

ASTRAZENECA PHARMA INDIA LIMITED
CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING
AND
CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION

(Effective from 15th May, 2015)

ASTRAZENECA PHARMA INDIA LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF THE COMPANY

[Under Regulation 9(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

INTRODUCTION:

The Securities and Exchange Board of India (“SEBI”) has, in order to protect the interests of investors in general and to put in place a framework for prohibition of insider trading in securities of the Company and to strengthen the legal framework thereof, has issued the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**the Regulations**”) pursuant to the powers conferred on it under section 30 of the Securities and Exchange Board of India Act, 1992 (“SEBI Act”).

The Regulations provides that every listed company shall frame (a) Code of Conduct, to regulate, monitor and report trading by its employees and other connected persons and (b) Code of Practices and Procedures, for fair disclosure of unpublished price sensitive information, towards achieving compliance with the Regulations which includes the policy for determination of “legitimate purposes” (c) Policy for Inquiry in case of leak of unpublished price sensitive information.

This document embodies (a) the Code of Conduct for regulating, monitoring and reporting of trades by insiders and (b) the Code of Practices and Procedures, for fair disclosure of unpublished price sensitive information which includes the policy for determination of “legitimate purposes” (c) Policy for Inquiry in case of leak of unpublished price sensitive information, as provided for under the Regulations. This Code applies apply to all Designated Persons and Connected Persons, as defined in the Code.

This Code shall supersede the existing AstraZeneca Code for prevention of Insider Trading, which was adopted earlier by the Company, pursuant to the requirements of Regulation

12(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, which has now been repealed by SEBI.

The provisions of this Code have to be read along with the Regulations and if there is any inconsistency / contradiction between the two, the provisions of the Regulations shall prevail

1. Definitions

In this Code, unless the context otherwise requires, the following words, expression and derivations therefrom shall have the meanings assigned to them, as under:

- (a) **"Act"** means the Securities and Exchange Board of India Act, 1992 and includes any statutory modifications or amendments thereto from time to time in force.
- (b) **"Board"** means the Board of Directors of the Company.
- (c) **"Code"** means this Code of Conduct for regulating, monitoring and reporting of trades under the Regulations, and any modifications /amendments made thereto from time to time.
- (d) **"Chinese Walls"** shall have the meaning assigned thereto in clause 6(1) of this Code.
- (e) **"Chief Investor Relations Officer"** shall have the meaning assigned to it in paragraph 1(a) of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- (f) **"Company"** means AstraZeneca Pharma India Limited.
- (g) **"Companies Act"** means the Companies Act, 2013 and the Rules made thereunder and shall include any modifications or amendments thereto from time to time in force.
- (h) **"Compliance Officer"** means the senior officer so designated reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and implementation of the codes specified under the Regulations under the overall supervision of the Board.

Explanation – for the purpose of this Regulation “financially literate” shall mean a person, who has ability to read and understand basic financial statement like Balance Sheet, Statement of Profit and Loss and Cash Flow Statement.

- (i) **"Connected Person"** means:

- (i) any person who is or has during the six (6) months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - a. an immediate relative of connected persons specified in clause (i); or
 - b. a holding company or associate company or subsidiary company; or
 - c. an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - d. an investment company, trustee company, asset management company or an employee or director thereof; or
 - e. an official of a Stock Exchange or of clearing house or corporation; or
 - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g. a member of the board of Directors or an employee of a public financial institution as defined in Section 2 (72) of the Companies Act; or
 - h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - i. a banker of the Company; or
 - j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten percent, of the holding or interest.
- (j) **“Contra Trade”** shall have the meaning assigned to it in Clause 5(1) of this Code.
- (k) **“Dependent”** with respect to any person, means the parents, siblings, spouse, children, children of the spouse (whether minors or adults) of such person who are either financially dependent on such person or consult with such person while taking decisions relating to trading in securities.
- (l) **“Derivatives”** includes (a) a right to call or delivery or a right to make a delivery at a specified price and within a specified time of a specified number of shares / debentures or other securities of the Company (b) any contract which derives its value from the prices or index of prices of underlying securities of the Company.
- (m) **“Designated Persons”** means:
 - (i) Directors of the Company

