

FREDUN PHARMACEUTICALS LIMITED



FREDUN PHARMACEUTICALS LIMITED

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UNPUBLISHED PRICE SENSITIVE INFORMATION

[Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]





FREDUN PHARMACEUTICALS LIMITED

Fredun Pharmaceuticals Limited (“Company”) shall adhere to the following practices and procedure to ensure fair disclosure of Unpublished Price Sensitive Information such as the events and occurrence that could impact price of securities of the Company.

The Company intends to follow best practices, duly compliant with Applicable Law, in the matter of disclosure of UPSI. Accordingly, the following **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information** (hereinafter referred to as the ‘Code’) was adopted by the Board of Directors of the Company. In view of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from April 1, 2019; the Code has been amended by the Board of Directors and the revised Code shall be effective from April 1, 2019.

1. The Company shall make prompt public disclosure of Unpublished Price Sensitive Information that could impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company shall make uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
3. No insider shall communicate, provide or allow access to any UPSI relating to the Company or securities listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Further, no person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, etc. Inducement and procurement of UPSI not in furtherance of one’s legitimate duties and discharge of obligations would be illegal.

For the purpose of this clause, the term “legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

4. Before sharing of the UPSI, the concerned person sharing such UPSI shall comply with the requirements in relation to circumstances and procedure as provided in Code of Conduct for Prohibition of Insider Trading.
5. The Compliance Officer of the Company shall deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
6. If an Insider receives a query about any UPSI related to the Company, he shall not comment on the same and shall forward such query to the Chief Investor Relations Officer. The Chief





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Investor Relation Officer shall deal with such query in accordance with Applicable Law and this Code in consultation with Managing Director or CEO of the Company.

7. The Company shall make prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
8. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
9. The Company shall ensure that information, if any, shared with analysts and research personnel is not Unpublished Price Sensitive Information.
10. The Company shall develop best practices to make transcripts or records of proceedings of Meetings with analysts and other investor relations conferences on the official website of the Company i.e., www.fredungroup.com to ensure official confirmation and documentation of disclosures made.
11. The Company shall handle all Unpublished Price Sensitive Information on a need-to-know basis. All insiders shall adhere to the conditions of strict confidentiality and shall not share any UPSI except for the aforesaid purposes.

All the terms used in the Code shall have the same meaning as assigned to them under the Regulations.

Any amendment to this Code shall be done through a resolution passed at the Board meeting of the Company.

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