

**CODE OF CONDUCT FOR  
PREVENTION OF INSIDER TRADING  
&  
CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE  
OF UNPUBLISHED PRICE SENSITIVE INFORMATION  
OF  
SYNGENE INTERNATIONAL LIMITED**

## CONTENTS

<b>1. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING</b> .....	<b>3</b>
<b>2. DEFINITIONS</b> .....	<b>4</b>
<b>3. DUTIES OF THE COMPLIANCE OFFICER</b> .....	<b>9</b>
<b>4. PROHIBITION ON COMMUNICATING OR PROCURING UPSI</b> .....	<b>9</b>
<b>5. PROHIBITION ON INSIDER TRADING</b> .....	<b>11</b>
<b>6. PROCEDURE TO BRING ANY OTHER PERSON IN SENSITIVE TRANSACTIONS</b> .....	<b>11</b>
<b>7. TRADING WINDOW</b> .....	<b>12</b>
<b>8. PRE-CLEARANCE FOR TRADING</b> .....	<b>12</b>
<b>9. ADDITIONAL TRADING RESTRICTIONS ON DESIGNATED PERSONS</b> .....	<b>13</b>
<b>10. TRADING PLAN</b> .....	<b>14</b>
<b>11. ESTABLISHMENT AND REVIEW MECHANISM FOR PREVENTION OF INSIDER TRADING</b> .....	<b>14</b>
<b>12. DISCLOSURE REQUIREMENTS</b> .....	<b>15</b>
<b>13. PENAL PROVISIONS</b> .....	<b>16</b>
<b>13A. PROTECTION TO EMPLOYEES</b> .....	<b>16</b>
<b>14. MISCELLANEOUS</b> .....	<b>18</b>
<b>15. CONTACT DETAILS OF THE COMPLIANCE OFFICER</b> .....	<b>18</b>
<b>16. VERSION HISTORY</b> .....	<b>18</b>
<b>17. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UPSI</b> .....	<b>19</b>
<b>17.1 POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES</b> .....	<b>21</b>
<b>17.2 POLICY AND PROCEDURE OF INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI</b> .....	<b>23</b>
<b>18. APPENDIX</b> .....	<b>26</b>
<b>19. ANNEXURES</b> .....	<b>26</b>

## 1. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

### **Preamble**

The Securities and Exchange Board of India (hereinafter referred to as "SEBI" has promulgated the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the "**Regulations**').

The objective of the Regulations is to prevent Insider Trading by prohibiting trading, communicating, counseling or procuring Unpublished Price Sensitive Information. Insider Trading is an unethical practice resorted to by those in power and privy to certain unpublished price sensitive information relating to the company to make profit at the expense of the general investors who do not have access to such information.

Syngene International Limited (hereinafter referred to as the "**Company**") has framed "The Code of Conduct for Prevention of Insider Trading" which is binding on the **Insiders** during the course of performance of their duties.

This Code is in line with the policy of the Company to implement and practice the principles of Corporate Governance based on fairness, transparency, integrity, honesty and accountability, consistently being followed by the Company in all its business practices and dealings.

The Company recognizes that strict observance of the Code is a basic pre-requisite for ensuring full confidentiality of all "Unpublished Price Sensitive Information" and to build general investor confidence and stakeholder credibility. Unless otherwise stated, this policy applies to all the Insiders/designated persons of the Company, its subsidiaries, and associates (whether in or outside India) and Biocon Limited (collectively or individual hereinafter referred to as the "Group").

Further, the Company has adopted the "**Code or Corporate Disclosure Practices for Prevention of Insider Trading**" to ensure timely and adequate disclosure of Price Sensitive Information with special reference to analysts, institutional investors etc.

"The Code of Conduct for Prevention of Insider Trading" and "The Code for Corporate Disclosure Practices are hereinafter referred to as the "Code of Conduct".

The Code of Conduct shall come in to force with effective date as approved.

## 2. DEFINITIONS

The following terms and phrases as used anywhere in this Code of Conduct shall be interpreted to convey the meaning ascribed to them hereunder:

**a. Applicability –**

The Code is applicable to the Insider as defined in the Code.

**b. Audit Committee**

Audit Committee means the Audit Committee of the Company.

**c. Board or Board of Directors**

Board or Board of Directors means the Board of Directors of the Company.

**d. Company** means Syngene International Limited.

**e. Compliance Officer**

“Compliance Officer” means the Company Secretary of Syngene International Limited or in his/her absence, Chief Financial Officer or any person designated.

**f. Connected Person**

Connected Person,” includes any person who: -

- In frequent communication with Officers of the Company;
- In contractual, fiduciary or employment relationship with the Company;
- a director, officer or an employee of the Company;
- holds any position including a professional or business relationship between himself and the company whether temporary or permanent;

during the six months prior to the concerned act been associated with the company and such association/communication/relationship allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

**g. Designated Person**

“Designated Person” means any person who is in possession of or having access to UPSI, which includes:

- i. Promoters, Directors and KMPs of the Company
- ii. Promoters, Directors and KMPs of Biocon Limited;

