

RAJASTHAN ANTIBIOTICS LTD

CODE OF CONDUCT TO REGULATE

MONITOR REPORT TRADING





CODE OF CONDUCT TO REGULATE MONITOR REPORT TRADING –

Chapter I

PREAMBLE

The Securities and Exchange Board of India (“SEBI”) has, in pursuance of the powers conferred on it under the Securities and Exchange Board of India Act, 1992, notified a Regulation for prohibition of Insider Trading, viz., SEBI (Prohibition of Insider Trading) Regulations, 2015 (“the Regulations”), effective from 15/05/2015. This Code was adopted by the Board on January 05, 2022. The same is placed at the website of the Company – www.rallife.com

OBJECTIVE OF THE CODE

The Code of Conduct aims to ensure monitoring, timely reporting and adequate disclosure of price sensitive information by the directors, key managerial personnel, designated persons and immediate relatives of designated persons and other connected persons towards achieving compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

Chapter II

DEFINITIONS

1. **“Act”** means Securities and Exchange Board of India Act, 1992.
2. **“Board”** means Securities and Exchange Board of India.
3. **“Board of Directors”** means Board of Directors of Rajasthan Antibiotics Ltd
4. **“Code”** means Code of Conduct to Regulate, Monitor and Report and Report Trading by Designated Persons as modified from time to time.
5. **“Company”** means Rajasthan Antibiotics Limited (“RAL”)
6. **“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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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;
7. **“Connected person”** means,- 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 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 above; 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;

8. **"Designated Person"** means –

- i. Board of Directors
- ii. Key Managerial Personnel
- iii. Designated Employees of the Company, Intermediary or fiduciary designated on the basis of their functional role and access to UPSI.
- iv. Employees of Material Subsidiaries of the Company, if any, designated on the basis of their functional role and access to UPSI.
- v. All promoters of the Company and promoters who are individuals or investment companies for intermediaries or fiduciaries;.
- vi. Chief Executive Officer (CEO) and employees upto two levels below CEO of the Company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the Company or ability to have access to UPSI.
- vii. Any support staff of Company, intermediary or fiduciary such as IT staff or secretarial staff who have access to UPSI.

9. **"Designated Employee of the Company"** means –

- i. All General Managers and above
- ii. All Heads of the Spheres
- iii. All Executives working in Secretarial, Planning & Business Development, Finance & Accounts Department
- iv. All Executives working in Secretariat of Chairman & Managing Director , Functional Directors.
- v. Any other executive which in opinion of Compliance Officer be covered under the designated employees

10. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis;

11. **“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;

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

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

13. **“Key Managerial Personnel”** means–

- i. Chairman & Managing Director
- ii. All whole time Directors
- iii. Company Secretary
- iv. Such other officer as may be prescribed under Companies Act 2013

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

15. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading;

16. **“Trading Window”** means a trading period in which Com “Trading Window” Company’s securities can be traded.

17. **“Regulations”** means SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment thereto.

18. **“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, delisting, disposals and expansion of business and such other transactions
- v. changes in key managerial personnel
- vi. Any such other information which may materially affect the price of securities

All other words and phrases will have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and Rules & Regulations made there-under shall have the meanings respectively assigned to them in that legislation.



CHAPTER-III

CONFIDENTIALITY & COMMUNICATION OF UNPUBLISHED PRICE

SENSITIVE INFORMATION

A. Compliance Officer

1. Compliance officer 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 RAL.
2. The record of Designated Employees and designated persons shall be maintained under the overall supervision and control of the Compliance Officer and changes taking place in the list from time to time shall be incorporated therein.
3. The Compliance Officer shall provide any clarifications with regard to this Code.

B. Communication or procurement of unpublished price sensitive information.

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.
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.
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 listed company is of informed opinion that sharing of such information is in the best interests of the company;
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the listed company is of informed opinion that sharing of such information 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 to be adequate and fair to cover all relevant and material facts.
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.

C. Preservation of the price sensitive information

1. The board of directors or heads(s) of the organization of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature

of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

2. It shall be ensured that the structured digital database shall be preserved for not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

3. Insider shall maintain the confidentiality of all unpublished price sensitive information. He/she should not pass such information to any person including the other insider.