- (ii) Promoters of the Company
 - (iii) Every employee in the top three tiers of the Company's management
 - (iv) Every Executive Secretary / Executive Assistant to Employees covered under item (i) above
 - (v) Every Employee in the Corporate Finance, Corporate Accounts, Taxation, IT and Secretarial Departments of the Company; and
 - (vi) Any other Employee designated as such by the Compliance Officer in consultation with the Managing Director keeping in mind the objectives of the Code.
- (n) "**Director**" means a member of the Board of Directors of the Company.
- (o) "**Employee**" means every employee of the Company, including the Directors who are in employment of the Company.
- (p) "**ESOP**" shall have the meaning assigned to it in Clause 7(e) of this Code.
- (q) "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis.
- (r) "**Immediate Relative**" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities
- (s) "**Insider**" means any person who is:
- a Connected Person
 - in possession of or having access to unpublished Price Sensitive Information
- (t) "**Insider Areas**" and "**Public Areas**" shall have the meanings respectively assigned to them in clause 6(ii) of this Code.
- (u) "**Key Managerial Personnel**" / (**KMP**)" means a person as defined so under Section 2(51) of the Companies Act including any amendment or modification made thereto.
- (v) "**Listing Regulations**" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- (w) "**Legitimate purpose**" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partner(s), collaborator(s), lender(s), customer(s), supplier(s), Merchant Banker(s), legal adviser(s), auditors, insolvency professional(s) or other adviser(s) or consultant(s), provided that such sharing has not been carried out to evade or circumvent the prohibitions of these Regulations.

Any person in receipt of Unpublished Price Sensitive Information pursuant to a "legitimate purpose" shall be considered an "insider" for the purpose of these

regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these Regulations.

- (x) **"Need to know"** means Price Sensitive Information disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (y) **"Promoter" and "Promoter Group"** shall have the meaning assigned to it under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any statutory modification thereof for the time being in force.
- (z) **"Regulations"** shall mean The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for the time being and from time to time in force.
- (aa) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof for the time being in force, except units of a mutual fund.
- (bb) **"SEBI"** means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992 and any modifications or amendments thereto for the time being in force.
- (cc) **"Stock Exchange"** means Bombay Stock Exchange (BSE Limited) and National Stock Exchange of India Limited.
- (dd) **"Specified"** means specified by the Board of Securities and Exchange Board of India, in writing.
- (ee) **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any modifications or amendments thereto for the time being in force;
- (ff) **"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.
- (gg) **"Trading Day"** means a day on which the recognized Stock Exchanges are open for trading;
- (hh) **"Trading Window"** shall have the meaning assigned to it in Clause 7(a) of this Code;
- (ii) **"Unpublished Price Sensitive Information"** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the

following:

- (i) financial results;
- (ii) dividends;
- (iii) issue of securities or buy-back of securities
- (iv) change in capital structure;
- (v) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (vi) changes in key managerial personnel; and

Words importing the singular number shall include the plural number and *vice-versa*.

Words importing the masculine gender shall include the feminine gender and vice versa.

Words and expressions used in this Code but not defined herein shall have the meanings respectively assigned to them under the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act.

2. Powers, Duties and Responsibilities of the Compliance Officer

- (a) The Company has appointed the person holding the position of Chief Financial Officer as the Compliance Officer for the purposes of this Code and the Regulations. The Compliance Officer shall make best endeavours to ensure compliance with, and effective implementation of, the Regulations and the Code by specified persons.
- (b) The Compliance Officer shall report to the Board and in particular, shall provide reports, if any to the Chairman of the Audit Committee or to the Chairman of the Board, at such frequency, as may be stipulated by the Board, but not less than once in a year. Further, the Compliance Officer shall, at all times, abide by any directions and instructions that may be issued by the Board.
- (c) The Compliance Officer shall be responsible for:
 - (i) setting forth policies in consultation with the Chairman / Managing Director;
 - (ii) prescribing procedures in connection with the Code;
 - (iii) monitoring adherence to the rules specified in the Code for the preservation of Unpublished Price Sensitive Information;
 - (iv) pre-clearing approvals, either directly or through heads of various departments as decided by the Board, to dealings in the Company's Securities by the Designated Persons and Dependent and monitoring of such dealings;
 - (v) implementation of this Code under the overall supervision of the Board.
- (d) The Compliance Officer shall maintain a record of all the Designated Persons and also changes to the list from time to time.