- iii. Executive Committee (EC) and Senior Leadership team (SLT) of the Company as defined from time to time;
- iv. All Employees of the Company & its subsidiaries who are in the cadre of 3-1 and above i.e. Senior General Manager/Research Director;
- v. All Employees of the Company who are in Finance, Legal, Corporate Communication, Investor Relations & Secretarial department;
- vi. All Employees of the Company who are in cadre of 6-1 and above and working in Alliance Management, Business Development and Project Management department;
- vii. Any Consultant (Indian or Foreign) who is appointed in the Company and whose position is equivalent to Level 3-1 & above;
- viii. All Employees of Biocon Limited who are in the cadre of Vice President and above;
- ix. All employees of Finance department in Biocon Limited who are in the cadre of General Manager and above;
- x. Head of Corporate Communication and Investor Relations of Biocon Limited;
- xi. Support staff of the Company in the office of Chairperson, Vice-Chairperson, Managing Director, Joint or Deputy Managing Director, Whole Time Director, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief Commercial Officer, Senior Leadership team and Company Secretary;
- xii. Support staff of Biocon Limited in the office of Chairperson, Vice-Chairperson, Managing Director, Joint or Deputy Managing Director, Whole Time Director, Chief Executive Officer, Chief Operating Officer, Chief Commercial Officer and Chief Financial Officer;
- xiii. Any other employee designated from time to time by the Board / Managing Director / Whole time Director / Chief Executive Officer / Compliance Officer of the Company and Biocon Limited on the basis of their functional role; and
- xiv. Immediate Relative(s) of a person as described in 'i' to 'xiii' above who are financially dependent or not on the said person.

**h. Deemed to be Connected Persons**

The persons enumerated below shall be **deemed to be Connected Persons** if such person has access to UPSI or is reasonably expected to have access to UPSI

- I. An Immediate Relative of Connected Persons;
- II. A holding company or associate company or subsidiary company;

- III. An intermediary as specified in section 12 of the SEBI Act or an employee or director thereof an investment company, trustee company, asset management company or an employee or director thereof;
- IV. An official of a stock exchange or of clearing house or corporation;
- V. 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;
- VI. 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;
- VII. An official or an employee of a self-regulatory organization recognised or authorized by the SEBI;
- VIII. A banker of the Company;
- IX. A concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of the Company or his Immediate Relative or banker of the Company, has more than 10% percent of the holding or interest.

**i. Director:**

Director means a director appointed from time to time on the Board of a Company.

**j. Executive Committee**

Executive Committee means a committee as defined by the Company from time to time.

**k. Group:**

Group here means Syngene International Limited, its holding, associate and subsidiary company.

**l. Immediate Relative:**

“Immediate Relative” of a person means a spouse, dependent or not, and includes parent, sibling and child of that person or his/her spouse, if they are either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

**m. Insider:**

An insider means any person who is:

- I. A Connected Person or
- II. In possession of or having access to Unpublished Price Sensitive Information (UPSI).

**n. Key Managerial Personnel**

“Key Managerial Personnel” in relation to a company, means-

- i. The Managing Director, the Chief Executive Officer or the Manager;
- ii. The Whole-time Director;
- iii. The Chief Financial Officer;

- iv. The Company Secretary;
- v. The Chief Operating Officer; and
- vi. Such other officer as may be prescribed under the Companies Act.

**o. Legitimate Purpose**

“Legitimate Purpose” shall include sharing of UPSI 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 this code of conduct.

**p. Officer**

“Officer” Includes any Director, Manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act.

**q. Opposite transaction**

Opposite transaction means transaction in the securities of the company (buying or selling of any number of shares) and vice-versa within a period of six months following the prior transaction.

**r. 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, which as follows:

“Securities” include—

- i. Shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body Corporate
  - a) derivatives;
  - b) security receipt as defined in clause (zg) of section 2 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002;
  - c) units or any other such instrument issued to the investors under any mutual fund scheme;
- ii. Government securities;
  - a) such other instruments as may be declared by the Central Government to be securities; and
- iii. rights or interest in securities;

**s. Support Staff**

Support staff means those staff who operate from the offices as defined in para 2g (xi) and (xii), and who by virtue of their location, may have access to UPSI. This may include but not restricted to secretarial staff or IT staff.

**t. Trading**

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

**u. Unpublished Price Sensitive Information (“UPSI”)**

Unpublished Price Sensitive Information (“UPSI”) 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 of the Company.

“Generally available” information means information that is accessible to the public on a non-discriminatory basis. Information published on the website of the Stock Exchange, would ordinarily considered as generally available.

UPSI includes, but not restricted to, information relating to the following:

- i. Standalone or consolidated financial results (quarterly, half-yearly and annually), financial conditions, projections or forecasts of the Company;
- ii. Dividends (both interim and final);
- iii. Change in capital structure not limited to following;
  - Issue of any class of securities.
  - Acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin off of setting divisions of the company etc.;
  - Change in market lot of the company's shares, sub-division of equity shares of the company;
  - Voluntary delisting by the company from the stock exchange(s);
  - Forfeiture of shares;
  - Any action which will result in alteration in the terms regarding redemption/cancellation/retirement in whole or in part of any securities issued by the company;
  - Information regarding opening, closing of status of ADR, GDR or any other class of securities to be issued abroad;
  - Cancellation of dividend/rights/bonus, etc.
- iv. Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- v. Changes in the Key Managerial Personnel;
- vi. Any other information identified either by the Board, Managing Director, Whole-time Director, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and Compliance Officer of the Company.



Words and expressions used and not defined in the Code of Conduct but defined in the Securities and Exchange Board of India Act, 1992, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

### 3. DUTIES OF THE COMPLIANCE OFFICER

The Compliance Officer shall be responsible for:

- a. Setting forth policies in relation to the implementation of the Code of Conduct and the Regulations in consultation with the Audit Committee and Board;
- b. Prescribing procedures for various activities referred to in the Code of Conduct and the Regulations;
- c. Closure of trading window as may be required and for such period to ensure compliances with the provisions of this Code of Conduct;
- d. Compliance with the policies and procedures referred here in above;
- e. Maintenance of records as required under this Code of Conduct;
- f. Monitoring adherence to the regulations for the preservation of UPSI;
- g. Grant of pre-clearance approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading;
- h. Monitoring of trade as required under this Code of Conduct;
- i. Report all details of trading in securities by the Designated Persons including any violations of the Code of Conduct to the Audit Committee and the Board on quarterly basis;
- j. Educate Individuals and make them aware of the duties and responsibilities attached to the receipt of UPSI and the liability in case of misuse or unwarranted use of UPSI;
- k. Implementation of Code of Conduct under the general supervision of the Audit Committee and the overall supervision of the Board of the Company.

