

BRAWN BIOTECH LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulation, Monitoring and Prevention of Insider Trading (Code of Conduct)



CONTENTS

CLAUSE	HEADING	PAGE
A	CODE OF CONDUCT	3
1	DEFINITIONS	4
2	COMPLIANCE OFFICER	7
	<i>Duties of a Compliance Officer</i>	
3	PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION	7
	<i>Prohibition on communication of Unpublished Price Sensitive Information</i>	
	<i>Need to Know Basis</i>	
	<i>Limited access to confidential information</i>	
	<i>Adherence to confidentiality policy</i>	
	<i>Permitted Disclosures/Communications</i>	
4	PROHIBITION ON TRADING OF SECURITIES	9
	<i>Prohibition on Trading in Securities of the Company</i>	
	<i>Trading pursuant to a Trading Plan</i>	
5	RESTRICTION ON TRADING OF SECURITIES	10
	<i>Trading window</i>	
	<i>Pre-clearance of trade</i>	
	<i>Other restrictions</i>	
6	REPORTING REQUIREMENTS	12
	<i>Initial disclosures</i>	
	<i>Continuous Disclosure</i>	
7	PENALTY FOR CONTRAVENTION OF THE CODE	13
8	PROCESS ON HOW AND WHEN PEOPLE ARE BROUGHT INSIDE SENSITIVE TRANSACTION	13
B	Code Of Practices And Procedures For Fair Disclosure Of Unpublished Price Sensitive Information	14
C	Clarification	16
ANNEXURE I	Pre clearance application form	22
	Declaration and undertaking	24
	Pre clearance approval letter	25
ANNEXURE II	Format of disclosure of trades executed under pre clearance approval	26
ANNEXURE III	Form A- Initial Disclosure	28
ANNEXURE IV	Form B - Initial Disclosure	29
ANNEXURE V	Form C - Continual Disclosure	30
ANNEXURE VI	Form D - Annual Statement	32
ANNEXURE VII	Form E - Initial Disclosure for information	34
ANNEXURE VIII	Form F - Annual Disclosure of Information	36



BRAWN BIOTECH LIMITED
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulation, Monitoring and Prevention of Insider Trading
[In terms of Regulation 8(1) and 9(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

ABBREVIATIONS

The abbreviated word as used in this document shall mean as follows:

Board	Board of Directors of Brawn Biotech Limited
Company	Brawn Biotech Limited
CA 2013	Companies Act, 2013
Code	Code of Fair Disclosure and Conduct for Regulation, Monitoring and Prevention of Insider Trading as amended from time to time by the Board
Director	Director as per the Companies Act, 2013, as amended from time to time
SEBI	Securities and Exchange Board of India
UPSI	Unpublished Price Sensitive Information

RATIONALE

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, has been notified and published in the official gazette on January 15, 2015 (hereinafter referred to as the '**Regulations**').

SEBI has on December 31, 2018 and January 21, 2019 amended the Regulations and introduced SEBI (Prohibition of Insider Trading) Regulations, 2018 and SEBI (Prohibitions of Insider Trading) Regulations, 2019 respectively (together referred to as Amendment Regulations)

Any reference to Regulations in the documents shall mean inclusive of the amendments brought in by the Amendment Regulations.

Regulation 8 (1) of the Regulations require every company whose securities are listed on stock exchanges to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. Further Regulation 9 (1) requires every company whose securities are listed on stock exchanges to mandatorily frame a code of conduct to regulate, monitor and report trading by its designated persons and their immediate relatives towards achieving compliance with the Regulation.



In the light of the aforesaid provisions, the Board at their meeting adopted this "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulation, Monitoring and Prevention of Insider Trading" ("Code").

This Code shall come into force from April 25, 2019 including such amendments/modifications to the Code as may be approved by the Board from time to time.

APPLICABILITY

A. CODE OF CONDUCT

This Code shall be applicable to the Designated Persons and their immediate relatives. Disclosure requirements specified under this Code shall only be applicable to Designated Persons unless specified otherwise.

1. DEFINITIONS

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

1.2 "Compliance Officer" shall mean Company Secretary of the Company, acting as a compliance officer and chief investor relations officer or such other person(s) as may be appointed by the Board from time to time in terms of this Code, possessing such qualifications as specified in the Regulations, including being financially literate.

[Financially literate shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows

1.3 "Connected Persons" 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 above, following persons shall be the deemed Connected Persons unless the contrary is established,
 - (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or



- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- (i) banker of the Company; or
- (j) 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 ten per cent, of the holding or interest;

1.4 "Designated Person(s)" means and include:

- (i) Promoters and members of the promoter group;
- (ii) All Directors;
- (iii) All Key Managerial Personnel (KMPs);
- (iii) All employees posted at the Corporate Office in the Legal and Secretarial and Finance Department;
- (iv) All Employees posted at the Factory of the Company, from the level of Assistant Manager; and
- (v) (a) all direct reportees to Directors and Compliance Officers, (b) all reportees to the direct reportees as specified in (a) above if posted at the Corporate Office/ Factory of the Company; and
- (vi) Associates working in the Legal and Secretarial and Finance Department, but not on the payroll of the Company;
- (vii) Employees upto two level below Managing Director (being the highest position in the Company), if not already covered above;
- (viii) Immediate Relatives of the persons as specified in (i) to (vi) above.
- (ix) any other Employee(s)/person(s) as may be determined and informed by the Compliance Officer from time to time.

