



AHCL/ SE/ 10 /2019-20

April 24, 2019

The National Stock Exchange of India Limited "Exchange Plaza", C-1, Block G Bandra-Kurla Complex, Bandra (E) Mumbai 400 051 ISIN: INE098F01023	BSE Limited Department of Corporate Services 1 st Floor, P.J. Towers, Dalal Street, Mumbai 400 001
Symbol : AMRUTANJAN	Scrip Code: 590006

Dear Sir/ Madam,

Sub: Intimation under Regulation 8 (2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Pursuant to abovementioned Regulation, we hereby inform you that Board of Directors of the Company has approved and adopted the amended "Code of Conduct for Prevention of Insider Trading" and "Principles for Fair Disclosure of Unpublished Price Sensitive Information" in view of SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018. The revised Code of Conduct is effective from April 1, 2019

A copy of the revised Code is attached which is also available in the official website of the Company

Request you to take the above on record.

Thanking You,

Yours faithfully

For Amrutanjan Health Care Limited

M SRINIVASAN)
Company Secretary & Compliance Officer



ENCL: As above

Amrutanjan Health Care Limited

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AMRUTANJAN HEALTH CARE LIMITED

Code of Conduct under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Code")

Revised code -with effect from 01.04.2019

1. OBJECTIVE:

SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") requires the Companies to put in place policy framework for ensuring compliance with prohibition of insider trading under the Companies Act, 2013 and the Regulations. The Regulations have been further amended vide SEBI Notification dt. 31st December, 2018. This has necessitated amendments to the existing Code of Conduct of the Company under these Regulations. Accordingly the Board of Directors have adopted and the following revised Code of Conduct with the necessary changes made as required under the Amendment Regulations, 2018. This revised Code comes into effect from 1st April, 2019.

2. DEFINITIONS:

2.1 "Act" means the Securities and Exchange Board of India Act, 1992

2.2 "Company" means "Amrutanjan Health Care Limited"

2.3 "Connected Person" means –

- (i) Any person who is or has during the six months prior to the concerned act been associated with the company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds 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 organisation recognised or authorised 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;

2.4 “**Designated Person**” shall include:

- Every Promoter of the Company;
- Every Director of the Company;
- Key Managerial Personnel and employees upto two levels below the Managing Director and/or the Chief Executive Officer of the Company irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- Support staff in finance, accounts, IT and secretarial departments, as identified by the Compliance Officer and Chief Financial Officer of the Company from time to time and approved by the Managing Director; and
- Any other persons specified by the Board of Directors on the basis of their role and function in the company and the access that such role and function would provide to unpublished price sensitive information.
- Immediate Relatives of all the above persons;

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

2.6 “**Employee**” means every employee of the Company, temporary or permanent, including the directors in the employment of the Company;

2.7 “**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;

2.8 “**Insider**” means a connected person or a person who is in receipt of unpublished price sensitive information;

2.9 “**Need to Know Basis**” means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

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

2.11 “**Unpublished Price Sensitive Information**” (UPSI) 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:

- Financial results and reasonably accurate profit/loss forecasts;
- Proposed dividends & bonus shares;
- Proposed change in capital structure;
- Proposed issue or buy-back or split of securities;
- Transactions whether ongoing or pending or planned, including but not limited to mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and/or undertaking;
- Changes in key managerial personnel;
- Any significant changes in policies, plans or operations of the Company;
- Significant product introductions;

- Any other information that has a potential to significantly impact the price of securities of the company listed on the stock exchanges

For the purpose of this Code, all the other terms used will carry the same meaning as defined in Clause 2 of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

3. PREVENTION OF MISUSE OF UPSI:

- 3.1 Designated Persons shall not either on their own behalf or on behalf of any other person deal in securities of the company on the basis of or when in possession of unpublished price sensitive information.
- 3.2 Designated Persons shall not communicate or counsel or procure any unpublished price sensitive information.

4. COMPLIANCE OFFICER:

The Company Secretary of the Company shall be the Compliance Officer who is financially literate and is capable of appreciating requirements for legal & regulatory compliance under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. He shall function under the supervision of the Managing Director.

5. DUTY TO MAINTAIN CONFIDENTIALITY:

- 5.1 In order to protect the confidentiality of the Unpublished Price Sensitive Information (“UPSI”), Designated Employee shall communicate or counsel or procure or disclose any UPSI to any person (whether Designated Employee or not) only for legitimate business purposes, performance or duties or discharge of legal obligations or on need to know basis;
- 5.2 Any person who is in receipt of or have access to UPSI as a result of his/her engagement with the Company pursuant to a legitimate purpose shall also be considered as an insider and is responsible to maintain the Confidentiality of UPSI and due notice shall be given to him/her to keep the information confidential and not to trade in shares of the Company either themselves or through any other source on the basis of such information. Such persons shall also be sensitized on the applicability of the Regulations and this Code in respect of confidential information being provided to them. Designated Employee providing such information shall keep track of the information provided to third parties until the same is disclosed to the public.
- 5.3 No information shall be passed by the Designated Employee by way of making a recommendation for the purchase or sale of securities of the Company.
- 5.4 The following guidelines shall be followed while dealing with analysts, research personnel, media persons & institutional investors:
 - a) Only public information to be provided;
 - b) Unanticipated questions may be taken on notice and a considered response given later.
 - c) If the answer includes unpublished price sensitive information, a public announcement should be made before responding.

6. REGULATED TRANSACTIONS AND RESTRICTIONS:

6.1 Transaction in Company Shares only through Trading Window:

The trading period of the stock exchanges, called 'trading window' is available for trading in the Company's securities. The trading window shall be closed during the time the UPSI is unpublished. The trading window closure period shall be determined by the Compliance Officer on the basis of UPSI being considered within the organisation. The trading restriction shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

The trading window closure dates shall be advised by the Compliance Officer through the Company website/intranet and/or by email communication. In addition, the Compliance Officer may from time to time notify any other event and any other period for closing of trading window.

Designated Persons are prohibited from trading in securities or soliciting the UPSI either on their own or through any other person during the trading window closure. For compliance with this Code, Designated Persons are advised to inform their share brokers/ dealers/ depository participants, in writing about the prohibition on Trading in the securities of the Company during trading window closure.

6.2 Trading Plan

A. A Designated Person shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan (Form 5).

B. Trading Plan shall:

- a. not entail commencement of trading on behalf of the insider earlier than 06 months from the public disclosure of the plan;
- b. not entail trading for the period between the 20th 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;
- c. entail trading for a period of not less than 12 months;
- d. not entail overlap of any period for which another trading plan is already in existence;
- e. 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
- f. not entail trading in securities for market abuse.

C. The Compliance Officer shall review the Trading Plan, made as above to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. After assessing, he may approve the plan. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

D. 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 any unpublished price sensitive information and the said information has

not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information.

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

6.3 Pre Clearance of Trades, for transacting through trading window

Designated Persons may transact in the securities of the Company through a valid trading window and a pre-clearance from the Compliance Officer is mandatory for trading in the securities of the Company.

When seeking approval for pre-clearance of trade, Designated Person shall provide the following:

- a. Designated Person shall confirm that he/she is not in possession of UPSI during the period starting from application for pre-clearance upto the conclusion of execution of trade. To this effect, Designated Person shall provide an Undertaking in Form 2 (attached) confirming that he/she is not in possession of any UPSI;
- b. If the Designated Person obtains any UPSI after making application for pre clearance but prior to transacting in Shares of the Company, Designated Person shall inform the Compliance Officer promptly and refrain from Trading in Shares of the Company;
- c. Designated Persons shall make an application for pre-clearance in Form 1 (attached) to the Compliance Officer stating the number of shares that he/she intends to trade or transact in along with full details of Depository Participant and Client ID. In an event of trades being executed by dependents of a Designated Person, the Designated Person shall make the application on behalf of their Dependents.
- d. The pre-clearance of trade is only valid for a period of seven days from the date of approval.
- e. Designated Persons shall ensure compliance with disclosure requirements as per details given in the Annexure to this Code.

6.4 Other restrictions:

- A. In addition to the above, Designated Persons shall comply with the following restrictions while trading in the securities of the Company:
 1. All securities held by Designated Persons shall be held for a minimum period of six months;
 2. Designated Persons shall not enter into a contra trade or opposite transactions for any number of shares during the next six months following the prior transaction;
 3. Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time;
 4. Designated Persons may seek an exception to the above restrictions from the Compliance Officer on account of personal emergencies. Compliance Officer may grant or reject such an exception within a period of seven (7) working days.
- B. Designated Persons shall comply with the following restrictions when Trading in securities of other companies:
 1. Designated Persons are prohibited from trading in the securities of any company based on UPSI received or procured by the said Designated Person as an effect of its employment/engagement with the Company.
 2. Pre-clearance of trade from the Compliance Officer shall be sought by the Designated Persons for trading in securities of any other companies, wherein the Designated Person possesses UPSI of the other Company.

7. MECHANISM ON INTERNAL CONTROL

For ensuring adequate and effective system of internal controls in line with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the following procedure shall be followed:

A. Sharing of information pursuant to Legitimate Purpose

- a. Any person in receipt of Unpublished Price Sensitive information pursuant to legitimate purpose shall be considered Insider for the purpose of the Code.
- b. Advance Notice shall be served on such person by way of email/ letter to maintain confidentiality while in possession of such Unpublished Price Sensitive information.
- c. Such person has to ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the Code.

B. Limited Access to Confidential Information

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

C. Non-Disclosure Agreement

The companies shall execute Non-Disclosure Agreement with:

- a. Parties which are existing as on 31st March, 2019 and with whom the Company has shared Unpublished Price Sensitive information; and
- b. Parties which whom the company intends to share any Unpublished Price Sensitive information.

D. Documents to be shared by Designated Person with Company

Designated person shall be required to disclose names and PAN or any other identifier authorized by law, of the following persons, to the Company, on an annual basis and as when the information changes:

- a. Immediate Relatives;
- b. Person with whom such designated person(s) share a material financial relationship; &
- c. Phone, mobile and cell number which are used by them.

In addition, the name of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

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 loan/gift during immediate preceding 12 months, equivalent to atleast 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

E. Chinese Wall

- a. To prevent the misuse of confidential information, the Company shall adopt a "Chinese Wall" policy separating those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing/operations or other departments providing support services, considered "public areas".
- b. Demarcation of the various departments as inside area may be implemented by the Company.

- c. The employees in inside area may be physically segregated from employees in public area.
- d. The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area.
- e. In exceptional circumstances, Designated Persons from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the compliance officer.

F. Digital Database

The Company shall maintain digital database with time stamping and audit trails to ensure non- tampering of the data base containing following information:

- a. Name and PAN of the person/entity(ies) with whom information is shared pursuant to Legitimate Purposes.
- b. Name and PAN of Designated Person along with their immediate relatives.

G. Whistle Blowing in case of leak of Unpublished Price Sensitive Information (“UPSI”)

- i. Any instance of leak of UPSI should be on the basis of a direct first- hand experience of the Whistle Blower. It should not be based on any secondary, unreliable source such as grapevine or any other form of informal communication.
- ii. The Whistle Blower may report leak of UPSI by an email to the Managing Director at his e-mail ID mentioning the subject line “LEAK OF UPSI”.
- iii. On the basis of reporting, the Managing Director shall conduct examination about the genuineness of the reporting before conduct of inquiry.
- iv. The Managing Director as soon as ascertaining the genuineness of the reporting about leak of UPSI, intimate to Board of Directors and the Audit Committee.
- v. The Company shall take further action based on the recommendations of Board of Directors and Audit Committee accordingly.
- vi. The instance of leak of UPSI made by the Whistle Blower must be genuine with adequate supporting data/proof. If it is established that the allegation was made with mala-fide intentions or was frivolous in nature or was not genuine, the Whistle Blower shall be subject to Disciplinary Action.

8. PROCESS TO BE FOLLOWED IN SENSITIVE TRANSACTION(S)

8.1 In case of Specific Transaction(s)

The Managing Director shall give prior notice to employee who are brought inside on sensitive transaction(s) and also made aware about the duties and responsibilities attached to receipt of inside information and liability that attaches to misuse or unwarranted use of such information on case to case basis.

8.2 In general

Non-disclosure Agreement shall be executed with every incoming/existing employee of the Company.

9. DOCUMENTATION

The Compliance Officer shall maintain following documents/ records for a minimum period of five years:

- 9.1 Register of initial & continuous disclosure;
- 9.2 Register of Designated Persons and changes therein;
- 9.3 Record of date of closing and opening of trading window;
- 9.4 Record of application made for preclearance alongwith undertaking taken thereof;
- 9.5 Record of cases waiving holding period during emergency;
- 9.6 Record of periodical and annual statement.

10. PENALTY FOR CONTRAVENTION

- 10.1 Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- 10.2 Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- 10.3 Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans etc.
- 10.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

11. COMPLIANCE REPORT:

The Compliance Officer shall submit a Compliance Report to the Chairman of the Audit Committee and of the Board of Directors once in a year.

12. DISCLAIMER

This policy is only internal code of conduct and one of the measures to avoid insider trading. Every insider is required to familiarize himself with the SEBI regulation as it will be the responsibility of each insider to ensure compliance of this code, SEBI regulation and other related statutes fully.

13. SEBI REGULATIONS/STATUTORY PROVISIONS TO PREVAIL

In case the SEBI regulation or any statutory provisions are more stringent than those contained in the code, the SEBI regulations/ statutory provisions will prevail.

ANNEXURE

Disclosure requirements

1. Initial Disclosures:

Every Person on appointment as a Director or Key Managerial Personnel of the Company or upon becoming a Promoter or a member of the Promoter Group shall disclose holding of Shares of the Company as on the date of appointment or becoming a Promoter or a member of the Promoter Group in Form B (attached), to the Company within 7 days of such appointment or becoming a Promoter or a member of the Promoter Group.

2. Continual Disclosures:

Every Designated Person of the Company and a member of the Promoter Group shall disclose to the Company in Form C & Form D (attached) the number of such Shares acquired or disposed off within 2 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 notified by the Securities and Exchange Board of India ('SEBI') from time to time.

3. Annual Disclosures:

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorised by law of the following persons to the company on an annual basis and as and when the information changes:

- a) Immediate relatives;
- b) Persons with whom such designated person(s) shares a material financial relationship;
- c) 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 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.

4. Disclosure on Change in Shareholding Pattern:

Directors & Key Managerial Personnel shall make disclosures of change in his/her shareholdings in the Company as on 31st March each year in Form 4. This information is required to be furnished by 30th April of each year.

FORM 1

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
Amrutanjan Health Care Limited,
Chennai

Dear Sir,

Application for Pre-dealing approval 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 seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Number of securities held as on date	
4	Folio No. / DP Id / Client Id No.	
5	The proposal is for	(a) Purchase of securities
		(b) Subscription to securities
		(c) Sale of securities
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired/ subscribed/ sold	
8	Price at which the transaction is proposed	
9	Current market price (as on date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market deal	
11	Folio No./ DP Id/ Client ID No. Where the securities will be credited/ debited	

I enclose herewith the form of Undertaking (Form 2) signed by me.

Yours faithfully,

(Signature of Designated Person)

FORM 2

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

To,
Amrutanjan Health Care Limited,
Chennai

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

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking. In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public. I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

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

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

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

Date :

Signature: _____

* Indicate number of shares