The Compliance Officer shall also assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code of Conduct.

### 4. PROHIBITION ON COMMUNICATING OR PROCURING UPSI

An Insider shall not 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 hereinafter mentioned in the Code of Conduct;

No person shall procure from or cause the communication by an Insider of UPSI, relating to the Company or its securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;

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

- a. in furtherance of legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate confidentiality and non-disclosure agreements being executed; or
- b. in the event the Board of Directors direct or cause the public disclosure of UPSI in the best interest of the Company pursuant to appropriate confidentiality and non-disclosure agreements being executed; or
- c. 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.”

The Board of Directors have formulated the policy for determination of legitimate purposes in Para 17.1 of this Code of Conduct.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for the purpose of this Code of Conduct and provision of this code of conduct shall be applicable to such Insider. The Compliance officer shall give due notice to an Insider to maintain confidentiality of UPSI obtained.

The Board of Directors of the Company, shall ensure that a structured digital database is maintained containing the nature of UPSI 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 database 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.

The Board of Directors of the Company shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

## 5. PROHIBITION ON INSIDER TRADING

An Insider shall not, directly or indirectly, –

- (i) Trade in securities that are listed or proposed to be listed when in possession of UPSI;
- (ii) Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.

Provided that the Para 5 (i) shall not apply to:

- a) 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 this Code of Conduct and both parties had made a conscious and informed trade decision;
- b) transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;
- c) transaction is carried out in pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- d) the transaction undertaken is in pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations; and
- e) trades pursuant to a trading plan set up in accordance with this Code of Conduct;

The UPSI obtained for transactions undertaken in (a) & (b) above shall not be obtained under regulation 3(3) and such transactions shall be reportable by the Insiders to the Company within 2 working days.

## 6. PROCEDURE TO BRING ANY OTHER PERSON IN SENSITIVE TRANSACTIONS

The Company shall follow the below procedure to include any other person as an Insider while dealing in sensitive transactions or sharing of UPSI.

- The Managing Director, Whole-time Director, Chief Executive Officer or KMPs of the company, may involve any other person, based on the requirement, in sensitive transaction pursuant to a legitimate purpose.
- Such person(s) shall be considered as an Insider and give an undertaking to the Company for maintaining confidentiality and non-disclosure of UPSI obtained.
- The Compliance Officer shall make Insider aware of their duties and responsibilities attached to the receipt of UPSI and the liability in case of misuse or unwarranted use of UPSI.
- The provision of this code of conduct shall be applicable to such other person during their involvement in sensitive transaction.

## 7. TRADING WINDOW

- a) The trading window shall be closed for such period or as mentioned in para “c” below, when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI as defined in this Code of Conduct.
- b) Designated Persons and their immediate relatives shall not trade in the Company’s securities when the trading window is closed except exercise of Stock Options.
- c) The trading window shall generally be closed for all the Designated Persons and Insiders including specific set of insiders from the 1st day immediately following the relevant calendar quarter till the conclusion of 48 hours after disclosure of such quarterly/ annual financial results and for any other UPSI matters the trading window shall be closed for such period as may be determined by the Compliance Officer.
- d) The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.
- e) The Compliance Officer shall notify a ‘trading window’ during which the Designated Persons may trade in the Company’s securities after securing pre-clearance of trade from the Compliance Officer and subject to compliance with other provisions of this Code of Conduct.

## 8. PRE-CLEARANCE FOR TRADING

- a) Designated Persons shall trade in the securities of the Company only when the trading window is open, and after obtaining pre-clearance of trade from the Compliance Officer by submitting required application as per **Annexure 1**, if the trade value is Rs 10 lakhs or above in a financial year. Further the pre-clearance for trade shall not be applicable, if the cumulative trading whether in one transaction or a series of transactions in any financial year does not exceed Rs. 10 lakhs.
- b) Designated Persons shall compulsorily submit an undertaking that he or she is not in possession of any UPSI as per **Annexure 2**, irrespective of the trade value whether it exceeds Rs. 10 lakhs or not.
- c) Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- d) In case of trade by the Compliance Officer, the Compliance Officer shall obtain pre-clearance of trade from the Managing Director/Executive Director of the Company.
- e) Designated persons shall not apply for pre-clearance of any proposed trade if such designated person is in possession of UPSI even if the trade window is open.
- f) 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.
- g) 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 including the date of approval. Trading day here means those days when Stock exchanges are open.

- h) If the pre-cleared trade is not executed within seven trading days after the approval is given, the Designated Person compulsory secure again the pre-clearance of trade from the Compliance Officer after the expire of prior approval.
- i) The Compliance Officer shall issue pre-clearance of trade approval to the Designated Person within a reasonable time frame from the date of receipt of pre-clearance application.
- j) Designated Persons shall, within two trading 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 also be filed in the said form.
- k) Designated Persons shall, within two trading days of the execution of the trade, submit the details of trade to the Compliance Officer as per **Annexure 6**, if the cumulative trading whether in one transaction or a series of transactions in any calendar quarter exceeds Rs. 10 lakhs (Ten lakhs) market value. Calendar quarter here means a period of three month starting from January and so on.
- l) Designated Person who trades in securities without complying with the pre-clearance procedure as mentioned above and/or as described in this Code of Conduct 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 penal actions as mentioned in this Code of Conduct.