4. Need to Know: Unpublished Price Sensitive Information shall be handled on a “Need to Know” basis, i.e. such information shall be shared with any person including the other insider except where such information is required to be passed for legitimate purposes and for performance of duties or discharge of legal obligation.

5. Limited access to confidential information:

Files containing unpublished price sensitive information or any such related confidential information shall be kept secure. Computer files must have adequate security of login and password etc. Files containing confidential information should be deleted / destroyed after its use.

6. Chinese Wall:

The Company shall adopt a Chinese wall policy to prevent the misuse of confidential information, which separates those areas of the Company which routinely have access to confidential information.

7. The Company shall have a process for how and when people are brought ‘inside’ on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

CHAPTER-IV

RESTRICTION ON TRADING BY INSIDERS

A. Trade in securities when in possession of unpublished price sensitive information

1. No insider shall trade in securities of the company when in possession of unpublished price sensitive information provided that the insider may prove his innocence by giving valid reasons of the circumstances like:

a. 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 regulation 3 and both parties had made a conscious and informed trade decision.

b. 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 regulation 3 and both parties had made a conscious and informed trade decision;

c. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

d. 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.

e. In case of non – individual insiders (company, firm etc), the individuals who were in possession of the unpublished price sensitive information were different from the individuals who took the decision for trade and there are such appropriate and adequate arrangements were in place that the information of the unpublished price sensitive information is not transferred from the individuals who were in possession of the unpublished price sensitive information to the individuals who took the decision for trade, and

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;

f. Trading is done pursuant to the trading plan.

g. Trade by connected person, the onus of establishing that they were not in possession of unpublished price sensitive information shall be on such connected person.

h. In any other case, the onus would be on the Board.

B. Trading Plan

1. Insider may formulate a trading plan and the same shall be approved by the Compliance Officer after evaluation with regard to the regulations and shall be notified to the stock exchange.

2. By virtue of the pre-planned trading plan, he/she shall not be prohibited from execution of such trades being that he had pre-decided even before the unpublished price sensitive information came into existence.

3. The following are the requirements of the trading plans

a. Trading can be done after six months of commencement / public disclosure of trading plan.

b. Trading plan should not entail trading between period twentieth trading day prior to the 31st March every year and second day after the disclosure of such financial results.

c. Insider can give one trading plan at a time. Plan should not entail overlap of any period for which another trading plan is in existence.

d. The trading plan should not be for less than 12 months.

e. Insider should entail the basic parameters i.e. acquisition or disposal should be set out and also he/she may set out the value/number /type of securities to be invested or divested, along with specific dates and time intervals.

f. not entail trading in securities for market abuse.

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.

5. Preclearance of trades shall not be required for a trade executed as per an approved trading plan. Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

C. Trading Window

1. The Designated persons and their immediate relatives can trade in company shares only during the trading window.

2. The trading window shall be closed when Compliance Officer determines that designated person or a class of designated person are expected to be in possession of unpublished price sensitive information.

3. The trading window shall remain closed for a period of atleast seven days prior to the happening of any of the following events in general:

- Declaration of financial results (quarterly, half-yearly and annually)
- Declaration of dividend
- Issue of securities by way of public / rights / bonus etc.
- Any major expansion plans or execution of new projects
- Amalgamation, mergers, acquisitions, takeovers and buy back of shares
- Disposal of whole or substantially the whole of the company
- Any changes in policies, plans or operations of the company
- Acquisition, de-merger, restructuring, scheme of arrangement, spin-off of divisions etc.
- Consolidation / splitting of shares
- Voluntary de-listing of shares by the company
- Forfeiture of shares
- ADR / GDR or any other class of securities to be issued abroad
- Cancellation of dividend/right/bonus etc.

4. The Compliance Officer (in consultation with the Board of directors of the company) may for a longer period, close the Trading Window for the events mentioned above or on any such other matter as they deem fit after taking into account the sensitivity of the event / case.

5. The Compliance Officer shall take all reasonable steps to ensure that the designated persons and/or Insiders are informed in advance, about the date of closing and opening of the Trading Window.

