their functional role ("**designated persons**") in the organisation shall be governed by an internal code of conduct governing dealing in securities. The board of directors shall in consultation with the compliance officer specify the designated persons to be covered by such code on the basis of their role and function in the organisation. Due regard shall be had to the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.
4. Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer 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. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

5. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available. 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.

6. When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate. 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 not closed.

7. The compliance officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

8. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

9. The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.

10. The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra

trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a 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 Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

11. The code of conduct shall stipulate such formats as the board of directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, recording of reasons for such decisions and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.

12. Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension etc., that may be imposed, by the persons required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9, for the contravention of the code of conduct.

13. The code of conduct shall specify that in case it is observed by the persons required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9, that there has been a violation of these regulations, they shall inform the Board promptly.

**U. K. SINHA**  
**CHAIRMAN**  
**SECURITIES AND EXCHANGE BOARD OF INDIA**