## 9. ADDITIONAL TRADING RESTRICTIONS ON DESIGNATED PERSONS

- a) No Director, Key Managerial Personnel, Designated Persons shall enter into derivative transactions in respect of the securities of the Company, unless permitted by law.
- b) No Director, Key Managerial Personnel, Designated Persons shall enter into intra-day transactions in respect of the securities of the Company.
- c) All Designated Persons who trade in the securities of the company shall not enter into an opposite transaction (i.e. buying and selling any number of shares) and vice-versa during the next six months following the prior transaction. In case of any opposite transaction be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Education Protection Fund administered by SEBI. However, the Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided such violations does not violate these regulations.
- d) The restriction of opposite transaction shall not apply in case of exercise of Stock Options from the Company and sale thereof.

## 10. TRADING PLAN

- a) An Insider 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 its approval and public disclosure pursuant to which trades may be carried out in his behalf in accordance with such plan.
- b) Trading Plan shall:
  - i. Not entail commencement of trading on behalf of the insider earlier than 6 months from the public disclosure of the plan.
  - ii. Entail trading for a period of 12 month.
  - iii. Not entail overlap of any period for which another trading plan is already in place.
  - iv. Not entail trading from the 1st day immediately following the relevant calendar quarter till the second trading day after disclosure of such quarterly/ annual financial results.
  - v. Not entail trading during the period between 20 trading days before the last day of any financial period for which results are required to be announced and two days after the disclosures of such results (this period will also include window closure period);
  - vi. Set out the values 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.
  - vii. Not entail trading in securities for market abuse.
- c) The Compliance Officer shall review the plan, seek additional clarifications or undertakings, if required, to approve and monitor the implementation of the plan.
- d) The Compliance Officer shall intimate the stock exchanges upon approval of the plan.
- e) Implementation of the trading plan shall not be commenced, if any UPSI in possession of the insider at the time of formulating the plan has not become generally available at the time of implementation of the plan. In such case the commencement ought to be deferred until such UPSI becomes generally available.
- f) 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 out the scope of the plan.
- g) Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- h) Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

## 11. ESTABLISHMENT AND REVIEW MECHANISM FOR PREVENTION OF INSIDER TRADING

- a) The Chief Executive Officer, Managing Director or KMPs of the company, shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in this code of conduct to prevent insider trading.

“Internal Controls” shall include the following:

- all employees who have access to UPSI are identified as designated employee;
  - all the UPSI shall be identified, and its confidentiality shall be maintained;
  - adequate restrictions shall be placed on communication or procurement of UPSI;
  - lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed, or notice shall be served to all such employees and persons;
  - all other relevant requirements specified under these regulations shall be complied;
  - periodic process review to evaluate effectiveness of such internal controls.
- b) The Audit Committee shall review the compliance with the provisions of this code of conduct on a quarterly basis and shall verify that the systems for internal control are adequate and are operating effectively.
- c) The policies and procedures to initiate appropriate inquiry in case of leak of UPSI or suspected leak of UPSI forms part of this Code of Conduct in Para 17.2.
- d) The SEBI or any other appropriate regulatory authority would be informed promptly for leak of UPSI or suspected leak of UPSI including inquiry (ies) conducted and results thereof.
- e) The Company shall make aware its employees about the policy for leak of UPSI or suspected leak of UPSI, to enable them to report instances of leak of UPSI.

## 12. DISCLOSURE REQUIREMENTS

The disclosures of trading in securities including derivatives to be made by any person under this code of conduct shall also include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

All designated persons shall be required to disclose name and PAN (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:

- Immediate relatives;
- Persons with whom such designated person(s) shares a material financial relationship;
- Phone, mobile, and cell numbers which are used by them;
- Name of educational institutions from which designated persons have graduated (onetime disclosure);
- Names of the past employers (onetime disclosure).

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.

Type of Disclosure	What	By whom	To whom	Time period	Format
Initial Disclosures	Holding of securities of the company as on date of the Regulations taking effect	Promoter, KMP or Director of the company	Company	Within 30 days of the Regulation taking effect.	<b>FORM A</b> set out in Annexure 4
	Holding of securities of the company as on date of appointment.	KMP or Director or upon becoming Promoter	Company	Within 7 days of such appointment	<b>FORM B</b> set out in Annexure 5
Continual Disclosures	Value of securities traded, in aggregate, IN A <i>Calendar Quarter</i> , exceeds traded value of Rs. 10 Lac	Promoter or Director or Designated Persons	Company	Within 2 trading days of such transaction	<b>FORM C</b> set out in Annexure 6
	On receipt of such disclosure or on becoming aware of such information	Company	Stock Exchange	Within 2 trading days of receipt of disclosure	
Disclosure by other Connected Person	As required by the company – <i>(to disclose the holding and trading's at such frequency)</i>	Connected Person	Company	As specified by the Company	<b>FORM D</b> set out in Annexure 7
Annual Disclosure	Holding of securities of the Company	by Designated Persons	Company	as at beginning of the Financial year	<b>FORM E</b> set out in Annexure 8

### 13. PENAL PROVISIONS

- a) Any Director, Officer or Designated Person of the Company who violates this Code of Conduct may be subject to disciplinary action by the Executive Committee (EC) of the Company which may include the following:
- First violation - Warning letter.
  - Second violation - Warning letter plus monetary penalty as may be determined.
  - On any subsequent violations, such disciplinary action which may not be limited to reducing annual rating, holding up promotion for that year, non-eligibility for variable pay/bonus for that year, ineligibility for future participation in the Company's stock option, wage/salary freeze, recovery, claw back, suspension or dismissal as per Company policy.



However, Executive Committee is permitted to levy any disciplinary action including monetary penalty depending upon seriousness of the violation even though it's a first instance of violation by the Designated Person.

