

## PROHIBITION ON INSIDER TRADING POLICY

### 1. PREFACE:

This Code of Conduct has been made pursuant to Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (**herein referred as “Regulations”**) as amended and may be modified by the Board of Directors of the Company from time to time.

The Board of Directors of the Company has adopted this “Prohibition of Insider Trading Policy” (the “Policy”) to comply with the Regulations as amended from time to time.

This policy shall be applicable to all Insiders (as defined herein) of the Company including designated persons and immediate relatives of designated persons as defined in this policy. The SEBI Regulations prohibit an Insider from Trading in the securities of a company listed on any stock exchange when in possession of any unpublished price sensitive information.

The Company endeavours to preserve the confidentiality of Un-published Sensitive information (UPSI) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all the stakeholders and in ensuring adherence to all laws and regulations.

"Unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon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.

It is intended that information relating to a company or securities, that is not generally available would-be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.

“Generally available information” is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered an “insider” regardless of how one came in possession of or had access to such information.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 levelling 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 he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

The SEBI Regulations prohibit the communication of UPSI to any person except in compliance with applicable law. Further, procuring any person to Trade in the securities of any company when in possession UPSI is also prohibited under the SEBI Regulations and the securities laws. Violations of the SEBI Regulations and the securities laws subject Insiders to severe penalties including disgorgement proceedings, fines and imprisonment as per the applicable law.

## 2. RULES

The rules shall be called 'Rules for Trading in the securities of Accretion Pharmaceuticals Limited by an Insider' ("Rules"). These Rules shall come into force with immediate effect.

## 3. DEFINITIONS:

- 3.1. **"Act"** shall mean the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- 3.2. **"Audit Committee"** shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable.
- 3.3. **"Board of Directors"** or **"Board"** in relation to a Company, means the collective body of Directors of the Company. [Section 2(10) of the Companies Act, 2013].
- 3.4. **"Company"** means Accretion Pharmaceuticals Limited
- 3.5. **"Compliance Officer"** means the Company Secretary who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the 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 implementation of the codes specified under the SEBI Regulations under the overall supervision of the Board.
- 3.6. **"Connected Person"** have the same definition as envisaged under the provisions of section 2(d) (i) of the Regulations.
- 3.7. **"Deemed to be connected Persons"** have the same definition as envisaged under the provisions of section 2(d) (ii) of the Regulations.
- 3.8. **"Contra Trade"** means a trade or transaction which involves buying or selling any number of shares of the Company and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction."

### **3.9. “Designated Person”**

The term “Designated Person” shall consist of:

- 3.9.1.** Promoters of the Company
- 3.9.2.** Directors of the Company and its subsidiaries;
- 3.9.3.** All employees in the Finance and Accounts Department, Corporate Planning Department, Legal Department, Enterprise Risk Management Department, Corporate Strategy, Information Security and any other departments of the company and its material subsidiaries, if any on the basis of their functional role or access to unpublished price sensitive information
- 3.9.4.** Managing Director and employees up to two levels below Managing Director of the Company and material subsidiaries.
- 3.9.5.** Executive Secretaries of Directors and Executive Officers of the Company, any support staff of the Company, such as IT staff or secretarial staff who have access to unpublished price sensitive information;
- 3.9.6.** Immediate Relatives of persons specified in (I) to (V) above
- 3.9.7.** Any other Person designated by the Company on the basis of their functional role and such function would provide access to UPSI;

### **3.10. “Director”**

“Director” shall have the meaning assigned to it under the Companies Act, 2013.

### **3.11. “Immediate Relative”**

“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.

### **3.12. “Insider”**

An “Insider” means any person who is:

- 3.12.1.** Connected Person or
- 3.12.2.** in possession of or having access to UPSI.

### **3.13. “Key Managerial Personnel”**

“Key Managerial Personnel” shall have the meaning assigned to it under the Companies Act, 2013.

- 3.14. “Leak of UPSI”** shall refer to such act/circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether

registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

Explanation: It covers the instances where the UPSI has been shared by a person to any person, association, body, firm, agency, society, entity or to a group thereof except in compliance with applicable law.

**3.15. “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.

**3.16. “Officer”**

“Officer” shall have the meaning assigned to it under the Companies Act, 2013.

**3.17. “Promoter and Promoter Group”**

“Promoter” shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

“Promoter Group” shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

**3.18. “Securities”**

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

**3.19. “Trading”**

“Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, pledge, unpledge, deal in the Company’s securities either directly or through portfolio management services, and “trade” shall be construed accordingly.

**3.20. “Legitimate purpose”**

“Legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that

such sharing has not been carried out to evade or circumvent the prohibitions of these regulations Words and expressions used and not defined in these Rules 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 and regulations made there under shall have the meanings respectively assigned to them in those legislations.