- (e) The Board of Directors shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information, names of persons who have shared and the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

- (f) The Compliance Officer shall be responsible for the approval of Trading Plans. The Compliance Officer shall also be responsible for notifying the Trading Plans to the Stock Exchanges on which Securities are listed.
- (g) The Compliance Officer shall maintain a record of Trading Window from time to time.
- (h) The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and this Code.

3. Responsibilities of the Designated Persons and Connected Persons

- (a) **Preservation of Unpublished Price Sensitive Information:** The Designated Persons and Connected Persons shall maintain confidentiality of all Unpublished Price Sensitive Information and shall not communicate, provide, or allow access to any Unpublished Price Sensitive Information relating to the Company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (b) **Need to know:** Designated Persons and Connected Persons, who are reasonably expected to have access to Unpublished Price Sensitive Information or who have received or have had access to such information, shall handle the same on a “**need to know**” basis. Unpublished Price Sensitive Information shall be disclosed only to those persons within the Company who need such information in furtherance of his / her legitimate purposes, performance of duties or discharge of legal obligations.
- (c) **Limited access to confidential information:** Designated Persons and Connected Persons, who are reasonably expected to have access to Unpublished Price Sensitive Information or who have received or have had access to such information, shall ensure that:
 - (i) files containing Unpublished Price Sensitive Information are kept secure;
 - (ii) computer files have adequate security of login through a password; and
 - (iii) follow the guidelines for maintenance of electronic records and systems as prescribed within the Company from time to time in consultation with the person in charge of the information technology function.

- (d) **Communication to Media / Public:** The Compliance Officer shall be consulted in advance, before any communication is made to the media / public on behalf the Company, which may have impact on the price movement in the Company's scrip.

4. Restrictions on Designated Persons and Connected Persons

1. No Designated Person and Connected Person shall –
 - (i) either on his own behalf, or on behalf of any other person, trade when in possession of any Unpublished Price Sensitive Information unless made in accordance with the Trading Plan as enumerated in this Code;
 - (ii) advice any person to trade in the Securities while being in possession, control or knowledge of Unpublished Price Sensitive Information. For avoidance of any doubt it is clarified that “advice” shall mean to include recommendations, communications or counseling.
2. Each Designated Person and Connected Person shall ensure that their respective wealth managers, portfolio managers or similar persons do not trade in the Securities of the Company on behalf of any Designated Person or Connected Person, unless such Designated Person or Connected Person is permitted to trade in the Securities of the Company in accordance with this Code.
3. Further, when a person who has traded in securities, has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

5. Restrictions on opposite transactions and short selling

Contra Trade

- (i) All Designated Persons who buy or sell any number of Securities of the Company shall not enter into an opposite transaction i.e., sell or buy any number of Securities during the next six months following the prior transaction (“**Contra Trade**”). All Designated Persons shall also not take positions in derivative transactions, if any, in the Securities of the Company at any time. This restriction on opposite trade shall not apply to ESOPs, if any, allotted to the Designated Persons provided the minimum period of holding is complied.
- (ii) If a Designated Person intends to enter into a Contra Trade, such Contra Trade may be made only with prior approval of the Compliance Officer. The Compliance Officer while approving such exception, shall record in writing the reasons for which such exception was granted and why such exception would not be in violation of the Code or the Regulations.

- (iii) In the event that a Contra Trade has been executed without prior approval of the Compliance Officer, 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 under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of Stock Options.

Short Selling

No Designated Person shall directly or indirectly sell any Security, if such Designated Person (i) does not own the Security sold; or (2) owns the Security but does not deliver such Security against such sale within the acceptable settlement cycle ("short sale").

6. Chinese Walls

- (i) Additionally, while dealing with or handling Unpublished Price Sensitive Information within the Company, the Company shall establish policies, procedures and physical arrangements (collectively "**Chinese Walls**") designed to manage confidential information and prevent the inadvertent spread and misuse of Unpublished Price Sensitive Information, or the appearance thereof.
- (ii) Chinese Walls shall be used to separate areas that have access to Unpublished Price Sensitive Information ("Insider Areas") from those who do not have such access ("Public Areas") within the Company.
- (iii) Where Chinese Walls arrangements are in place Designated Persons working within an Insider Area are prohibited from communicating any confidential or Unpublished Price Sensitive Information to anyone in Public Areas without the prior approval of the Compliance Officer.
- (iv) Designated Persons within a Chinese Wall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.
- (v) A Designated Person may cross the Chinese Wall to enter the Insider Areas only with the prior approval of the Compliance Officer and would be subject to all restrictions that apply to such areas.
- (vi) The establishment of Chinese Walls does not mean or imply that Unpublished Price Sensitive Information can circulate freely within Insider Areas.