1.5 "Employee" means every employee of the Company whether permanent or contractual basis including the Directors in the employment of the Company;

1.6 "Fiduciary" means professional firms such as Auditors, Accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc. assisting or advising the Company

1.7 "Immediate Relative" means 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;

1.8 "Intermediary" shall have the same meaning as specified in section 12 of the SEBI Act, 1992;

1.9 "Insider" means any person who is:

- i) Designated Person; or
- ii) Connected Person; or



- iii) any person in possession of or having access to UPSI; or
- iv) any person with whom an UPSI has been shared pursuant to a "legitimate purpose"
- 1.10 **"Key Managerial Personnel"** ("KMPs") means a person as defined in section 2(51) of the Companies Act, 2013
- 1.11 **"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
- 1.12 **"Promoter"** shall have meaning assigned to it under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof
- 1.13 **"Promoter Group"** shall have meaning assigned to it under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof
- 1.14 **"Need to Know"** basis means the information which is considered material and price sensitive should be disclosed only to those employees within the Company who need such information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- 1.15 **"Securities"** shall have meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 (42 of 1956) or any modification thereof except units of mutual funds
- 1.16 **"Takeover Regulations"** means the Securities Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.17 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company, and "trade" shall be construed accordingly.
- 1.18 **"Trading Window"** means a period for trading in the Company's Securities as specified by the Company from time to time. All days shall be the trading period except those days specified in Clause 5.3 hereunder.
- 1.19 **"Unpublished Price Sensitive Information"** shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and, ordinarily including but not restricted to, information relating to the following:
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions;



- (v) changes in key managerial personnel;
- (vi) Change in the nature of business;
- (vii) Disruption of operations due to natural calamity
- (viii) Commencement of Commercial Production/Commercial Operation
- (ix) Developments with respect to pricing/realisation arising out of change in the regulatory framework
- (x) Litigation/dispute with a material impact
- (xi) Revision in Ratings
- (xii) Issue of any class of securities;
- (xiii) Acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin off or selling divisions of the company, etc.
- (xiv) Change in market lot of the company's shares, sub-division of equity shares of company.
- (xv) Voluntary delisting by the company from the stock exchange(s);
- (xvi) Forfeiture of shares.
- (xvii) 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.
- (xviii) Information regarding opening, closing of status of ADR, GDR, or any other class of securities to be issued abroad.
- (xix) Cancellation of dividend/rights/bonus, etc.;
- (xx) Any such event as may be identified by the Compliance officer

1.20 Words and expressions used in this Code and not defined shall have the meanings respectively assigned to them in the Regulations.

2. COMPLIANCE OFFICER

2.1 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

2.2 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

3. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

3.1 *Prohibition on communication of Unpublished Price Sensitive Information.*

No Insider shall directly or indirectly disclose, communicate (or cause the disclosure/communication), provide, or allow access, counsel to anyone or procure, directly or indirectly any Unpublished Price Sensitive Information except in accordance with Clause 3.2 of this Code.

3.2 *Need to Know Basis*

Unpublished Price Sensitive Information is to be handled on a Need to Know basis. Access to material, non-public information about the Company including information with respect to the business, earnings or prospects, should be limited to the senior management of the Company (manager and above level) on a Need to Know Basis.



Such information may be disclosed only to persons within the Company who need the information to perform their duties and/or discharge their legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. In no circumstance such information shall be disclosed/communicated to any person outside the Company except in accordance with Clause 3.5.

3.3 *Limited access to confidential information*

Files containing confidential information shall be kept secure. Computer files should have adequate security of login and password etc.

Review of confidential documents in public places should not be conducted so as to prevent access by unauthorized person.

Access to areas likely to contain confidential documents or material, non-public information shall be restricted.

Unpublished Price Sensitive Information between two departments may be exchanged only on a Need to Know Basis.

The Board may, if required issue such norms for appropriate Chinese Walls procedures and processes in the Company, as they deem fit from time to time.

3.4 *Adherence to confidentiality policy*

While communicating any confidential and/or Unpublished Price Sensitive Information, if required all the Employees must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

3.5 *Permitted Disclosures/Communications*

Unpublished Price Sensitive Information may be disclosed, communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- (i) an obligation to make an open offer under the Takeover Regulations where the Board is of informed opinion that the proposed transaction is in the best interests of the Company; or
- (ii) not attracting the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board may determine.

Provided in both the abovementioned cases confidentiality and non-disclosure agreement must be executed with the parties to transaction prior to disclosure of any confidential information.

3.6 *Sharing of UPSI for legitimate purpose*



UPSI shall only be shared by the persons authorised and in the manner stated in the "Policy for determination of legitimate purpose", which forms part of this Code;

- 3.7 Details of person/entity with whom UPSI is shared shall be maintained in the Digital Database, created by the Company, in this regard. All concerned persons, who are required to share UPSI are required to adhere to the "Institutional Mechanism" as available on the intranet of the Company.

4. PROHIBITION ON TRADING OF SECURITIES

4.1 *Prohibition on Trading in Securities of the Company*

No Insider, either on his own or on behalf of any other person shall trade in the Securities of the Company when in possession of Unpublished Price Sensitive Information.

4.2 *Trading pursuant to a Trading Plan*

Insider who are perpetually in possession of Unpublished Price Sensitive Information shall be entitled to formulate a trading plan for trading in Securities of the Company in compliant manner subject to the following conditions:

- 4.2.1 Trading Plan shall (i) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan; (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results; (iii) entail trading for a period of not less than twelve months; (iv) not entail overlap of any period for which another trading plan is already in existence; (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and (vi) not entail trading in securities for market abuse.
- 4.2.2 Trading Plan shall be presented to the Compliance Officer for approval and public disclosure. The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. 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 Trading Plan as per provisions of the Regulations.
- 4.2.3 Upon approval of the Trading Plan, the Compliance Officer shall notify the Trading Plan to the stock exchanges.
- 4.2.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the Trading 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 Trading Plan, the Designated Persons 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 Trading Plan shall be deferred until such Unpublished Price Sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

Compliance officer to adhere to the terms and conditions attached to Trading Plan in the Code and also to abide by the terms stated in the "Institutional Mechanism" while approving and monitoring a Trading Plan.

5. RESTRICTION ON TRADING OF SECURITIES

5.1 No Designated Person and their immediate relative shall enter into derivative transaction(s) during any time with respect to the Securities of the Company.

5.2 No Designated Person (including their immediate) shall trade in Securities of the Company's during the periods when the Trading Window is closed.

5.3 Trading Window

5.3.1 The Compliance Officer may specify from time to time a period, when Trading Window shall be closed for trading in the securities of the Company.

5.3.2 Trading Window shall be closed from the date of notice of Board meeting to the stock exchange (which shall 5 days in advance before the Board Meeting excluding the date of intimation and date of meeting) in which any Unpublished Price Sensitive Information including the matters specified in Clause 5.3.3, are proposed up to forty-eight) hours after the information referred to in Clause 5.3.3 is made public.

5.3.3 The Trading Window shall be closed *inter alia* during the time the following information is unpublished:

- (i) Declaration of interim / final dividend;
- (ii) Changes in the capital structure including by way of issue of Securities by way of public/ rights/ bonus, change in market lot of the Company's shares, sub division of equity shares, forfeiture of shares etc.;
- (iii) Any significant expansion plans or execution of new projects;
- (iv) Amalgamation, mergers, demergers, takeovers, buy back and delisting, spin off or selling divisions of the Company;
- (v) Buy back of shares or other securities;
- (vi) Disposal of whole or substantially the whole of the undertaking;
- (vii) Any significant changes in policies, plans or operations of the Company;
- (viii) Changes in the key managerial personnel;
- (ix) Commencement of any new commercial production/commercial operations where the contribution there from is likely to exceed 5% of the total turnover of the Company during that financial year;
- (x) Developments with respect to changes in pricing/ realization on goods and services arising out of changes in government policy;

- (xi) Litigation/dispute with a material impact;
- (xii) Revision of credit ratings assigned to any debt or equity instrument of the Company;
- (xiii) Any information which if disclosed is likely to materially affect the prices of the securities of the Company.

5.3.4 Trading Window shall be opened 48 hours after the information referred to in para 5.3.3 is made public.

5.3.5 For the purpose of declaration of results (quarterly, half yearly or annual) the Trading Window shall be mandatorily closed from the end of every quarter till 48 hours after the declaration of financial results

5.3.6 Information relating to the Board meeting and the consideration of any matter referred to in Clause 5.3.3 shall be displayed at the Head Office Notice Board of the Company, from time to time.

5.4 *Pre Clearance of Trade*

5.4.1 All Designated Person (including their immediate relatives who intend to Trade in the Securities of the Company exceeding 5000 shares or where the transaction value of the Securities intended to be Traded exceeds Rs. five lacs (market value) whichever is less should pre-clear the transactions as per the pre-trading procedure as described in Clause 5.4.2.¹

5.4.2 Following procedure shall be followed for the pre- clearance of Trades:

- (i) An application shall be made to the Compliance Officer in the pre - clearance application form (enclosed as "Annexure I") or in such other form as Compliance Officer may prescribe from time to time.
- (ii) An undertaking (a part of "Annexure I" referred above shall be executed in favour of the Company by such Insider and shall be submitted alongwith the pre clearance form.

5.4.3 *Other Restrictions:*

- (i) All Designated Person (including their immediate relatives) shall execute the Trade within seven trading days after the approval of pre-clearance is given. If the trade is not executed within seven trading days after the approval of pre clearance is given, the Insider must obtain the prior clearance again.
- (ii) The Designated Person shall file the details of the trade (including their immediate relatives) with the Compliance Officer in the prescribed form (enclosed as "Annexure II") within 2 (two) working days of from the date of execution of the Trade. In case the Trade is not undertaken, a report to that effect shall also be filed with the Compliance Officer in the same form within 2 working days after expiry of seven trading days of pre- clearance approval.

¹ No Designated Persons/Connected Persons (including their immediate relatives) shall be entitled to apply for pre-clearance of any proposed trade if such person is in possession of Unpublished Price Sensitive Information



(iii) Trade of Securities by the Compliance Officer shall require prior clearance from the Managing Director of the Company.

(iv) All Designated Person (including their immediate relatives) who Trade in any number of Securities of the Company shall not enter into an opposite transaction during the next six months following the prior transaction.

In case the sale of securities is necessitated by personal emergency, Compliance Officer may waive off the holding period after recording in writing his/ her reasons in this regard.

6. REPORTING REQUIREMENTS

Initial Disclosure

6.1 Every Promoter, member of the promoter group, KMPs and Director shall disclose their holding of Securities of the Company (*including the statement of holdings of their Immediate Relatives any other person for whom they takes trading decisions*) within thirty days of this Code taking effect, to the Company in "Form A" (enclosed as "**Annexure III**").

6.2 Every person on appointment as a KMPs or a Director of the Company or upon becoming a Promoter or member of the promoter group shall disclose his holding of securities of the Company (*including the statement of holdings of their Immediate Relatives any other person for whom they takes trading decisions*) as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a promoter in the "Form B" (enclosed as "**Annexure IV**").

6.3 Designated Persons, within 30 days of the Regulations coming into effect and within 30 days of becoming Designated Persons in Brawn Biotech Limited as per this Code, will submit to the Compliance officer in **Form E** (enclosed as Annexure VII) the following:

- a. details of all educational qualifications; and
- b. past employment details

Continuous Disclosure

6.3 Every Designated Person shall disclose to the Company the number of such Securities acquired or disposed of by them (*including Securities acquired or disposed of by their Immediate Relatives any other person for whom they takes trading decisions*) in the prescribed form 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 Rs. Ten lakhs (1,000,000). Such disclosure shall be made in the "Form C" (enclosed as "**Annexure V**") within 2 trading days of the trading/acquisition/disposal.

The Company shall notify the particulars of such trading to the stock exchange on which the Securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

6.4 All Designated Person shall file an annual statement in the "Form D" ("**Annexure VI**") to the Compliance Officer of their entire holding in the



Company's Securities along with the statement of Immediate Relative as on 31st March every year. The annual statement should be filed by 30th April every year.

- 6.5 The Board / Compliance Officer may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may be determined by the Board / Compliance Officer in order to monitor compliance with the Regulations and this Code.
- 6.6 Designated Persons within 30 days of this Regulations coming into effect and within 30 days from the end of last quarter of the Financial year, will submit his detail/documents along with that of his immediate relatives and person with whom he shares material financial relationship in **Form F** (enclosed as Annexure VIII)

7. PENALTY FOR CONTRAVENTION OF THE CODE

- 7.1 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).
- 7.2 Designated Person who violates 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.
- 7.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

8. PROCESS ON HOW AND WHEN PEOPLE ARE BROUGHT INSIDE SENSITIVE TRANSACTION

"Sensitive Transaction" will mean any transaction which will significantly impact on the business activity of the Company. It will include all transactions that are not in ordinary course of business and have arose because of any external or internal unforeseen circumstances.

The Board of Directors as and when it decides to enter into a sensitive transaction, should without any delay call for a meeting of the senior management to discuss the transaction and the modalities for ensuring compliance with all applicable laws. Where the senior management of the Company identifies a sensitive transaction, it should bring the matter to the notice of the Compliance officer, who will then call for a meeting of the Board and the senior management to discuss the transaction and take their views/ recommendations.

Where the transaction has been identified, the next important task will be to identify the people who will be carrying out the transaction. Individuals with appropriate qualification and expertise should only be brought inside a sensitive transaction. As a general practice, Designated Persons, as identified in this Regulations will be the people who, as and when required, will be brought inside a sensitive transaction. However, if a transaction necessitates inclusion of other people (not defined as Designated Persons), appropriate and adequate care needs to be undertaken to ensure that the information w.r.t to the transaction remains within the group of individuals working on such transactions. People

from other department within the Company to be included only where the need arises.

While making people a part of any sensitive transaction of the Company, the following key points to be followed:

8.1 Necessity

While taking a decision on who is to be made part of a sensitive transaction, the necessity and the impact of the individual/group of individuals being part of such transaction should be analysed. The experience and expertise to be provided by the people should also be considered prior to involving people in a sensitive transaction. It may also be evaluated basis the level and role of the individual in the company and on the transaction, whether such an individual is required to be involved in the transaction in entirety or in part of the transaction..

8.2 Relevant and Proportion

Even when people are part of a sensitive transaction, it will be at the discretion of the senior management to decide on the extent of information to be shared. The information pertaining to the transaction will be shared only to the extent relevant to them for carrying out the transaction in whole or the part as has been defined for their role. The sharing of confidential information must be proportionate to the need and the tasks to be handled by the individual. The individuals should be refrained from trying to access or procure information not relevant to or otherwise shared with them.

8.3 Adequate and Accurate

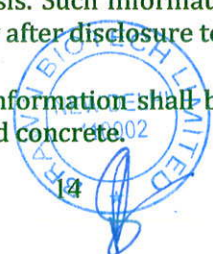
Information should be adequate for its purpose of carrying out the obligations bestowed on people for the transaction. Information should be of the right quality to ensure that it can be understood and relied upon. It is also to be taken care of that the information shared with while carrying out such sensitive transaction should be accurate and up to date.