#### **4. PROHIBITION ON COMMUNICATING OR PROCURING UPSI**

##### **4.1. An Insider shall not–**

**4.1.1.** communicate, provide, or allow access to any UPSI, relating to the Company or its securities, to any person including other Insiders, except to the extent allowed by these Rules or SEBI Regulations; or

**4.1.2.** procure from or cause the communication by an Insider of UPSI, relating to the Company or its securities.

##### **4.2. Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:**

**4.2.1.** in furtherance of legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate notice, confidentiality and non-disclosure agreements being executed; or

**4.2.2.** in the event the Board of Directors directs or causes the public disclosure of UPSI in the best interest of the Company; or

**4.2.3.** within a group of persons if such persons have been identified and secluded within a “Chinese wall” or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the “Chinese wall”, and the execution of an undertaking by such persons to abstain and/or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI and has become generally available.

#### **5. PROHIBITION ON INSIDER TRADING:**

##### **5.1. An Insider shall not, directly or indirectly, –**

**5.1.1.** Trade in securities of the Company that are listed or proposed to be listed when in possession of UPSI;

**5.1.2.** Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.

**5.1.3.** Provide advise/tips to any third party on trading in Company’s securities while in possession of UPSI and

**5.1.4.** An insider who has ceased to be associated with the Company shall not, for a period of six months from date of such cessation, directly or indirectly trade in the Company's Securities while in possession of UPSI.

**5.1.5.** Trading in Securities of other companies. No Insider may, while in possession of unpublished price sensitive information about any other public company gained in the course of employment with the Company, (a) trade in the securities of the other public company, (b) "tip" or disclose such material non-public information concerning that company to anyone, or (c) give trading advice of any kind to anyone concerning the other public company.

**5.2.** No Insider may take positions in derivative transactions in the securities of the Company at any time. The restriction in 4(i) above may not apply to:

**5.2.1.** A transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed trade decision; and

**5.2.2.** Trades pursuant to a Trading Plan set up in accordance with these Rules and SEBI Regulations.

**5.3.** When a person has traded in securities while 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.

## **6. TRADING WINDOW**

**6.1.** The Compliance Officer shall notify a 'trading window' during which the Designated Persons may Trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with these Rules. The competent authority for pre-clearing the Trade of Compliance Officer shall be Board.

**6.2.** Designated Persons shall not Trade in the Company's securities when the trading window is closed.

**6.3.** The trading window shall generally be closed for all Insiders between the sixteenth day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after disclosure of such financial results.

**6.4.** Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer. Designated Person or class of Designated Persons will receive a notification on such special blackout periods.

**6.5.** The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.

**6.6.** The trading window restriction shall not apply for below cases;

**6.6.1.** off-market, inter-se transfer between insiders who were in possession of the same UPSI without

- 6.6.2.** violating the policy and both parties had made a conscious and informed trade decision.
- 6.6.3.** transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the policy and both parties had made a conscious and informed trade decision transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- 6.6.4.** Transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- 6.6.5.** Trades executed as per the trading plan set up in accordance with the policy.
- 6.6.6.** Pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the compliance officer.
- 6.6.7.** Transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer.

## **7. PRE-CLEARANCE OF TRADING**

- 7.1.** All Designated Persons who intend to trade in the securities of GSM FOILS LIMITED (either in their own name or in any immediate relative's name) i.e., buy or sell securities during the trading window open period and if the value of the securities likely to be traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 5,00,000/- (Rupees Five Lakhs Only), should pre-clear the transactions by making an application in the format set out in Annexure 1 to the Compliance Officer indicating the estimated number of units of securities that the designated person or immediate relative(s) intends to trade and such other details as specified in the form and also declare that the applicant is not in possession of unpublished price sensitive information as per Annexure 2.
- 7.2.** The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.
- 7.3.** The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.
- 7.4.** The Board of directors of the Company shall be the approving authority for approving the pre-clearance application of Compliance Officer and Managing Director of the Company.

- 7.5.** The Designated Person shall, within two Working days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per Annexure 3. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.
- 7.6.** If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- 7.7.** Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- 7.8.** A Designated Person who Trades in securities of the Company without complying with the pre-clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.

## **8. ADDITIONAL TRADING RESTRICTIONS ON DESIGNATED PERSONS**

- 8.1.** No Insiders shall enter into derivative transactions in respect of the securities of the Company.
- 8.2.** All Designated Persons who Trade in the securities of the company shall not enter into a contra trade during the next six months following the prior transaction. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Education and Protection Fund administered by SEBI.
- 8.3.** The above restriction on contra trade shall not apply in case of exercise/sale of ESOP shares provided the Designated Persons do not possess UPSI and the sale is executed when the trading window is open and after obtaining pre- clearance.

## **9. TRADING PLAN:**

- 9.1.** A Designated Person shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations (a "Trading Plan") and present it to the Compliance Officer for approval and public disclosure. The trading plan may be executed only after the plan is approved by the Compliance officer and disclosed to the stock exchanges on which the securities of the Company are listed.
- 9.2.** Designated person shall not exercise any influence over the amount of Securities to be traded, the price at which they are to be traded, or the date of the trade. Designated person may delegate discretionary authority to his/her broker, but in no event Designated person may consult with the broker regarding executing transactions, or otherwise disclose information to the broker concerning the Company that might influence the execution of transactions, under the Trading Plan after it commences.
- 9.3.** The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate



from it or to execute any trade in the securities outside the scope of the Trading Plan. However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information.