- b) Any penalty collected for violation of this code shall be remitted to Investor Protection and Education Fund (IPEF) administered by the SEBI in accordance with the regulatory requirements through online mode or by way of a demand draft (DD) in favour of the Board (i.e. SEBI – IPEF) payable at Mumbai.
- c) The stock exchange(s) where the securities of the Company are traded or any other appropriate regulatory authority as may be specified, would also be informed of the violation of this Code of Conduct in such form and manner as specified by the SEBI as **Annexure 9**. The action by the Company shall not prevent the stock exchanges or regulators from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015.
- d) The Audit Committee or Board on reporting of the violation under the Code may levy additional disciplinary action as they deemed fit, considering seriousness of the violation.
- e) An Insider who acts in contravention of this Code of Conduct shall be liable to have his services or relationship terminated with the Company.
- f) The action by the Company shall not prevent SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015.
- g) The SEBI or any other appropriate regulatory authority would also be informed promptly for any violation of this Code of Conduct so that appropriate action may be taken by them.

## 13A. PROTECTION TO EMPLOYEES\*:

“Any employee who voluntarily submits to the SEBI information under Regulation 7B or acts in the manner as specified under Regulation 7I of the SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, shall be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination by the Company.”

For the above purpose, “employee” means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, regular or contractual employee, and any other person as stated in Regulation 7I.

(\*w.e.f., December 25, 2019)

## 14. MISCELLANEOUS

- a) The Board of Directors, Compliance Officer and any other person authorised by the Board shall be empowered to do necessary modification in the Code of Conduct to meet the legal requirements notified by the regulator and such change shall be effective from such date that the Board/authorised person may notify in this behalf.
- b) The Compliance Officer shall maintain (a) updated list of Designated Persons, (b) records of disclosures and pre-clearance applications and undertakings for a period of five years.
- c) The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve compliance with this Code of Conduct. In case such persons observe that there has been a violation of the Code of Conduct, then they shall inform the Board of Directors of the Company promptly.
- d) The Company has adopted the amended 'Code for Corporate Disclosure Practices' available at [www.syngeneintl.com](http://www.syngeneintl.com) to regulate the Company's practices and procedures for fair disclosure of UPSI.
- e) It is the responsibility of the Designated persons/Connected Persons/Insiders to ensure compliance with the Code of Conduct. In case of any doubt a written correspondence should be done with the Compliance Officer and no action should be taken till the doubt is clarified in writing.
- f) In any circumstance, where the terms of this Code of Conduct differ from any existing laws, rules and regulations in force, the laws, rules, regulations shall take precedence over this Code of Conduct.

## 15. CONTACT DETAILS OF THE COMPLIANCE OFFICER

### **Company Secretary & Compliance Officer**

Syngene International Limited

Biocon SEZ Park, Plot No 2 & 3, Bommasandra Industrial Area,

VI Phase, Jigani Link Road, Bengaluru – 560 099,

Karnataka, India. Tel: (Direct) + 91 (080) 6775 8781/82/83

## 16. VERSION HISTORY

- Insider Trading Code was approved and adopted by the Board on July 22, 2015;
- First amendment on January 24, 2017, and effective from February 1, 2017;
- Second amendment on January 23, 2018, and effective from February 1, 2018;
- Third amendment on March 20, 2019, and effective from April 1, 2019.
- Fourth amendment on October 22, 2019, and effective from December 25, 2019.
- Fifth amendment effective from July 21, 2020.

## 17. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UPSI

### A. POLICY

SEBI (Prohibition of Insider Trading) Regulations, 2015, (“SEBI PIT Regulations”) requires the Company shall formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information (UPSI) that it would follow in order to adhere to each of the principles set out in Schedule A to the SEBI PIT Regulations.

As per the Regulations, the Company is required to promptly disclose UPSI as soon as credible and concrete information about it comes into being.

### B. OVERSEEING AND CO-ORDINATING DISCLOSURE:

The Board of the Company shall designate a senior officer as a Chief Investor Relations Officer (“CIRO”) who would be responsible to ensure timely, adequate, uniform and universal dissemination of information and disclosure of UPSI to analysts, shareholders and media pursuant to this Code of Conduct and to avoid selective disclosure.

The CIRO here means Head of Investors Relations and in his/her absence Chief Executive Officer/ Chief Financial Officer who shall coordinate with the Compliance Officer for dissemination of UPSI.

The CIRO shall ensure that information shared with analysts and research personnel is not UPSI. The CIRO shall be responsible for overseeing and coordinating disclosure of UPSI to analysts, shareholders and media, and educating employees on disclosure policies and procedures in consultation with Compliance Officer.

### C. DISCLOSURE POLICY

To ensure timely and adequate disclosure of price sensitive information and to effectively prevent insider trading in shares of the Company, the following norms shall be observed by the Company.

- The Company shall disseminate all credible and concrete UPSI on a continuous and in a timely manner to stock exchanges where its securities are listed in accordance with the requirements of applicable law and thereafter/ simultaneously to the press or other modes of public disclosure.
- As a good corporate governance practice, the UPSI disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company’s web-site and/or other modes of public disclosure so as to improve investor access to the same.
- The CIRO, shall mark a copy of the communication/press release to Head – Corporate Communication team, Syngene International Limited, simultaneously for uploading on the Company’s website, as required under Listing Regulation.

- Use of social media platforms to disclose material non-public information is considered selective disclosure and would violate this policy.
- The Company will also promptly intimate any amendment to this Code of Corporate Disclosure Practices to the Stock Exchanges, as required under the Regulations.