6. 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.

7. 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. In case of Employee Stock Option Plans (ESOPs), exercise of option may be allowed during the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the Trading Window is closed.

D. Pre-Clearance of trades :

1. All Designated persons of the Company who intend to deal, on their behalf and / or on behalf of their dependent family members, in the securities of the Company and where the market value of shares intended to be dealt exceeds Rs. 5 Lakhs (Five Lakhs) should pre-clear the transactions as per the pre-clearing procedure as described hereunder.

2. Any pre cleared trade not executed by the designated person within 7 days of its pre clearance would require fresh clearance for the trades to be executed.

3. An application may be made in the prescribed format (**Annexure – 1**) to the Compliance Officer indicating the estimated number of securities that the Designated person intend to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be specified in this behalf.

4. Along with the request for pre-clearance of transaction, an undertaking shall be executed in favour of the Company by such Designated person, that he is not in possession of unpublished price sensitive information.

5. An undertaking shall be executed by the director / officer / designated persons as per prescribed format. (**Annexure – 2**).

6. Every designated person of the company shall disclose, within 2 trading days, to the Compliance officer the number of securities acquired or disposed by self, and other details as required in such form and manner as may be prescribed by the Compliance Officer from time-to-time (**Annexure – 4**). 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.

7. No contra trade shall be executed by the designated person within the period six months from date of execution of the pre-cleared trade. Provided that this shall not be applicable for trades pursuant to exercise of stock options.

8. 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.

9. In case of execution of a contra trade, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the Board under the Act.

CHAPTER –V

DISCLOSURE OF TRADING

A. Initial Disclosure

1. Every Promoter, Key Managerial Personnel and Director shall provide the disclosure of his holding of securities of the company within 30 days of the implementation of the Regulations to the Compliance officer as per prescribed format (**Annexure–5**).
2. Every person appointed as Key managerial personnel or a Director of the company or upon becoming the promoter or member of promoter group shall within 7 days of such appointment provide disclosure of his securities to the Compliance Officer as per prescribed format (**Annexure–6**).

B. Other Disclosure

1. Every promoter, member of the promoter group, designated person, employee and director of the company shall disclose, within 2 trading days, to the Compliance officer the number of securities acquired or disposed of, whether in one transaction or in series of transactions over any calendar quarter and the value of such transactions is in excess of Rs 10 lakhs by self, such person's immediate relatives, and of any other person for whom such person takes trading decisions in Form C (**Annexure–7**). 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.
2. The Compliance Officer shall notify the stock exchanges within 2 trading days of either receipt of disclosure or becoming aware of such information.
3. The Company 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 Form D (**Annexure–8**) and at such frequency as may be determined by the Compliance Officer in order to monitor compliance with the Regulations.
4. Designated persons shall be required to disclose names and Permanent Account Number, or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes (**Annexure–9**) of immediate relatives persons with whom such designated person(s) shares a material financial relationship, Phone, mobile and RAL numbers which are used by them. In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.
5. Every Promoter, Member of the Promoter Group, KMP, Director and Designated Person of the Company shall disclose annual statements of their holding, and the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities (including derivatives) to the Compliance Officer as on 31st March every year, in such form and manner as may be prescribed by the Compliance Officer from time-to-time (**Annexure–10**).

C. Reporting to the Board of Directors and Audit Committee & maintenance of disclosure.

The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of Audit Committee, if any, or to the Chairman of the Board of Directors as may be stipulated by the Board of Directors, but not less than once in a year. The disclosures made under this chapter shall be maintained for a period of five years.

CHAPTER –VI

INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING:

The Chief Executive Officer or Managing Director of the Company shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading.

The internal controls include the following:

- a) all employees who have access to UPSI shall be identified as designated persons;
- b) all UPSI shall be identified and its confidentiality shall be maintained as per the requirements of this Code and Regulation;
- c) adequate restrictions shall be placed on communication or procurement of UPSI as required by the Code;
- d) lists of all employees and other persons with whom UPSI is shared shall be maintained in the digital database and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- e) all other relevant requirements specified under the Code shall be complied with;
- f) periodic process review, on an annual basis shall be conducted by the Internal Audit Team of the Company to evaluate the effectiveness of internal controls in place.

The Board of Directors of the Company shall ensure that the Chief Executive Officer or the Managing Director ensures compliance with Regulation 9 and sub-regulations (1) and (2) of Regulation 9A.

The Audit Committee of the Company shall review compliance with the provisions of the Code, at least once in a financial year, on the basis of the Internal Audit Report presented and shall verify that the systems for internal control are adequate and are operating effectively.

Policy and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI, has been formulated by the Company and duly approved by Board of Directors of the Company (**Annexure-11**). Accordingly, the Compliance Officer of the Company shall initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and promptly inform SEBI only after the verification by the Inquiry Committee.

The Whistle-blower policy of the Company, a copy of which is available on the website of the Company, enables employees to report instances, if any, of leak of UPSI.

If an inquiry is initiated by the Company in case of reported leakage of UPSI or suspected leak of UPSI, the Intermediaries and Fiduciaries engaged by the Company shall be duty bound to co-operate with the Company in connection with such inquiry conducted by the Company.

CHAPTER-VII

PENALTY & RESTRICTION

1. Every insider / director / employee / designated person / connected 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 immediate relatives/other person for whom such person takes trading decisions) Any such persons who trades in securities or communicates or procures any information for trading in securities in contravention of the



Code of Conduct may be penalized by the Board of Directors as they may deem fit and appropriate action would be taken.

2. Any insider / director / employee / designated person / connected person who violate the Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc. as may be decided by the Board of Directors.

3. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulation, 2015.

4. In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall inform SEBI & concerned Stock Exchanges promptly.

CHAPTER-VIII

AMENDMENT TO THE CODE

1. This Code and any subsequent amendment(s) thereto, shall be carried out with the approval of the Board.

2. Any or all provisions of this Code would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time.

3. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

ANNEXURE -1

**(SPECIMEN FOR APPLICATION FOR SEEKING APPROVAL FOR PRE-CLEARANCE
IN SECURITIES OF THE COMPANY)**

To,

The Compliance Officer

Rajasthan Antibiotics Ltd

M-134, Connaught Circus, New Delhi – 110 001

Dear Sir/Madam,

Application for seeking approval for Pre-clearance dealing in 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 wish to inform you that I myself and / or dependent family members / relatives as mentioned below hereby seek approval to purchase / sale / subscription of equity shares of the Company and request you to give approval for Pre-clearance for dealing in securities of the Company.

1.	Name of the applicant		
2.	Designation		
3.	Name of the person on whose behalf the trade is to be undertaken		
4.	Relationship with the person		<ul style="list-style-type: none"> - Self * - immediate relative dependent financially on me or on whose behalf I take / am consulted for taking financial decisions* - other person for whom I take trading decisions * - connected person * (* strike off which is not applicable)
5.	Number of securities held as on date		
6.	Name of the Company whose securities are proposed to be traded		

7.	Nature of Securities proposed to be traded		Equity / Debt / Preference / Derivative / security receipt / Rights or interest in securities /Other (please specify)
8.	Folio No. / DP ID / Client ID No.)		
9.	The proposal is for		(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Derivative transaction – option / future – buy / sell
10.	Proposed date of dealing in securities		
11.	Estimated number of securities proposed to be acquired/subscribed/sold		
12.	Mode of Trade		Mode On - Market / Off Market
13.	Price at which the transaction is proposed		
14.	Current market price (as on date of application)		
15.	Whether the proposed transaction will be through stock exchange or off-market		
16.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited		

Further, I enclose the Undertaking for your records. I confirm that I have read the Company's Insider Trading Policy and am not in possession of any Unpublished Price Sensitive Information consciously or otherwise. The above is full and true disclosure in the matter. In the light of the above, please communicate your clearance to enable me to deal in the securities.

I declare that the securities to be sold, as proposed above, have been held by me for a minimum six months.

I further declare that the securities to be purchased, as proposed above, will be held by me for a minimum period of Six months from the date of purchase.