7. Trading Window

- (a) Subject to sub-paragraph (b) below, the Compliance Officer may, in consultation with the Board, specify a trading period (hereinafter referred to as “the Trading Window”) for dealing in the Securities PROVIDED THAT unless otherwise specified by the Compliance Officer, the Trading Window shall, subject to sub-paragraph (b) below, remain open for dealing in the Securities.
- (b) Unless otherwise specified by the Compliance Officer, the Trading Window shall be:
- i. closed at least 15 days prior to the end of financial year and 2 days after the pre-agreed Board Meeting date at which Annual financial results are to be considered by the Board;
 - ii. in addition to above, closed at least 15 days prior to the 1st of April, the 1st of July, the 1st of October and the 1st of January of every year, and until 2 days after the declaration of the respective quarterly financial results are considered by the Board.
 - iii. *Inter-alia* closed 2 (two) days prior to and 2 days after:
 - any intended announcements regarding amalgamation, mergers, takeovers and buy-back, disposal of whole or substantially whole of the undertaking, issue of Securities by way of public/ rights/bonus etc., any major expansion plans or execution of new projects,
 - any changes in policies, plans or operations of the Company that could have a material impact on its financial performance, and
- (c) The Trading Window shall remain closed during the time the Unpublished Price Sensitive Information remains un-published. The Trading Window shall be opened 48 hours after the Unpublished Price Sensitive Information is made public.
- (d) The gap between clearance of accounts by the Audit Committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- (e) All Designated Persons shall conduct, and cause their Dependents/Immediate Relative to conduct, their dealings in the Securities only when the Trading Window is open and no Designated Person or Dependents shall deal in any transaction involving the purchase or sale of the Securities of the Company during the periods when the Trading Window is closed, as referred to in sub-paragraph (b) above, or during any other similar period as may be specified by the Compliance Officer from time-to-time pursuant to sub-paragraph (a) above. It is the duty of the Designated Persons to inform the immediate relatives of the closure of the Trading Window and ensure that they do not deal in the Securities of the Company.

- (f) The Designated Persons who participate in the Company's Employee Stock Option Plan ("ESOP"), if any, shall not sell the Securities allotted to them on exercise of their ESOPs when the Trading Window is closed PROVIDED THAT the exercise of by them of such ESOPs shall be permitted when the Trading Window is closed.
- (g) In addition to the above, the Compliance Officer may in consultation with the Chairman / Managing Director, declare the Trading Window closed, on an "as-needed" basis for any reason.
- (h) Despite the Trading Window being open, Designated Persons would only be allowed to trade subject to the conditions specified in Clause 10 below and provided that they are not in possession of any Unpublished Price Sensitive Information at the time they carry out the transaction.
- (i) The timing for reopening of Trading Window shall be determined by the Compliance Officer taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes generally available.

8. Pre-clearance for dealings in Securities

- (a) Applicability: Every Designated Person (including the Dependent/Immediate Relative) who intends to Trade in the Securities of the Company in a Calendar Quarter (either in one transaction or in a series of transactions) of a consideration price exceeding Rs. 10 Lakhs for the Securities of the Company should obtain a prior approval for the transactions as per the procedure described hereunder. This is a mandatory requirement even when the Trading Window is open. A Designated Person shall apply for pre-clearance only if he/she or his Dependent/Immediate Relative intends to trade beyond the threshold limits mentioned above.

Any Designated Person (including Dependent/ Immediate Relative) who carries on any transaction or series of transaction to circumvent this clause shall be in violation of this Code.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved Trading Plan.

Provided further that Trading Window norms and restrictions on Contra-Trade shall not be applicable for trades carried out in accordance with an approved Trading Plan.