#### **D. RESPONDING TO MARKET RUMOURS**

- The Company's general policy is not to comment on any market rumours.
- In case there is any query or request for verification/clarification of market rumours by the stock exchanges, the Company Secretary shall carry out preliminary inquiry/investigation in to the rumour, actual/potential effect on movement of prices of the securities and other related factors. An internal report will be prepared on the basis of the above and forwarded to the Chairman and Managing Director, CEO, CFO and CIRO for deciding the response in the form of clarification, denial or rebuttal to be given to the stock exchange. If necessary, appropriate press release may also be given for information of the general investors.

#### **E. DISCLOSURE/ DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, INSTITUTIONAL INVESTORS**

The Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:-

- **Only Public information to be provided:** The Company shall provide only public information to the analyst/ research persons/ large investors (like institutions). Alternatively, the information given to the analyst should be simultaneously made public at the earliest.
- **Recording of discussion:** In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives, including the CIRO, be present at meetings with analysts, brokers or Institutional Investors and discussion should preferably be recorded.
- **Handling of unanticipated questions:** The Company shall be careful when dealing with analysts and responding to questions that raise issues outside the intended scope of discussion. The CIRO, should tackle the unanticipated questions carefully. The unanticipated questions may be noted, and a considered response be given later in consultation with the Managing Director/ Chief Executive Officer/ Chief Operating Officer /Chief Financial Officer. If the response includes price sensitive information, a public announcement should be made before responding.
- **Simultaneous release of information:** When the Company organises meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live webcasting of analyst meets.

#### **F. LEGITIMATE PURPOSE**

The unpublished price sensitive information can be shared as an exception by an insider for legitimate purposes as per its "Policy for Determination of Legitimate Purposes" (Para 17.1), provided it is not shared to evade or circumvent the prohibition under this Regulation.

#### **G. LEAK/SUSPECTED LEAK OF UPSI**

The Board of Directors has formulated written policy for initiating appropriate inquiries upon becoming aware of a leak or suspected leak of UPSI (Para 17.2).

#### **H. VIOLATION OF THIS POLICY**

Any violation of this policy by any insider or designated persons of the Company or any of its subsidiaries shall be brought to the attention of the Chief Executive Officer, Chief Financial Officer, Compliance Officer and the Audit Committee or Board of Directors may constitute grounds for punitive action including termination of service.

#### **I. VERSION HISTORY**

- The code was approved and adopted by the Board on July 22, 2015;
- First amendment on March 20, 2019, and effective from April 1, 2019.

### **17.1 POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**

#### **1. PREFACE**

This Policy is an integral part of "Codes of Practices and Procedures for Fair Disclosure of UPSI" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015 and will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy". This Policy is being prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

#### **2. OBJECTIVE**

The objective of this policy is to identify legitimate purposes for performance of duties or discharge of legal obligations, that can be considered as an exception for procuring or communicating UPSI which is likely to materially affect the price of the securities of the Company.

#### **3. LEGITIMATE PURPOSES**

"Legitimate Purposes" shall mean sharing of UPSI in the ordinary course of business by an Insiders with the following persons mentioned below, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

- a. Auditors (Statutory, Internal, Secretarial, and any other auditors as applicable)
- b. Staff members of the audit firm/team conducting the audit
- c. Collaborators
- d. Lenders
- e. Customers
- f. Suppliers
- g. Bankers/Merchant Bankers
- h. Legal Advisors
- i. Insolvency Professionals
- j. Consultants
- k. Any other advisors/consultants/partners
- l. Any other person with whom UPSI is shared

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

The Board of Directors shall require the parties to execute confidentiality and non-disclosure agreements on the part of such parties and such parties shall keep information so received confidential and shall not otherwise trade in securities of the company when in possession of UPSI.

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an insider for purpose of these regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI.

The provision of this Code of Conduct shall be applicable to the above said insider, who has obtained UPSI in pursuance of performance of his duties or discharging legal obligation.

UPSI as defined in this Code of Conduct shall be handled within the Company on a need-to-know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function.

#### **5. MAINTENANCE OF DIGITAL DATABASE**

The Board of Directors of the Company, shall ensure that a structured digital database is maintained containing the nature of UPSI 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 database 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.

The Board of Directors of the Company shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of

receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

## **6. AMENDMENT**

The Board of Directors or any person authorised by the Board shall be empowered to do necessary modifications in the policy to meet the legal requirements notified by the regulator from time to time and such changes shall be effective from the date that the Board may notify in this regard.

In any circumstance, where the terms of this policy differ from any existing law, rule, regulation etc. for the period it is in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy, and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required, under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and/or any amendment thereto.

## **7. VERSION HISTORY**

This Policy is approved and adopted by the Board on March 20, 2019, and effective from April 1, 2019. This policy has been amended w.e.f., July 21, 2020.

## **17.2 POLICY AND PROCEDURE OF INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI**

### **1. PREFACE**

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, has mandated every listed company to formulate written policies and procedures for conducting inquiry in case of leak of UPSI or suspected leak of UPSI and accordingly initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform the Board i.e. Securities and Exchange Board of India ("SEBI") promptly of such leaks, inquiries and results of such inquiries.

### **2. PURPOSE**

- a. To strengthen the internal control systems to prevent leak of UPSI.
- b. To prohibit the sharing of UPSI, with any un-authorized persons, which can affect the market price of the securities of the Company and/or causes loss of reputation and investors' / financiers' confidence in the company.
- c. To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same promptly to SEBI.
- d. To penalize Insider, who is found guilty of violation of this policy.

### **3. APPLICABILITY**

The Code is applicable to an Insider as defined in the Code of Conduct.

#### **4. CONSTITUTION OF INVESTIGATING COMMITTEE**

The Integrity Committee constituted under the Whistle Blower Code will act as an Investigating Committee under this Policy. However, Executive Committee of the Company may also constitute a separate committee for investigation, if required.