Name of Applicant :

Designation :

PAN :

Address :

Date :

Place :

Signature :



ANNEXURE - 2

**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR
PRE-CLEARANCE
UNDERTAKING**

To,

The Compliance Officer

Rajasthan Antibiotics Ltd

M-134, Connaught Circus, New Delhi – 110 001

I _____(Name, Designation, Department) of the Company residing at _____my application dated _____for pre-clearance of the transaction.

I further declare that neither have I procured, accessed, being communicated, received nor am I 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 procured, accessed, being communicated or received any information that could be construed as unpublished 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 trading in the securities until such information becomes generally available (as defined in the Code).

I also undertake that as regards the securities, I have not and shall not enter into a contra transaction prior to completion of the holding period of six months.

I have held the securities of the Company being sold by me for a period of less than six months and as the sale of securities is necessitated by the following personal emergency, the minimum holding period may kindly be waived: (please clearly state the reasons for requesting waiver of minimum holding period).

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 2 (Two) trading 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 (Seven) trading days of the receipt of approval failing which I shall seek pre-clearance.

I acknowledge that the Compliance Officer shall have regard to assess whether the undertaking is reasonably capable of being rendered inaccurate.

I undertake that these trades will be undertaken for / on behalf of the person details of which are mentioned in the application.

I shall indemnify the Company as given below.

- i. To hold the Company faultless in the event of any investigation against me for insider trading by any regulatory authority.
- ii. To make good to the Company for all economic losses, fines or penalty if any, imposed on the Company 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 Company for and towards all legal expenses incurred in defending itself in such investigations.

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

Date :

Place :

Signature :



ANNEXURE - 3

FORMAT FOR PRE- CLEARANCE ORDER

To,

Name :

Designation :

Address :

This is to inform you that your request for dealing in securities as mentioned in your application dated is approved / rejected.

If request is approved:

Please note that the said transaction must be completed on or before (date) that is within 7 trading days from today.

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 any securities.

You are required to file the details of the executed transactions in the prescribed format within 2 (two) trading days from the date of transaction/deal.

In case the trading transaction is not undertaken a “Nil” report shall be necessary.

If request is rejected:

Please note that you will not trade in the securities, application for which was submitted vide your application dated_____.

Yours faithfully,

For Rajasthan Antibiotics Ltd

COMPLIANCE OFFICER

Date :

Place :

ANNEXURE-4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 trading days of transaction / dealing in securities of the Company)

To,

The Compliance Officer

Rajasthan Antibiotics Ltd

M-134, Connaught Circus, New Delhi – 110 001

I hereby inform that I

- **have not bought / sold / subscribed any securities**
- **have bought/sold/subscribed to the following securities as per details mentioned below:**

Sr. No.	Date of Approval	Date of Transaction	Name of the Holder	Relationship	Name of the Company	Type of security	Nature of Trade	Quantity	Price (Rs.)	DP ID/ Client ID/ Folio No.

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

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

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

Date :

Name :

Designation :

Signature :

ANNEXURE-5

FORM A

[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company:

ISIN of the company:

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

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

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

Name :

Designation:

Date:

Place :

Signature

ANNEXURE-6

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/ Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/ Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	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 on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
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

Name :

Designation :

Signature :

Date:

Signature



ANNEXURE-7

FORM C

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

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, member of Promoter Group, Designated Persons, 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 (Promoter/ member of the promoter group/designated person/ Director s/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/ disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holdin g ,	Type of securities (For eg. – Shares, Warrants , Converti ble Debentur es, Rights entitleme nt, etc.)	No.	Value	Transac tion Type (Purcha se/sale Pledge / Revocat ion / Invocati on/ Others- please specify)	Type of securities (For eg. – Shares, Warrants , Converti ble Debentur es, Rights entitleme nt, etc.)	No. and % of shareh olding	From	To			



1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons 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)	
16	17	18	19	20	21	22

Name :

Designation:

Date:

Signature



Annexure-8

Form D

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connecti on with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal		Date of intimation to company	Mode of acquisition/ disposal (on market/ public/ rights/ Preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of sharehold ing	Type of securitie s (For eg. – Shares, Warrant s, Converti ble Debentu res, Rights entitleme nt, etc.)	No.	Val ue	Transac tion Type (Purcha se/Sale/ Pledge/ Revocati on / Invocati on/ Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15