## **10. PENALTY FOR INSIDER TRADING**

- 10.1.** An Insider who acts in contravention of these Rules shall be liable to have his services or relationship with the Company, as the case may be, terminated.
- 10.2.** Directors, Officers and employees of the Company who violate these rules shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back etc. and ineligibility for future participation in the Company's stock option plans or termination.
- 10.3.** The SEBI or any other appropriate regulatory authority may also be informed of the violation of these Rules so that appropriate action may be taken.

## **11. DISCLOSURE REQUIREMENTS:**

### **11.1. Initial Disclosure:**

Every person on appointment as key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group 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, as per Form A set out in Annexure- 4.

- 11.1.1.** 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:

- 11.1.1.1. immediate relatives

- 11.1.1.2. persons with whom such designated person(s) shares a material financial relationship

- 11.1.1.3. Phone, mobile and cell 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.

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 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.

- 11.1.2.** 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).

**11.2. Disclosure to the Stock Exchange:**

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information.

**11.3. Disclosures by other Connected Persons:**

The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in securities of the Company as per Form C set out in Annexure 6 at such frequency as he may determine.

All Designated Persons must make an annual disclosure of the number of Securities of the company held as on 31<sup>st</sup> March each year by them including details of purchase/sale of Securities of the Company during the financial year to the Compliance Officer. This disclosure must be made within 30 (thirty) days from the close of each financial year.

**12. STRUCTURED DIGITAL DATABASE (SDD)**

The Board shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under SEBI (PIT) Regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. Even if the UPSI is shared only within the Company, then also Company is required to maintain this structured digital database. If Nominee Directors shares UPSI for legitimate purpose with the Bank/FIs, it would be considered as communication of UPSI.

Accordingly, the same would be recorded in the SDD of the Company.

**13. MISCELLANEOUS**

- 13.1.** The Board of Directors shall be empowered to amend, modify, and interpret these Rules and such Rules shall be effective from such date that the Board may notify in this behalf.

**13.2.** The Compliance Officer shall provide the Audit Committee of the Board, on a quarterly basis, all the details of Trading in securities by the Designated Persons including any violations of the Rules.

**13.3.** The Compliance Officer shall maintain

**13.3.1.** an updated list of Designated Persons,

**13.3.2.** records of disclosures and pre-clearance applications and undertakings for a period of five years and

**13.3.3.** a confidential list of any 'restricted securities' to which the Compliance Officer may require Designated Persons to seek pre-clearance before Trading in such 'restricted securities'.

**13.4.** The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve

**13.5.** compliance with these Rules. In case such persons observe that there has been a violation of these Rules, then they shall inform the Board of Directors of the Company promptly.

**13.6.** Any suspected violation of leak of unpublished price sensitive information or violation of this policy can be reported under whistle blower policy.

**14. AMENDMENT:**

The Company is committed to continuously reviewing and updating its policies, and the Company therefore reserves the right to amend this Policy at any time, for any reason, subject to applicable law.

These Rules are subject to the applicable prevailing law in relation to prevention of Insider Trading and if there is any inconsistency between any of the provisions of these Rules and applicable law, the applicable law shall prevail.

**15. REVIEW OF THE POLICY:**

The Board of directors of the company shall review the policy on timely basis.

**16. DISCLOSURE:**

The Policy is disclosed on Company's website i.e., [www.accretionpharma.com](http://www.accretionpharma.com)

**Annexure 1**  
**APPLICATION FOR PRE-TRADING APPROVAL**

To,  
The Compliance Officer,  
Accretion Pharmaceuticals Limited

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase/sell/subscribe Equity Shares of the Company as per details given below:

1	Name of the applicant	
2	Designation	
2A	Relationship with the Applicant (Self/Immediate)	
3	Number of securities held as on date	
4	Folio No. / DPID/Client ID No.	
5	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge
6	Proposed date of trading in securities	
7	Estimated number of securities proposed to be purchased/subscribed/sold/pledge	
8	Current market price (as on date of application)	
9	Whether the proposed transaction will be through stock exchange or off-market trade	
10	Folio No./ DPID/ Client ID No. where the securities will be credited/ debited	

I enclose herewith the Undertaking signed by me.

Signature:

Name:

Date:

**ANNEXURE 2**  
**UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE- CLEARANCE**

**To,**  
The Compliance Officer,  
Accretion Pharmaceuticals Limited

I, \_\_\_\_\_ being a Designated Person of the company as per the Rules for Trading in the securities of Accretion Pharmaceuticals Limited residing at, am desirous of trading in \_\_\_\_\_ shares of the Company \_\_\_\_\_ as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information 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 of the Company until such information becomes public.

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

In the event of this transaction being in violation of the Rules or the applicable laws,  
(a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons,  
(b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and  
(c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Education and Protection Fund administered by the SEBI.

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

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

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

Signature:

Name:

Date: