

Policy /Code Title	Code of Conduct for Prevention of Insider Trading		
Policy /Code number		Policy effective date	14-March-2022
Policy /Code owner	Company Secretary	Email	Ramakrishna.kasturi@aragen.com
Policy/Code revision approving authority	Board of Directors of the Company		

Document change history

Policy No. (with version)	Date of approval	Effective date	Comments
V.1	14-Mar-2022	14-Mar-2022	Formulation of the Code

Table of contents

Section	Page number
1. Background	3
2. Applicability	3
3. Effective Date	3
4. Definitions	3
5. Prohibition on communicating or procuring UPSI	6
6. Prohibition on Insider Trading	6
7. Trading Window	7
8. Pre-clearance of Trading	8
9. Additional trading restrictions on Designated Persons	9
10. Trading Plan	9
11. Penalty for Insider Trading	9
12. Disclosure requirements	10
13. Information handling within the Company and bringing in inside people on sensitive transactions	11
14. Miscellaneous	11
15. Annexure 1 Application for trading approval	13
16. Annexure 2 Undertaking to be submitted with the application for pre-clearance	14
17. Annexure 3 Disclosure of transactions	15
18. Annexure 4 Form B	16
19. Annexure 5 Form C	17,18
20. Annexure 6 Form D	19,20
21. Annexure 7 Policy and procedure for inquiry in case of leak of UPSI or suspected leak of UPSI	21,22

1. Background

Aragen Life Sciences Private Limited (“**Company**”) issued non-convertible debt securities in February 2022 which are listed on the BSE Limited (“**BSE**”). The Company is obligated to comply with all relevant rules and regulations framed by the Securities and Exchange Board of India (“**SEBI**”) including those for prohibition of insider trading. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”) prohibit communication of unpublished price-sensitive information (UPSI) (*as defined below*) to any person except in compliance with applicable law. Further, trading (directly or indirectly through other persons) in the securities of any company when in possession of UPSI is prohibited under the law. Violations of such regulations invite severe penalties including disgorgement of profits, fines, and imprisonment as per law. The PIT Regulations, at the same time, permit prompt, fair, uniform, universal disclosure of UPSI and prescribe principles of fair disclosure and mandate the companies to formulate a code of practices and procedures for fair disclosure of UPSI.

Therefore, the board of directors (“**Board**”) of the Company have adopted this Code of Conduct for Prevention of Insider Trading (the “**Code of Conduct/Code**”) to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”) to read with the Company’s Policy on Fair Disclosure of UPSI.

2. Applicability

This Code of Conduct shall be applicable to all Insiders (as defined herein) of the Company including designated persons and immediate relatives of designated persons as defined in this Code of Conduct.

3. Effective Date

This Code of Conduct shall come into force with immediate effect.

4. Definitions

Act shall mean the Securities and Exchange Board of India Act, 1992 (15 of 1992).

Audit Committee mean Committee of the Board of the Company.

Board means the Board of Directors of Aragen Life Sciences Private Limited.

Company means Aragen Life Sciences Private Limited.

Compliance Officer means any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the PIT Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and implementation of the codes specified under the PIT Regulations under the overall supervision of the Board. In respect of the Company, the Company Secretary is designated as the Compliance Officer.

Connected Person means 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 being in any contractual, fiduciary or employment relationship;
- by reason of frequent communication with the officers of the Company; or
- holds any position including a professional business relationship between himself and the Company whether temporary or permanent, that allowed access to UPSI or is reasonably expected to be allowed such access to UPSI

The persons enumerated below shall be deemed to be Connected Persons if such person having connections with the Company has access to the Company's UPSI or is reasonably expected to have access to the UPSI -

- a. An Immediate Relative of Connected Persons;
- b. A holding company, associate company, or subsidiary company;
- c. An intermediary as specified in section 12 of the SEBI Act or an employee or director thereof;
- d. An investment company, trustee company, asset management company or an employee or director thereof;
- e. An official of a stock exchange or of clearing house or corporation;
- f. A member of the board of trustees of a mutual fund, a member of the board of directors of the asset management company of a mutual fund or in each case, an employee thereof;
- 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;
- h. An official or an employee of a self-regulatory organization recognized or authorized by the SEBI;
- i. A banker of the Company; and
- 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 percent of the holding or interest.

Contra trading means Trading in a security of the Company which involves buying or selling any number of securities and undertaking an opposite transaction involving sell or buy following the prior transaction.

Designated Person shall consist of:

- i. Promoters of the Company;
- ii. Directors of the Company and its subsidiaries;
- iii. Chief Executive Officer and employees up to two levels below Chief Executive Officer of the Company and its material subsidiaries;
- iv. All employees of M Band (Manager level) and above in the finance and accounts department, legal and secretarial department, corporate strategy department, information security department, corporate communication department of the company and its material subsidiaries, if any on the basis of their functional role or access to UPSI ;
- v. Executive Secretaries of persons referred to in i, ii, iii above, any support staff of the company, such as IT staff or secretarial staff who may have access to UPSI;
- vi. Immediate Relatives of persons specified in (i) to (v) above; and
- vii. Any other Person designated by the Company on the basis of their functional role and such function would provide access to UPSI;

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

Immediate Relative means a spouse of a person, and includes parent, sibling, and child of that person or of the spouse, if they are either dependent financially on such person, or consult such person in taking decisions relating to Trading in Securities.

Insider means any person who is:

- i. a Connected Person or
- ii. in possession of or having access to UPSI.

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

Leak of UPSI shall refer to such act(s) / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

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

Officer has the meaning assigned to it under the Companies Act, 2013.

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

PIT Regulations mean SEBI (Prohibition of Insider Trading) Regulations, 2015.

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

Unpublished Price Sensitive Information ("UPSI") means any information, which relates, directly or indirectly, to the Company or its securities, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the Company. UPSI includes, without limitation, information relating to the following:

- a) financial results;
- b) dividends;
- c) change in capital structure;
- d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- e) change in Board members or key managerial personnel.
- f) Known but unannounced future earnings or losses;
- g) Significant developments involving business relationships with customers, suppliers, or other business partners;
- h) Changes in auditors as per statutory requirement or otherwise or auditor notification that the issuer may no longer rely on an audit report;
- i) Positive or negative developments in outstanding litigation, investigations, or regulatory matters with significant impact on financial results; or

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

Legitimate purpose includes 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 the SEBI Prevention of Insider Trading Regulations.

Securities shall mean the debt securities of the Company listed on the BSE Limited.

Words and expressions used and not defined in this Code but defined in the Act 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.

5. Prohibition on communicating or procuring UPSI

An Insider shall not –

- i. communicate, provide, or allow access to any UPSI, relating to the Company or its Securities, to any person including other Insiders; or
- ii. procure from or cause the communication by an Insider of UPSI, relating to the Company or its Securities.

except

- i. in furtherance of legitimate purposes as determined under the Company's Code of Fair Disclosure and Conduct formulated under Regulation 8 of PIT Regulations*, in performance of duties duly complying with the confidentiality and nondisclosure agreements executed or in discharge of legal obligations pursuant to appropriate binding request from the judicial or quasi-judicial authorities; or
- ii. in the event the Board of Directors directs or causes the public disclosure of UPSI in the best interest of the Company.

*due notice shall be given to persons receiving the UPSI for Legitimate Purposes to maintain confidentiality of such UPSI in compliance with this Code.

6. Prohibition on Insider Trading

1. An Insider shall not, directly, or indirectly, –

- i. carry out Trading in Securities when in possession of the UPSI;
- ii. carry out Trading in Securities except when the Trading Window is open;
- iii. take positions in derivative transactions in the Securities at any time.
- iv. provide advice/ tips to any third party on Trading in the Securities while in possession of the UPSI; and

- v. while in possession of unpublished price sensitive information of any other company gained in the course of employment with the Company, (a) trade in the securities of the other company, (b) “tip” or disclose such material non-public information concerning that company to anyone, or (c) give trading advice of any kind to anyone concerning the other company.

The restriction in 4 (i) above may not apply to:

- (a) a transaction that is an off-market inter-se transfer or carried out through block deal window mechanism, or carried out pursuant to statutory or regulatory obligation to carry out a bonafide transaction, between Insiders who were in possession of the same UPSI without being in breach of this Code and both parties had made a conscious and informed trade decision;
- (b) transactions carried out by different individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade, provided the Insider is not in breach of this Code or the PIT Regulations; and
- (c) Trades pursuant to a Trading Plan set up in accordance with this Code and PIT Regulations.

When a person has traded in any securities while in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession and the onus of establishing that the person is not in possession of UPSI shall be on such person.

7. Trading Window

- 1) The Compliance Officer shall notify a ‘trading window’ during which the Designated Persons may Trade in the Securities above the thresholds stipulated by the Board and in accordance with this Code after securing pre-clearance from the Compliance Officer. The competent authority for pre-clearing the Trade of Compliance Officer or the Executive Director shall be the Board.
- 2) Designated Persons shall not Trade in the Securities when the trading window is closed.
- 3) The trading window shall generally be closed for all Insiders between the seven days prior to the last day of any financial period for which financial results are required to be announced by the Company and 48 hours after disclosure of such financial results.
- 4) Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer. Designated Person or class of Designated Persons will receive a notification on such special blackout periods.
- 5) The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.
- 6) The trading window restriction shall not apply for the below cases:
 - i) off-market *inter-se* transfer between insiders who were in possession of the same UPSI without violating the Code of Conduct and both parties had made a conscious and informed trade decision.

- ii) transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the Code of Conduct and both parties had made a conscious and informed trade decision.
- iii) transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- iv) transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- v) trades executed as per the trading plan set up in accordance with the Code of Conduct.
- vi) Pledge of Securities for a bonafide purpose such as raising of funds, subject to preclearance by the compliance officer.
- vii) Transactions undertaken in accordance with respective regulations made by SEBI.

8. Pre-clearance of Trading

- 1) All Designated Persons who intend to Trade in the Securities (either in their own name or in any immediate relative's name) during the trading window open period, and if the value of the Securities likely to be traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten Lakh Only), should pre-clear the transactions by making an application in the format set out in Annexure 1 to the Compliance Officer indicating the estimated number of units of Securities that the Designated Person or their mediate relative(s) intends to Trade and such other details as specified in the form and also declare that the applicant is not in possession of UPSI as per Annexure 2.
- 2) The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.
- 3) The Compliance Officer may, after being satisfied with the application and having regard to the reasonable accuracy of the undertaking, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval. If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- 4) The Board shall be the approving authority for approving the pre-clearance application of Compliance Officer and Executive Directors.
- 5) The Designated Person 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 be filed in the said form.
- 6) Pre-clearance of Trades shall not be required for a trade executed as per an approved trading plan.
- 7) A Designated Person who Trades in securities of the Company without complying with the pre-clearance procedure as envisaged in this Code or gives false undertakings and/or makes

misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in this Code.

9. Additional trading restrictions on Designated Persons

- 1) No Insiders shall enter into derivative transactions in respect of the Securities.
- 2) All Designated Persons who Trade in the Securities shall not enter into a Contra Trade during the six months following the prior transaction. In case any Contra Trade was executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.
- 3) The above restriction on Contra Trade shall not apply for Trades pursuant to exercise of Stock Options, provided the Designated Persons do not possess UPSI and the Trade is executed when the trading window is open and after obtaining pre-clearance.

10. Trading Plan

- 1) A Designated Person shall be entitled to formulate a trading plan that complies with the PIT Regulations (a “**Trading Plan**”) and present it to the Compliance Officer for approval and public disclosure. Trading shall not be carried out except in accordance with the PIT Regulations.
- 2) Designated person shall not exercise any influence over the number of Securities to be traded, the price at which they are to be traded, or the date of the trade. Designated Person may delegate discretionary authority to his/her broker, but in no event the Designated Person may consult with the broker regarding executing transactions, or otherwise disclose information to the broker concerning the Company that might influence the execution of transactions, under the Trading Plan after it commences.
- 3) The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan. However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of UPSI, and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information.

11. Penalty for Insider Trading

- 1) An Insider who acts in contravention of this Code shall be liable to have his services or relationship with the Company, as the case may be, terminated.
- 2) Directors, Officers, and employees of the Company who violate this Code shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback etc. and ineligibility for future participation in the Company’s stock option plans or termination and such amount collected shall be remitted to SEBI for the credit to Investor Protection and Education Fund administer by SEBI.
- 3) The SEBI or any other appropriate regulatory authority may also be informed of the violation of this Code so that appropriate action may be taken.

12. Disclosure requirements

1) Initial Disclosure:

- a. Every person, on appointment as a Key Managerial Personnel or a director of the Company or upon becoming a Promoter or member of the promoter group, shall disclose his / her and Immediate Relatives' holding of Securities, if any, as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter, as per Form B set out in Annexure 4. If no disclosure was received, it will be presumed that the person was not holding any Securities.
- b. Every Designated person shall disclose the Permanent Account Number, or any other identifier authorized by law, and as when the information changes; the names of educational institutions from which they have graduated; and the names of their past employers on a one-time basis.

2) Continual Disclosure:

- a. Every Designated person shall disclose names and Permanent Account Number, or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:
 - Immediate relatives
 - persons with whom such designated person(s) shares a material financial relationship
 - Phone and mobile numbers which are used by them
- b. Every Promoter, member of the promoter group, designated person, director of the Company and each of their Immediate Relatives shall disclose as per Form C set out in Annexure 5 to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs.
- c. Any off-market trade done as per regulation 5(6) of this Code of Conduct shall be reported by the Insiders to the Company within two working days.

3) Disclosure to the Stock Exchange:

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

The Compliance Officer shall notify the stock exchanges of any violations of the PIT Regulations.

4) Disclosures by other Connected Persons.

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

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

13. Information handling within the Company and bringing in inside people on sensitive transactions

The Chief Executive Officer and the Chief Financial Officer in consultation with the Compliance Officer shall put in place appropriate procedures to ensure all information is handled within the organization on a need-to-know basis, UPSI maintained at all times within the “Chinese Walls” and no UPSI is communicated to any person except as permitted under this Code. In case any UPSI is required to be communicated by crossing the Wall, such person communicating shall comply with all the relevant norms laid down in this Code such as taking approval of the CEO, CFO, or Compliance Officer who shall ensure to comply with this Code and the PIT Regulations.

The Company shall ensure to make the external individuals who are associated with any sensitive transaction in relation to the Company shall be made aware of the duties and responsibilities attached to the receipt of Company’s inside information and the liability that attaches to misuse or unwarranted use of such information by introducing appropriate clauses in the engagement/ association letters issued to such individuals in this regard.

14. Miscellaneous

- 1) The Board of Directors shall be empowered to amend, modify, and interpret this Code and such Code shall be effective from such date that the Board may notify in this behalf.
- 2) The Compliance Officer shall provide the Audit Committee of the Board, on a half-yearly basis, all the details of Trading in securities by the Designated Persons including any violations of the Code of Conduct.
- 3) The Compliance Officer shall maintain (a) an updated list of Designated Persons, (b) records of disclosures and pre-clearance applications and undertakings for a period of five years, and (c) a confidential list of any ‘restricted securities’ to which the Compliance Officer may require Designated Persons to seek pre-clearance before Trading in such ‘restricted securities’.
- 4) The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve compliance with this Code. In case such persons observe that there has been a violation of this Code, then they shall inform the Board of Directors of the Company promptly.
- 5) Any suspected violation of leak of unpublished price-sensitive information or violation of this Code of Conduct can be reported under whistle-blower policy as per the procedure laid down therein.
- 6) Retaliation for reporting suspected violations is strictly prohibited under this Code of Conduct: Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated 17 September 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

- 7) Intermediary or fiduciary engaged by the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the PIT Regulations to prevent insider trading.
- 8) The Company may engage such Intermediary or Fiduciary who have formulated Code of Conducts as per required under the PIT Regulations, to govern trading in securities by their designated persons and for handling the UPSI in their organization.
- 9) It is the responsibility of the Connected Person to ensure compliance with this Code.
- 10) The policy and procedure for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information is enclosed as Annexure 7 and forms an integral part of this Code of Conduct.

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

This Code is subject to the applicable prevailing law in relation to the prevention of Insider Trading and if there is any inconsistency between any of the provisions of this Code and applicable law, the applicable law shall prevail.

ANNEXURE 1
APPLICATION FOR PRE-TRADING APPROVAL

To,
The Compliance Officer,
Aragen Life Sciences Private Limited.

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase / sell / subscribe to Non-Convertible Debenture Securities of the Company as per details given below:

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

I enclose herewith the Undertaking signed by me.

Signature :

Name:

Date :

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

To,
The Compliance Officer,
Aragen Life Sciences Private Limited

I, _____ being a Designated Person of the Company as per the Code of Conduct for Prevention of Insider Trading in the Securities of Aragen Life Sciences Private Limited residing at _____, am desirous of trading in Securities 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 as notified by the Company from time to time.

In the event of this transaction being in violation of the Code 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, defence, 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:
Date :

**ANNEXURE 3
DISCLOSURE OF TRANSACTIONS**

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

To,
The Compliance Officer,
Aragen Life Sciences Private 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 and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature :

Name:

Date :

**ANNEXURE 4
FORM B**

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

Name of the company: _____

ISIN of the company: _____

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

Name, PAN CIN/DIN & Address with Contact nos.	Category of Person (KMP/Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/ Director OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Right Entitlements, etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract Specifications	Number of units (contracts* lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts* lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature:

Designation:

Date:

Place:

ANNEXURE 5

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoter/ member of the promoter group/designated person/ 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/ disposal of shares, specify		Date of intimation to company	Mode of acquisition / disposal (on market/public / rights/ preferential offer / off market/ Interse transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.	Value	Transaction Type (Purchase/ sale/ Pledge/ Revocation/ Invocation/ Others- please specify)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts* lot size)	Notional Value	Number of units (contracts* lot size)	
16	17	18	19	20	21	22

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

Name & Signature:

Designation:

Date:

Place:

ANNEXURE 6
FORM D (Indicative format)
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

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

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	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 acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Interse transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For e.g., Shares, Warrants, Convertible Debentures, Rights Entitlement, etc.)	No. and % of shareholding	Type of security (For e.g., Shares, Warrants, Convertible Debentures, Rights Entitlement, etc.)	No.	Value	Transaction Type (Purchase /Sale/ Pledge/ Revocation / Invocation / Others- please specify)	Type of security (For e.g., Shares, Warrants, Convertible Debentures, Rights Entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

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

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name:

Signature:

Place:

ANNEXURE – 7

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Preamble

This Policy is framed with an aim to implement a structured procedure for investigation in case of leak or suspected leak of UPSI.

Applicability

This policy shall apply to all Insiders and any other persons as assigned by law from time to time.

Process of inquiry in case of leak of UPSI or suspected leak of UPSI

1. Complaint (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company from the following sources:
 - a. Internal:
 - i. Whistle-blowers by following the process as illustrated in the Company's Whistle-blower Policy;
 - ii. Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.
 - b. External: Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, regulatory/statutory authority, or any other department of Central or State Government based on the complaint received from a whistle-blower (above shall be collectively referred to as "Complaint(s)")
2. The Compliance Officer shall report the Complaint to the Audit Committee within a reasonable time from the date of receipt of the Complaint;
3. The Audit Committee shall review the Complaint and shall discuss with the Compliance Officer on potential next steps including but not limited to seek additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal employees or external agencies. If the Complaint implicates the Compliance Officer, then they shall recuse themselves from the said inquiry process;
4. If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the Compliance Officer. The executive summary of the investigation shall be reported to the Audit Committee by the Compliance Officer;
5. Based on the update provided by the Compliance Officer, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the next steps;

6. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy;
7. Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or rules made thereunder, Securities & Exchange Board of India Act or rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Company, as amended from time to time.