Note: (i) “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

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)
16	17	18	19	20	21	22

Name:

Signature:

Date:

Place:



ANNEXURE-9

FORMAT OF ANNUAL DISCLOSURE TO BE FURNISHED BY DESIGNATED PERSONS

To,
The Compliance Officer
Rajasthan Antibiotics Ltd
M-134, Connaught Circus, New Delhi – 110 001

As per the provisions of SEBI (Prohibition of Insider Trading Regulations) 2015, I hereby furnish the following particulars :

Sr. No.	PARTICULARS	PARTICULARS		
	Name			
	DESIGNATION / DEPARTMENT			
	IMMEDIATE RELATIVES (includes spouse, parents. Brother, sister. Child of person and child of his / her spouse)	NAME	PHONE / MOBILE	PAN
	PERSON WITH WHOM I HAVE MATERIAL RELATIONSHIP			
	PHONE NO. / MOBILE NO.			
	EDUCATIONAL QUALIFICATION			
	EDUCATIONAL INSTITUTION			
	PAST EMPLOYERS			

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

Signature :

Date :

Place :



ANNEXURE-10

**FORMAT OF ANNUAL STATEMENT OF HOLDINGS BY PROMOTER / MEMBER OF
PROMOTER GROUP / KEY MANAGERIAL PERSONNEL /DIRECTOR/ DESIGNATED
PERSON AND THEIR IMMEDIATE RELATIVES**

Date:

**To,
The Compliance Officer
Rajasthan Antibiotics Ltd
M-134, Connaught Circus, New Delhi – 110 001**

Dear Sir,

STATEMENT OF SHAREHOLDINGS IN THE COMPANY (Rajasthan Antibiotics Ltd)

As on March 31, I hereby declare the following details to be true, correct and complete in all respects:

Name of Promoter / Member of Promoter Group/ Director/KMP/ Designated Person	Designation	PAN/ Other identification no.:	Folio No./DP Id. & Client Id.	Details of Security/(ies) held	Address, Phone & Mobile No.

Sr. No.	Name of Immediate Relative ¹	Relationship with Director/KMP/ Designated Person	PAN/ other id. no.:	Folio No./DP Id. & Client Id.	Details of Security/(ies) Held	Address, Phone & Mobile No.

Sr. No.	Name of Person with whom I share a Material Financial Relationship ²	PAN/ Other identification no.:	Folio No./DP Id. & Client Id.	Phone & Mobile No.



I hereby also undertake to promptly inform changes, if any, in the above details from time-to-time.

Yours truly,

Signature:

Name:

Designation:

#Emp. No.:

#Dep. /Div.:

Notes:

1. “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;

2. “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.



ANNEXURE-11

POLICY FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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

1. Background

Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“SEBI PIT Regulations”) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

2. Applicability

This Policy shall be applicable with effect from January 05, 2022.

3. Scope

This Policy deals with-

- a) Formulating procedures for inquiry such as initiating inquiry, reporting, etc. in case of leak or suspected leak of UPSI.
- b) Strengthening the internal control system to prevent leak of UPSI.
- c) Penalizing any insider who appears to have found guilty of violating this policy.

4. Definitions

The definitions of some of the key terms used in the Policy are given below. Capitalised terms are not defined herein shall have the meaning assigned to them under the Code/SEBI PIT Regulations.

“**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Companies in accordance with Section 177 of the Companies Act, 2013 & Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

“**Code**” means the Rajasthan Antibiotics Ltd Code of Conduct for Prevention of Insider Trading to Regulate, Monitor and Report Trading by Designated Person and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

“**Compliance Officer**” means the person as defined in Code.

“**Leak of UPSI**” means communication of information which is/deemed to be UPSI by any person, who is in possession of UPSI, to any other person, directly or indirectly, overtly or covertly or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations.

“**Delinquent**” means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.



"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, delisting, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel;
- vi. such other information as determined by the Board of Directors/Chief Executive Officer/Chief Operating Officer/Chief Financial Officer from time to time.

"Whistle Blower" means an employee making a disclosure under the Whistle Blower Policy.

"Working days" means working days of the Company.

5. Procedure for inquiry in case of Leak or suspected Leak of UPSI

a) Source of information relating to leak of UPSI

The Compliance Officer/Chairman of Audit Committee may on becoming aware suo moto or on receipt of a written intimation of leak or suspected leak of UPSI from:

- the Delinquent
- any other person, including employees of the Company
- regulators

follow the below mentioned procedure in order to inquire and/or investigate the matter.

b) Preliminary Inquiry:

The object of preliminary inquiry is fact-finding, to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to initiate further investigation/inquiry.

The Compliance Officer/Chairman of Audit Committee shall forthwith forward such intimation to CEO and/or CFO to conduct a preliminary inquiry. The said inquiry shall be completed within 5 working days from the date of receipt of such intimation and report thereof shall be submitted to the Chairman of Audit Committee.

c) Intimation of Leak or suspected Leak of UPSI

If in the opinion of Chairman of Audit Committee, the preliminary inquiry report warrants further investigation, the same shall be submitted by him/her to:

- The Board of Directors
- Inquiry Committee for detailed investigation



The Compliance Officer shall simultaneously intimate SEBI about such Leak or suspected Leak of UPSI.

d) Inquiry Committee

Inquiry Committee shall consist of the following persons or any person nominated by such officers from their department-

- Chief Financial Officer
- Compliance Officer
- Head of Legal
- Head of Information Technology
- Head of Human Resources
- Any other person nominated by Chief Executive Officer/Managing Director Inquiry shall be conducted by at least any three of the above persons.

If any member of Inquiry Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and other members of Inquiry Committee should deal with the matter on hand.

e) Investigation by Inquiry Committee

Upon receipt of the report of the preliminary inquiry and all other supporting documents, the Inquiry Committee is required to initiate the investigation. The said investigation shall be completed within 7 working days from the date of receipt of report of the preliminary inquiry. The Inquiry Committee's investigation report shall be submitted to the Audit Committee/ Board of Directors immediately, and such report shall also be submitted to SEBI simultaneously.

6. Powers of the Inquiry Committee

For purpose of conducting inquiry, the Inquiry Committee may:

- a) Call upon
 - such employees/individuals to seek clarification or information pertaining to the leak.
 - persons / members of committees involved in generation of the original data for purpose of determination of key figures pertaining to financial figures.
 - persons involved in the consolidation of the figures for the financial results.
 - persons involved in the preparation of board notes and presentations.
 - persons involved in dissemination of information relating to financial results in the public domain.
 - any other persons who had access to the information.
 - any market intermediaries and other person/ entities who have access to UPSI for inquiry conducted for leak of such UPSI.
- b) at its discretion, invite external investigators/experts.



- c) take necessary actions including sending the Delinquent on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings.
- d) keep the identity of the Delinquent confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.
- e) notify the Delinquent of the allegations at the outset of internal investigation and provide him opportunity to represent his case and submit evidence
- f) do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.

7. Rights and Obligations of the Delinquent

a) The Delinquent shall-

- co-operate with the Inquiry Committee during the investigation process.
- have a right to consult with a person or persons of their choice, other than members of Inquiry Committee.
- right to be informed of the outcome of the investigation

b) The Delinquent(s) has the responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Delinquents.

c) Unless there are compelling reasons not to do so, Delinquents will be given the opportunity to respond to material findings contained in investigation report. No allegation of wrongdoing against a Delinquent shall be considered as maintainable unless there is good evidence in support of the allegation.

8. Consequences of non-compliance

a) On receipt of report of inquiry committee, the Compliance Officer shall forthwith forward such report to Audit Committee.

b) The disciplinary action against Delinquent may be taken within 15 days from receipt of investigation report by Audit Committee in consultation with Board of Directors or any other person authorised by the Board.

c) The disciplinary action may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in the Company's stock option plans or termination, as may be decided by the Audit Committee or the Board of Directors or any other person authorised by the Board.

d) SEBI or any other appropriate regulatory authority would also be informed of such violation who may take appropriate action against the Delinquent.