8.4 Timely and Secure

Timeliness is key in case of sensitive transaction and all information shared should be in a secure manner and in compliance with the provisions of this Regulations.

B. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

9. To ensure timely and adequate disclosure/dissemination of Unpublished Price Sensitive Information, the Company shall follow the following norms:
 - 9.1 Unpublished Price Sensitive Information shall be appropriately and promptly disclosed by the Company to stock exchange(s) and disseminated on a continuous and immediate basis. Such information may also be made available on the website of the Company after disclosure to the stock exchange.
 - 9.2 Unpublished Price Sensitive Information shall be disclosed only after ensuring that information is credible and concrete.



9.3 Unpublished Price Sensitive Information shall be disclosed on uniform and universal basis to avoid selective disclosure. In case Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise the Company shall immediately make prompt dissemination of such information to make such information generally available.

9.4 The Compliance Officer shall be responsible to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information and also to:

- (i) set forth policies, procedures and shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for preservation of Unpublished Price-sensitive Information, pre-clearance of trades by Designated Persons, monitoring of trades and the implementation of the Code under the overall supervision of the Board of Directors of the Company;
- (ii) present (i) a yearly report on Insider Trading to the Board (ii) a quarterly report on Insider Trading to the Audit Committee or to the Chairman of the Board as the Board may decide. The yearly report shall be placed in the Board Meeting held after March 31 for consideration of yearly audited financial results of the Company and quarterly report shall be placed before the Chairman of the Audit Committee in the Audit Committee meeting to be held for approval of quarterly financial results of the Company of each quarter and (iii) an overview of the institutional mechanism followed to prevent Insider Trading in the Company.

The annual report shall contain details of (i) all the trading's done by the Designated Persons in the securities of the Company during the report period, if any; (ii) initial disclosures received from Directors, Promoters, member of the Promoter Group and KMPs, if any, during the reporting period; (iii) continual disclosures and annual statements received from Designated Persons or any other persons as may be identified by the Compliance officers (iii) pre clearances given and the disclosures received for such trading's, if any and (iv) trading done under trading plan etc., if any and such details as may be required.

The quarterly report shall contain (i) details of all the trading's done by the Designated Persons (including their immediate relatives) in the securities of the Company during the report period, if any (ii) pre-clearances given and the disclosures received for such trading's, if any (iii) trading done under trading plan etc., if any and such details as may be required.

- (iii) maintain records of all the declarations from the Designated Persons and place the same before the Board/ Audit Committee in accordance with this Code
- (iv) ensure all relevant disclosures to stock exchange are made promptly
- (v) decide in consultation with the Board of Directors, whether a public announcement to be made for verifying/denying any rumors or media reports etc. and shall appoint spokesperson, and then making the disclosure, if necessary



- (vi) act as a Chief Investor Relations Officer and shall be responsible to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
 - (vii) assist all employees in addressing any queries/clarifications regarding the Regulation and / or the Code.
 - (viii) Oversee and coordinate disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.
 - (ix) Ensure that the information disclosure is correct and concrete.
 - (x) response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- 9.5 The following guidelines shall be followed while dealing with analysts and institutional investors:
- (i) The Company shall provide only public information to the analyst/ research persons/ large investors like institutions.
 - (ii) If the answer includes price sensitive information, a public announcement should be made before responding.
 - (iii) The Company may, if thinks appropriate and necessary, disclose transcripts or records of proceedings of meetings with analysts and other investor relations conferences, if any, on the official website.
- 9.6 Information's filed by the Company with exchanges under continuous disclosure requirements under the listing agreement may be made available on the Company's website in terms of applicable laws.
- 9.7 The Company may choose appropriate medium of disclosure/dissemination of information's under this Code so as to achieve maximum reach and quick dissemination.

C. CLARIFICATION

- 10.1 A copy of the Regulations is enclosed. Employees are advised to peruse the Regulations carefully and acquaint themselves with all the provisions contained therein.
- 10.2 In case it is observed by the Company that there has been a violation of the Regulations, it shall inform the SEBI promptly.
- 10.3 Clarification /assistance as necessary may be sought from the Compliance Officers.



Annexure A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE [Pursuant to Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

1. RATIONALE

The Policy forms a part of the "Code of Fair Disclosure and Conduct" formulated under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and will be termed as the "Policy for determination of Legitimate Purpose" ("Policy").

The objective of the Policy is to identify the legitimate purposes for sharing unpublished price sensitive information of the Company or its listed securities or proposed to be listed securities, if any, during the course of performance of duties or discharging legally bona-fide obligations.

The Policy was approved and adopted by the Board of Directors of the Company on 25 April 2019.

2. DEFINITION

A. "Legitimate Purpose" will mean sharing of Unpublished Price Sensitive Information in the ordinary course of business on a need to know basis with persons including:

- i. Promoter and members of the promoter group of the Company;
- ii. Partners and members of Audit firms, appointed for statutory audit of the Company;
- iii. Partners and members of legal/secretarial advisory/consultancy firms, appointed for providing legal or secretarial services to the Company;
- iv. Any other advisory or consultancy firm, as appointed by the Company, , for example, internal auditor;
- v. Customers;
- vi. Suppliers;
- vii. Bankers, including Merchant Bankers;
- viii. Lenders;
- ix. Insolvency Professionals;
- x. Any other persons identified during the normal course of business of the Company

B. "Insider" for the purpose of this Policy will mean any person who is in receipt Unpublished Price Sensitive Information pursuant to a legitimate purpose.

C. **"Ordinary Course of Business"** for the purpose of this Policy will mean activities that are necessary and regular to the main business of the Company and forms the common practices and customs of the business transactions.

3. **SHARING OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**

- a. The Compliance officer, in consultation with the Board has identified the employees basis their functional role, who are eligible for sharing UPSI with any other Insider;
- b. Authorised Persons will share UPSI in the ordinary course of business to any employee, intermediaries, fiduciaries or any other persons or entities;
- c. The "Institutional Mechanism for Prevention of Insider Trading" includes a guideline for identification of an activity as "Ordinary Course of Business". Every Authorised Persons, authorised to share UPSI of the Company are advised to analyse the activity as ordinary course of business prior to sharing it with any Insider.

4. **NOTICE TO INSIDER**

Every Insider with whom an Unpublished Price Sensitive Information is shared pursuant to a legitimate purpose will be given a notice as per format prescribed in **Annexure B**, to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with these regulations

5. **DIGITAL DATABASE**

The Board of Directors of the Company has approved for putting in place a Digital Database to capture the following information where any Unpublished Price Sensitive Information is shared under the ambit of the Regulations. The Database to be maintained with adequate internal controls and checks such as time stamping, audit trails, etc. to ensure non-tampering of the database.

The database will contain the following information:

- a. Name of the recipient of the UPSI;
- b. Postal Address, email id and contact number of such recipient;
- c. Permanent Account Number (PAN) or Aadhar Number or any other identifier authorised by law. A self-attested copy of such identifier also be uploaded on the database;
- d. Name of the employee of the Company with designation and department sharing the UPSI;
- e. The purpose, in brief, for which such UPSI is shared;
- f. Date of serving notice to such Insider as outlined in Point 4 above.



6. REVIEW AND AMENDMENT

The Board of Directors will review the Policy at least one every financial year and may amend the same as and when deemed necessary. Any amendment to any applicable law, rules and regulations will become applicable on the Policy and shall supersede anything mentioned in this Policy.



ANNEXURE B

NOTICE TO MAINTAIN CONFIDENTIALITY

Date:

_____ (Name of the Recipient)

_____ (Address of the Recipient)

Attention: _____ (Name and Title)

Sub: Confidentiality Notice

In connection with your association for the purpose of _____ (a description of the transaction or service) ("Assignment") with "Brawn Biotech Limited" ("the Company"), incorporated under the Companies Act, 1956 and having its registered office at 4B, Asaf Ali Road, II Floor, Delhi Stock Exchange building, Delhi-110002 India, this notice is prepared to make available to you certain information (Confidential Information) concerning the business, financial conditions, operations, assets and liabilities, including but not limited to customer or supplier lists, market research, strategic plans or information or discoveries, ideas, concepts, inventions, improvements, know-how, software, designs, development plans or any other information, which are not available to general public at the time of sharing the same with you. The confidential information is being provided to you solely to facilitate the Assignment and you hereby agree to keep the information shared with you secret and confidential and will not use it for any other purpose than assigned. You further agree to return all physical documents, provided to you in original, pertaining to the Assignment, upon written request from the Company and to verify such return in writing.

The term "Confidential Information" does not include any information which:

- (i) becomes generally available to public as an act of the Company and not as a result of disclosure by you;
- (ii) becomes available to you on a non-confidential basis from any other source than that of the Company, provided that such source is not known to you to be bound by a confidentiality agreement with the Company or otherwise prohibited from transmitting the information to you by a contractual, legal, or fiduciary obligation;

In addition, you agree that, without prior written consent of the Company, neither you nor any of your representatives will disclose to any person the fact that Confidential Information has been made available to you, the fact that discussions are taking place concerning the Assignment or any of the terms, conditions or other facts with respect thereto.

You understand that the Confidential Information is an Unpublished Price Sensitive Information and you are bound to maintain the confidentiality of the information and to

abide by the provisions of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, which includes that you will not communicate or allow access to the Confidential information to any other person, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and will not trade in securities of the Company until the Confidential Information shared with you, becomes generally available to public at large by an act of the Company

You understand that any monetary relief would not be sufficient relief for not complying with the requirement of this Notice and the Company has all rights to take necessary actions against you as per the requirements of SEBI Act, Regulations, Guidelines, Circulars etc. and the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulation, Monitoring and Prevention of Insider Trading' of the Company.

For and on behalf of Brawn Biotech Limited

Signature : _____

Name: _____ (Name of the Person sharing the UPSI)

Designation: _____

Department: _____

Accepted and Agreed

Signature: _____

Name: _____ (Name of the person in receipt of UPSI)

Representative of _____ (Name of the Organisation)



ANNEXURE I

PRE CLERANCE APPLICATION FORM

[Pursuant to code 5.4.2 (ii) of the Code]

Date:

Through Department Head

To
The Compliance Officer
Brawn Biotech Limited ("Company")
4B, Asaf Ali Road,
II Floor, Delhi stock Exchange Building
New Delhi-110002

Sub: Pre Clearance of trading in the securities of the Company ("Pre Clearance Application")

Dear Sir/Ma'am

I, _____ [Name], _____ [Designation], [Department] of the Company/ connected with the Company in the capacity of _____ seek approval for subscribing/ buying/ selling/ dealing/ agreeing to subscribe buy, sell, deal ("Trade") of the securities of the Company pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Clause 5.4.1 of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulation, Monitoring and Prevention of Insider Trading of the Company ("Code"), as per details given below:

DETAILS OF PROPOSED TRADE		
1	Name and residential address of the Applicant	
2	Relationship with the Company	Employee ☐ Connected Person ☐ Designation (if employee):
3	Trade to be done by	Applicant ☐ Spouse ☐ Mother ☐ Father ☐ Brother ☐ Sister ☐ Son ☐ Daughter ☐ Others ☐
4	Trade is for	Sale ☐ Purchase ☐ Subscription ☐ Others ☐
5	Proposed Trade is	Off Market ☐ Through Stock Exchange ☐
6	Name of the other party (purchase/seller) in case Trade is an off market trade	
7	Proposed Date of dealing in securities	
8	No of securities proposed to be	



	Traded				
9	Price at which Trade is proposed to be purchased				
10	Price of securities of the company on BSE and NSE proposed to be Traded (As on the date of application)				
11	Folio No. / DP ID / Client ID No.				
DETAILS OF PRESENT HOLDING					
1	No. of securities held by the applicant as on date				
2	No. of securities held by applicant's Immediate Relatives	Relative	Name of Relative	No. of shares held	Folio No./Client ID/DP ID
		Spouse			
		Father			
		Mother			
		Brother			
		Sister			
		Son			
		Daughter			
3	No. of securities held by the person(s) for whom I takes trading decisions	Name	Relation	No. of shares held	Folio No./Client ID/DP ID



DECLARATION AND UNDERTAKING

In relation to the above application I hereby declare and undertake the following:

- (i) That I am desirous of trading in the securities of the Company as per details mentioned in this Pre-Clearance Application.
- (ii) That I am not in possession of have access to and/or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Code) up to the time of signing this Undertaking.
- (iii) That in the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the Trade 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 generally available to the public.
- (iv) That I have not contravened the provisions of the Code as notified by the Company from time to time.
- (v) That I undertake to submit the necessary report within two working days of execution of the Trade in case trade is executed and within two working days from the date of expiry of seven days from the date of pre clearance approval in case Trade is not undertaken.
- (vi) That If approval is granted, I shall execute the deal within 7 (seven) trading days of the receipt of approval failing which I shall seek pre-clearance again.
- (vii) That I will not enter into an opposite transaction during the next six months following the transaction under this approval without previous approval of the Compliance officer.
- (viii) That I have made full and true disclosure in the matter.

Thanking you

Yours truly,

Signature:

Name:

Employee no.:

Designation:



PRE CLERANCE APPROVAL LETTER

Date:

To,
Mr. _____
Designation: _____
Address:

Pre Clearance of trading in the securities of the Company ("Pre Clearance Application")

Dear Sir/Ma'am

This is to inform you that your request for trading in the _____ of the Company as mentioned in your Pre Clearance Application Form dated _____ has been approved.

Please note that the aforesaid transaction must be undertaken within 7 (seven) trading days from the date of this letter.

In case you do not complete the said transaction within the above-stipulated time, you must seek fresh approval for trading before executing any trade in the securities of the Company if the trade in the Securities of the Company exceeding 5000 shares or where the transaction value of the Securities intended to be Traded exceeds Rs. five lacs (market value) whichever is less.

You are further required to the details of the trade in format specified under Annexure II pursuant to para 5.4.3 (ii) of the Code (Enclosed for your reference) within 2 (two) working days of from the date of execution of the Trade. In case the Trade is not undertaken, a report to that effect shall also be filed with the Compliance Officer in the same form within 2 working days after expiry of seven trading days of pre clearance approval.

For and on behalf of Brawn Biotech Limited

Compliance Officer

Encl. Format of disclosure of trades made under pre clearance approval



ANNEXURE II

FORMAT OF DISCLOSURE OF TRADES EXECUTED UNDER PRE CLEARANCE APPROVAL

[Pursuant to code 5.4.3 (ii) of the Code]

Date:

To
Brawn Biotech Limited ("Company")
4B, Asaf Ali Road,
II Floor, Delhi stock Exchange Building
New Delhi-110002

I, _____, _____ (Department) of the Company/ connected with the Company in the capacity of _____ have received pre clearance approval for purchase / sale / subscription ("Trade") of the securities of the Company vide pre clearance approval letter dated _____. In this regard, I hereby submit that I: *(strike off which is not applicable)*

(i) ☐ Have not Traded in the securities of the Company.

(ii) ☐ Have Traded in the securities of the Company as per the following details:

Name of the Applicant (who applied for pre clearance)	Traded By/on behalf of	No of securities traded	DP ID/Client ID/Folio No. of the person in whose name trading is done	Price								
	Applicant ☐ Spouse ☐ Mother ☐ Father ☐ Brother ☐ Sister ☐ Son ☐ Daughter ☐ Others ☐	<table><tr><td>Purchased</td><td></td></tr><tr><td>Sold</td><td></td></tr><tr><td>Subscribed</td><td></td></tr><tr><td>Others</td><td></td></tr></table>	Purchased		Sold		Subscribed		Others			
Purchased												
Sold												
Subscribed												
Others												

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

- (i) Broker's contract note.
- (ii) Proof of payment to/from brokers.
- (iii) Extract of bank passbook/statement (to be submitted in case of demat transactions).
- (iv) Copy of delivery instruction slip (applicable in case of sale transaction).



I further agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

I hereby declare that the above information is correct and no provisions of the Code and or the Applicable Laws/Regulations have been violated in effecting the aforesaid trade.

Thanking you

Yours truly,

Signature:

Name:

Employee no.:

Designation:



ANNEXURE III

FORM A INITIAL DISCLOSURE

[Pursuant to Regulation 7(1) (a) of the Regulations and code 6.1 of the Code]

Name of the Company: _____

ISIN of the Company: _____

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

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters, KMPs/ Directors, immediate relative to / others etc.	Securities held as on the date of regulation coming into force		%age of shareholding
		Type of securities (eg. Shares, warrants, convertible debentures etc.,)	No.	

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

Details of Open Interest (OI) in derivatives of the company held by Promoters, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

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		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

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

Name & Signature: _____

Designation: _____

Date: _____

Place: _____



ANNEXURE IV

FORM B INITIAL DISCLOSURE

[Pursuant to Regulation 7(1)(b) of the Regulations and code 6.2 of the Code]

Name of the company: _____

ISIN of the company: _____

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relative to/others etc.)	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
			Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	

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

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

Open Interest of the Future contracts held 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		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

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

Options

Name & Signature:

Designation:

Date:

Place



ANNEXURE V

FORM C CONTINUAL DISCLOSURE

[Pursuant to Regulation 7(2) of the Regulations and code 6.3 of the Code]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale / Pledge / Revoked / Invoke)	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		

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



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

Trading in derivatives (Specify type of contract, Futures or Options etc)					Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell	
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)

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

Name & Signature:

Designation:

Date:

Place:



ANNEXURE VI

FORM D ANNUAL STATEMENT

[Pursuant to Regulation 7(3) of the Regulation and code 6.5 of the Code]

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

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/Preferential offer/off market/Interse transfer, ESO Ps etc.)
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge/Revoked/Invoked)	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		

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

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

Type of Contract	Contract Specifications	Buy		Sell		Exchange on which the trade was executed
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

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

Name:

Signature:

Place:



ANNEXURE VII

FORM E

[Pursuant to Schedule B of the Regulations and Code 6.3 of the Code]

I, _____(Name of the employee), designated as _____(Designation) working with _____(Department) has been identified as a Designated Person pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and Code of Conduct of Brawn Biotech Limited ("the Company").

As per the requirement, my educational qualifications and employment details are mentioned hereinbelow:

I. Education and Qualification

Qualification	Degree	Passing Year	Document enclosed
School (Secondary)			
School (Senior Secondary)			
Graduation			
Professional			
Others			

II. Employment History

Name and Address of the Employer	Service Period	Position Held	Document enclosed

Declaration:

- 1) To the best of my knowledge and belief, the above-mentioned educational qualifications and past employers details are true and correct;
- 2) The reasons for leaving my past employers as mentioned above is only personal growth/ closure of the organisation and there was no instance of my being asked to leave the organisation;



- 3) The educational certificates, as are required to enclosed with this Disclosure form has been lost by me and therefore the same has not been attached
- 4) The employment certificates, as are required to be enclosed with this disclosure form has been lost by me and therefore the same has not been attached
- 5) I take full responsibility of the details stated above and the Company has all rights to take any actions against me, if the information/ documents are found to be false or inadequate
- 6) I will furnish any further information and document as may be asked for I this regard

Signature:

Date:

***Strike off whichever is not applicable**



ANNEXURE VIII

FORM F

[Pursuant to Schedule B of the Regulations and Code 6.6 of the Code]

I, _____(Name of the employee), designated as _____(Designation) working with _____(Department) has been identified as a Designated Person pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and Code of Conduct of Brawn Biotech Limited ("the Company").

As per the requirement, I hereby provide the below information of:

a. My immediate relatives

(spouse, 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)

Name of the Person	Relationship	Residential Address	Occupation	PAN	AADHAR	Contact Number (Phone and Mobile)	Email Address
	Wife						
	Son						
	Daughter						
	Brother						
	Sister						

b. Persons with whom I share material financial information

("material financial relationship" means 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)

Name of the Person	Relationship	Amount of payment made	Reason for payment	PAN	AADHAR	Contact Number (Phone and Mobile)	Email Address



Declaration:

- 1) To the best of my knowledge and belief, the above-mentioned details are true and correct;
- 2) The sole reason for not mentioning PAN/AADHAR of any person is because that said identification has not been obtained yet and as and when the same is obtained, the information will be updated;
- 3) Where PAN has not been provided and any trade in securities of the Company takes place, I take all responsibility for such non-compliance and the Company will have full right to take any necessary action as per the Regulatory Authority and Company's decision
- 4) I take full responsibility of the details stated above and the Company has all rights to take any actions against me, if the information/ documents are found to be false or inadequate
- 5) I will furnish any further information and document as may be asked for I this regard

Signature:

Date:

***Strike off whichever is not applicable**