- (b) Pre-dealing Procedure: For the purpose of obtaining a pre-dealing approval, the concerned Designated Person shall make an application in the form specified in Annexure - 2 hereto to the Compliance Officer, who shall forward a copy of the same to the Managing Director. Such application should be complete and correct in all respects and should be accompanied by (i) an undertaking in the form

specified in Annexure - 3 hereto; and (ii) such other documents as may be prescribed by the Compliance Officer from time-to-time. The application for *pre-dealing* approval with enclosures shall be sent by the Designated Person through electronic mail to the address comp.secy@astrazeneca.com followed by hard copies of the same.

9. Approval

- (a) The Compliance Officer shall consider the application made as per paragraph 8(b) above and shall convey his approval / rejection to the same through electronic mail and forward a copy of the same to the Managing Director. The Compliance Officer shall be entitled to seek declarations to the effect that the Designated Person applying for pre-clearance is not in possession of any Unpublished Price Sensitive Information. The Compliance Officer shall also have the discretion to assess and decide as to whether such declarations are factually accurate.

The Compliance Officer shall convey his decision to the Designated Person within 7 Trading Days of receipt of the application. If the Compliance Officer does not respond within 7 Trading days, it shall be deemed to be a rejection of the application.

- (b) Every such approval shall be issued in the form specified in Annexure - 4 hereto. Every approval shall be dated and shall be valid for a period of 1 (one) week from the date of approval.
- (d) In the event of absence of the Compliance Officer, the Board may delegate performance of the duties and responsibilities referred to in this paragraph to any head of department of the Company.
- (e) All transactions involving the Compliance Officer shall be approved by the Managing Director.

10. Completion of Pre-cleared Dealing

- (a) All Designated Persons shall execute the pre-cleared deal in respect of the Securities of the Company not later than 1 (one) week from the date of the approval and send within 2 Trading Days of execution of the transaction, the details of such transaction, with the Compliance Officer in such format as may be prescribed by the Company from time to time (Annexure - 5).
- (b) If the pre-cleared deal is not executed by the concerned Designated Persons pursuant to the pre-dealing approval granted by the Compliance Officer within 1 (one) week of the date of such approval, the Designated Person shall not deal in such Securities without applying once again to the Compliance Officer for pre-clearance of the transaction covered under the said approval.

11. Holding Period

- (a) All Designated Persons shall hold their investments in the Securities of the Company for a minimum period of 30 days in order to be considered as being held for investment purposes. This holding period shall also apply to subscription in the primary market and shall, in such case, commence when the Securities of the Company are actually allotted.
- (b) In case the sale of Securities of the Company is necessitated by personal emergency, the holding period referred to above may be waived by the Compliance Officer after recording his reasons in this regard.

12. Trading Plan

- (a) Designated Persons and Connected Persons shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure, pursuant to which trades may be carried out in accordance with such plan.
- (b) The Trading Plan shall:
 - (i) not entail commencement of **trading earlier than six (6) months** from the public disclosure of the plan;
 - (ii) not entail trading for the period between **the twentieth (20) trading day prior** to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of **not less than twelve (12) 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.
- (c) The Compliance Officer upon receipt of such Trading Plan, shall review the same to assess whether the plan would have any potential for violation of the Regulations. The Compliance Officer shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the Trading Plan.
- (d) The Compliance Officer will endeavor to approve the Trading Plan within seven (7) working days of receipt of the Trading Plan together with necessary undertakings and declarations.
- (e) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate

from it or to execute any trade in the securities outside the scope of the Trading Plan.

- (f) The implementation of the Trading Plan shall not be commenced, if any Unpublished Price Sensitive Information in possession of the Designated Person / Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such an event, the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes generally available information so as to avoid violation of the Regulations.
- (g) Upon approval of the Trading Plan, the Compliance Officer shall notify it to the Stock Exchanges on which the Securities of the Company are listed.

13. Disclosure of Interest and Declarations by Designated Persons / Connected Persons

(a) Initial Disclosure

- Every Promoter, member of Promoter group, Director, KMP and all Designated Persons, including their Immediate Relative, shall disclose his / her holding of Securities of the Company as on 15th May, 2015, within thirty (30) days thereafter in Annexure – 1 (Form – A).
- Every person on appointment as a Director or KMP of the Company or upon becoming a Promoter or member of the Promoter group shall disclose his / her holding of securities of the Company as on the date of appointment or becoming a Promoter to the Company within seven (7) days of such appointment or becoming a Promoter as per Annexure – 1 (Form – B).

(b) Continual Disclosure

- Every Promoter, member of the Promoter group, Director and Designated Person shall disclose to the Company the number of the Securities of the Company acquired or disposed off, within 2 Trading Days of such transactions, 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.10 Lakhs or such other value as may be specified as per Annexure - 5 (Form – C).
- Additionally, all Designated Persons shall furnish the following declarations, from time to time, as detailed below:
 - (i) all holdings in Securities of the Company by Designated Person at the time of joining the Company as per Annexure – 1 (Form – B).

- (ii) quarterly statements of any transactions in Securities of the Company (including trades where pre-clearance is required and those made in accordance with the Trading Plan) as per Annexure - 6; and
- (iii) annual statement of all holdings in Securities of the Company as prescribed as per Annexure - 7.

Note: The disclosures required to be made by any person under this Clause shall extend to such person's dependents or any other person financially dependent on such person or any person who consults with such person while taking trading decisions. Additionally the disclosures requirements under this Clause would require to be made irrespective of the transaction being pre-approved or not.

- Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on annual basis and as and when the information changes:
 - a. Immediate relatives
 - b. Persons with whom such designated person(s) share a material financial relationship
 - c. Phone, Mobile and cell numbers which are used by them

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

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arms' length transaction.

(c) Disclosures by other Connected Persons

The Company 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 Company in order to monitor compliance with the Regulations in Annexure – 8 (Form – D).

(d) **Disclosure by the Company to the Stock Exchanges**

The Company shall notify the particulars of such trading in Securities of the Company to the Stock Exchanges on which they are listed, within 2 Trading days of receipt of the disclosure or from becoming aware of such information.

14. Internal Control System

The Compliance Officer of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these code and Regulations.

15. Review of Compliances of Regulations Code and Verification of Internal Control System

The Audit Committee of the Company shall review compliance with the provisions of these Code and Regulations at least once in a Financial Year and shall verify that the systems for internal control are adequate and are operating effectively.

16. Penalty for Contravention

- (a) Every Designated Person shall comply with, and cause his Dependant to comply with, the provisions of this Code.
- (b) A Designated Person who violates this Code shall, in addition to any other action that may be taken by the Company under law, be subject to appropriate sanctions and disciplinary action by the Company, which may include freezing of wages / salary, suspension, recovery, clawback and termination of employment. Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by SEBI.
- (c) The action taken by the Company against any Designated Person pursuant to sub-paragraph (b) above shall not preclude SEBI from taking any action for violation of this Code.
- (d) In case it is observed by the Compliance Officer that there has been a violation of this Code by any Designated Person, the Compliance Officer shall promptly inform the Stock Exchanges where the securities are traded about the violation, in such form and such manner as may be specified by SEBI from time to time.

17. Clarifications

For any queries concerning this Code, the Designated Persons may contact the Compliance Officer.

18. Amendments

The Board may, at any time, modify, alter or amend the provisions of this Code by giving notice of such modification, alteration or amendment to the Designated Persons.

19. Others

- (a) Any two Directors and the Compliance Officer are authorized to make minor modifications to this Code which would remove ambiguities, enhance clarity on the provisions of the Code etc. However, any major modification to the Code will require authorization by the Board.

- (b) Where the Company engages a service provider who is a Connected Person, the head of the department of the Company which engages such Connected Person is responsible for communicating the requirements of this Code to such Connected Person and verify whether such Connected Person has a similar code of conduct applicable to its employees to prevent such persons from misusing Unpublished Price Sensitive Information of the Company , as well as the efficacy of implementation of such code by those Connected Persons.

20. Disclaimer

The Code is the internal policy of the Company to prevent Designated Persons and Connected Persons who are considered by the Company to be Insiders for the purposes of this Code and the Regulations, for prevention of insider trading. It is however the responsibility of each Designated Person and Connected Person to ensure compliance with the provisions of this Code or the Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or Connected Person, of this Code or the Regulations or other related laws.

Note:

- 1. The Board of Directors of the Company in its Meeting held on May 24, 2019 has modified this Code in view of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 notified on 31st December, 2018 and subsequent amendment thereto. The said revised code is effective from 1st April, 2019.