“Executive Committee” means a committee as defined by the Company from time to time.

#### **5. DUTIES OF THE COMMITTEE:**

The Committee shall be responsible-:

- a. To conduct a preliminary investigation to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- b. To authorize any person, including any external agency, to collect necessary support material;
- c. To decide and recommend disciplinary action to the Executive Committee for its approval.

#### **6. PROCESS OF INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI**

On becoming aware of suo-moto or otherwise, of actual or suspected leak of UPSI of the Company by any Insider or any other known or unknown person, the Compliance Officer, in consultation with the Executive Committee of the Company, shall refer the matter to the Integrity Committee who shall follow the below mentioned procedure in order to investigate the matter.

##### **a. Preliminary Inquiry**

Preliminary Inquiry is a fact-finding exercise. The object of preliminary inquiry is 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 embark on any disciplinary action. The Integrity Committee shall appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an inquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

##### **b. Report of Preliminary Inquiry**

The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI must submit his/her report to the Integrity Committee within reasonable timeframe from the date of appointment. The Integrity Committee shall promptly review and submit its final report, along with recommendations, on the concerned matter to the Executive Committee for its approval.

##### **c. Disciplinary Action:**

Any Insider, Designated Person or any other known or unknown person of the Company, who violates this policy, may be subject to disciplinary action by the Executive Committee (EC) of the Company based on the recommendations of the Integrity Committee.

The disciplinary action(s) may include, wage freeze, suspension, recovery, claw back, termination of employment/contract/agreement etc., as may be decided by the Executive Committee.



## **7. REPORTING**

- a. The Executive Committee shall report on a quarterly basis of any violation under this policy to the Audit Committee or Board of the Company and actions taken thereon.
- b. The Audit Committee or Board, on reporting of the violation under the policy, may levy additional disciplinary action as they deem fit.
- c. 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.
- d. The SEBI or any other appropriate regulatory authority would also be informed promptly so that appropriate action may be taken by them.

## **8. AMENDMENT**

The Board of Directors or any person authorised by the Board shall be empowered to do necessary modifications in the policy to meet the legal requirements notified by the regulator from time to time and such change shall be effective from such date that the Board may notify in this regard.

In any circumstance, where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and/or any amendment thereto.

## **9. VERSION HISTORY**

This Policy is approved and adopted by the Board on March 20, 2019, and effective from April 1, 2019.

## 18. APPENDIX

### AN EXTRACT OF SECTIONS 15G AND 24 OF THE SEBI ACT, 1992

#### 15G. PENALTY FOR INSIDER TRADING

If any insider who:-

- 1) either on his own behalf or on behalf of any other person, deals in securities of a body corporate listed on any stock exchange on the basis of any unpublished price-sensitive information; or
- 2) communicates any unpublished price-sensitive information to any person, except as required in the ordinary course of business or under any law; or
- 3) counsels, or procures for any other person to deal in any securities of any body corporate on the basis of unpublished price-sensitive information,

shall be liable to a penalty which shall not be less than **Rs 10 lakh but which may extend to Rs 25 crore or 3 times the amount** of profits made out of insider trading, whichever is higher.

#### 24. OFFENCES

- 1) Without prejudice to any award of penalty by the adjudicating officer under this Act, if any person contravenes or attempts to contravene or abets the contravention of the provisions of this Act or of any rules or regulations made thereunder, he shall be punishable with imprisonment for a term which may extend to ten years, or with fine, which may extend to Rs 25 crore or with both.
- 2) If any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to Rs 25 crore or with both.

## 19. ANNEXURES

The Designated Person shall made disclosures in below format(s), as applicable.

**Annexure 1**

**APPLICATION FOR PRE-TRADING APPROVAL**

To,  
The Compliance Officer,  
Syngene International 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 & If applicable Name of the relative	
2.	Employee Code/ID	
3.	Designation	
4.	Number of securities held as on date	
5.	Folio No. / DP ID / Client ID No.	
6.	The proposal is for	(a)Purchase of securities (b) Subscription to securities (c) Sale of securities
7.	Proposed date of trading in securities	
8.	Estimated number of securities proposed to be purchased/subscribed/sold	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market trade	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

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

Date :

Name:

Place:

Designation:

**Annexure-2**

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

To,  
The Compliance Officer,  
Syngene International Limited

I, \_\_\_\_\_(name), \_\_\_\_\_(designation) of the Company residing at \_\_\_\_\_, am desirous of trading in \_\_\_\_\_(numbers) 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 Code of Conduct as notified by the Company from time to time.

In the event of this transaction being in violation of the Code of Conduct 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 Protection and Education 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:

Designation:

Date :

Place:

**Annexure-3  
DISCLOSURE OF TRANSACTIONS**

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

To,  
The Compliance Officer,  
Syngene International Limited

I hereby inform that I

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

(Strike out whichever is not applicable)

Name of holder	No. of securities traded	Bought / sold / subscribed	DP ID/Client ID/Folio No.	Price (Rs.)

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

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

Name:

Designation:

Date :

Place:

## Annexure-4

### Form A

#### Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

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

To,

The Compliance Officer,  
Syngene International Limited (ISIN: INE398R01022)

Details of Securities held by Promoter, Key Managerial Personnel, Director and other such persons as mentioned in Regulation 6(2) of SEBI Regulations.

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 force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of Units contracts * lot size)	Notional value in Rupee terms

Signature:

Date:

Designation:

Place:

## Annexure-5

### Form B

#### Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

#### [Regulation 7 (1) (b) read with Regulation 6(2)]

To,  
The Compliance Officer,  
Syngene International Limited (ISIN: INE398R01022)

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

Name, PAN No. CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate Relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts* lot size)	Notional value in Rupee terms

Signature:

Designation:

Date:

Place:



**Annexure-6  
FORM C**

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

To,  
The Compliance Officer,  
Syngene International Limited (ISIN: INE398R01022)  
Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2) .

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters / KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of Intimation to company	Mode of acquisition (market purchase/public rights/preferential offer / off market / Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed		
		Type of security (For eg. –Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge /Revoked/Invoke)	Type of security (For eg. – Shares, Warrants, Convertible/Debentures etc.)	No. and % of share holding	From	To			Type of Contract	Contract Specification	Buy			Sell	
																Value	Number of units (contracts * lot size)		Value	Number of units (contracts * lot size)

Signature:

Date:

Designation:

Place:



**Annexure 7  
FORM D**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
Regulation 7(3) – Transactions by other connected persons as identified by the company**

To,

The Compliance Officer,  
Syngene International Limited (ISIN: INE398R01022)

Name, PAN No., CIN/DIN, & address of connected persons, as identified by the company with contact nos.	Connection with the company	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	Buy				Sell					
								Value	Number of units (contracts* lot size)			Value	Number of units (contracts*lot Size)				

Signature:

Date:

Designation:

Place:

**Annexure-8**

**FORM-E**

**Part-A**

To

The Compliance Officer  
 Syngene International Limited,  
 Secretarial Department Biocon SEZ Park,  
 Bommasandra Industrial Area,  
 Jigani Link Road, Bengaluru – 560 099,  
 Karnataka, India.

**Reg: Annual Disclosure of shareholdings in terms of the Code of Conduct for Prevention of Insider Trading by Designated Persons.**

Following are the details of shares held by me,.....(Name)  
 ....., (Designation and Department), and my  
 immediate relatives (as defined in the Code).

Name	Relationship	PAN	No. of Shares held Company	Details such as Folio/DP ID/Client ID
<b>*Immediate Relatives:</b>				
1.				
2.				
3.				

Signature:

Place:

Date:

*\*Immediate Relative” of a person means a spouse, dependent or independent, and includes parent, sibling and child of that person or his/her spouse, if they are either dependent financially on such person or consult such person in taking decisions relating to trading insecurities.*

**Part-B**

**Disclosure by Designated Person**

Particulars	Details
Name of educational institutions from which you have graduated. <b>(One time)</b>	1. 2.
Name(s) of the past employer(s), if any <b>(One time)</b>	1. 2.
Person(s) with whom you shares a material financial relationship*, if any.	
Telephone/Mobile Number (Self)	

Signature:

Place:

Date:

*\*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.*

**Annexure 9**

**Report format by Syngene International Limited for violations related to Code of Conduct under SEBI  
(Prohibition of Insider Trading) Regulations, 2015.**

Sr. No.	Particulars	Details
1	Name of the listed company/ Intermediary/ Fiduciary	
2	Please tick appropriate checkbox Reporting in capacity of: <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3	<p><b>A. Name of the Designated Person (DP)</b></p> <p>a. Name of the DP ii. PAN of the DP iii. Designation of DP iv. Functional Role of DP v. Whether DP is Promoter or belongs to Promoter Group</p> <p><b>B. If Reporting is for immediate relative of DP</b></p> <p>i. Name of the immediate relative of DP ii. PAN of the immediate relative of DP</p> <p><b>C. Details of transaction(s)</b></p> <p>i. Name of the scrip ii. No of shares traded and value (Rs.) (Date-wise)</p> <p><b>D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter</b></p> <p>i. Date of intimation of trade(s) by concerned DP/ director/ promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015 ii. Date of intimation of trade(s) by Company to stock exchanges under</p>	

	regulation 7 of SEBI (PIT) Regulations, 2015																							
4	Details of violations observed under Code of Conduct																							
5	Action taken by Listed Company/ Intermediary/ Fiduciary																							
6	Reasons recorded in writing for taking action stated above																							
7	Details of the previous instances of violations, if any, since last financial year																							
8	<p>If any amount collected for Code of Conduct violation(s)</p> <p>i. Mode of transfer to SEBI - IPEF (Online/ Demand Draft)</p> <p>ii. Details of transfer/payment</p> <p>In case of Online:</p> <table border="1" data-bbox="873 804 1406 1188"> <thead> <tr> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>Name of the transferor</td> <td></td> </tr> <tr> <td>Bank Name, branch and Account number</td> <td></td> </tr> <tr> <td>UTR/Transaction reference Number</td> <td></td> </tr> <tr> <td>Transaction date</td> <td></td> </tr> <tr> <td>Transaction Amount (in Rs.)</td> <td></td> </tr> </tbody> </table> <p>In case of Demand Draft (DD):</p> <table border="1" data-bbox="873 1232 1406 1451"> <thead> <tr> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>Bank Name and branch</td> <td></td> </tr> <tr> <td>DD Number</td> <td></td> </tr> <tr> <td>DD date</td> <td></td> </tr> <tr> <td>DD amount (in Rs.)</td> <td></td> </tr> </tbody> </table>	Particulars	Details	Name of the transferor		Bank Name, branch and Account number		UTR/Transaction reference Number		Transaction date		Transaction Amount (in Rs.)		Particulars	Details	Bank Name and branch		DD Number		DD date		DD amount (in Rs.)		
Particulars	Details																							
Name of the transferor																								
Bank Name, branch and Account number																								
UTR/Transaction reference Number																								
Transaction date																								
Transaction Amount (in Rs.)																								
Particulars	Details																							
Bank Name and branch																								
DD Number																								
DD date																								
DD amount (in Rs.)																								
8	Any other relevant information																							

Yours faithfully,

**For Syngene International Limited**

**Name and Signature of Compliance Officer**

**PAN:**

**Email Id:**

**Date:**

**Place:**