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

[Under Regulation 8 of the Regulations]

1. Overseeing and co-coordinating disclosure:

- (a) The Board shall identify a Senior Officer who would be responsible for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information (“Chief Investor Relations Officer”) pursuant to this Code as required under the Regulations. In case no Chief Investor Relations Officer is appointed by the Board, the Compliance Officer shall be the Chief Investor Relations Officer and shall discharge and perform the relevant powers, duties and responsibilities of the Chief Investor Relations Officer hereunder.
- (b) In case the Chief Investor Relations Officer is not the Compliance Officer, he shall report to, and abide by the directions and instructions issued by, the Managing Director and shall also co-ordinate with the Compliance Officer.
- (c) The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-coordinating disclosure of Unpublished Price Sensitive Information to the Stock Exchanges, analysts, shareholders and media, and educating employees on disclosure policies and procedures.
- (d) All disclosure/dissemination whatsoever of any information (save and except disclosure required to be made under any law (including the Regulations) or under this Code) on behalf of the Company shall be first marked to the Chief Investor Relations Officer for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer shall consult and seek approval of the Managing Director before disclosure / dissemination of such information.
- (e) Should any disclosure / dissemination of information on behalf of the Company take place accidentally without the prior approval referred to above, the person responsible for such disclosure / dissemination shall forthwith inform the Chief Investor Relations Officer about such disclosure / dissemination, irrespective of whether such information is Price Sensitive Information or not.

2. Responding to Market Rumors

- (a) The employees, officers and Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from the Stock

Exchanges or any regulatory authorities or from the press or media or from any other source to the Chief Investor Relations Officer.

- (b) The Chief Investor Relations Officer shall, on receipt of requests as aforesaid, consult the Managing Director and respond to the same without any delay.
- (c) The Chief Investor Relations Officer shall be responsible for deciding, in consultation with the Managing Director, as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures PROVIDED THAT no disclosure in response to the queries/request shall be made by the Chief Investor Relations Officer when the Managing Director does not approve the same.

3. Timely reporting of shareholdings / ownership and changes in ownership

The Chief Investor Relations Officer shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as required under the Listing Agreements and/or the Regulations and / or any other rules/regulations made under the Securities and Exchange Board of India Act, 1992 are made in a timely and adequate manner.

4. Disclosure/dissemination of Unpublished Price Sensitive Information with special reference to analysts and institutional investors:

- (a) No person, except those authorized by the Chief Investor Relations Officer /Compliance Officer or the Managing Director, shall disclose any information relating to the business activities of the Company to analysts and institutional investors.
- (b) All Directors, officers and employees of the Company shall follow the guidelines given hereunder while dealing with analysts and institutional investors: -

Sharing of information: The Directors, officers and employees of the Company, shall provide only public information to analysts and institutional investors. In case non-public information is proposed to be provided, the person proposing to provide such information shall consult the Chief Investor Relations Officer in advance. The Chief Investor Relations Officer shall, in such cases, ensure that that the information provided to the analyst or institutional investor as above is made public simultaneously with such disclosure.

The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.

Unanticipated questions may be noted and a considered response given later. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, a public announcement should be made before responding to the same.

(c) Recording of discussion:

All analyst or institutional investor meetings shall be attended by the Chief Investor Relations Officer, and another senior employee of the Company. The Chief Investor Relations Officer shall, in order to avoid misquoting or misrepresentation, arrange for recording the discussions at the meeting.

(d) Simultaneous release of information:

Whenever the Company proposes to organize meetings with analysts, the Company shall issue a press release or post relevant information on its web site after every such meeting. The Company may also consider live web casting of analyst meets.

The Chief Investor Relations Officer shall be responsible for drafting of the press release or the text of the information to be posted on the Company's web-site, in consultation with the Managing Director.

(e) Medium of disclosure/dissemination:

The Company shall disclose / disseminate all Unpublished Price Sensitive Information on a continuous and in a timely manner to the Stock Exchanges where its Securities are listed and thereafter to the press.

As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges and to the press may also be supplemented by prompt updates on the Company's web site. The Company may also consider other modes of public disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same.

Chief Investor Relations Officer: The Managing Director shall act as Chief Investor Grievances Officer under this Code

ANNEXURE - 1

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 (2)- Initial disclosure to the company]

Name of the Company:

ISIN of the Company:

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters / KMP / Directors /immediate Relatives /others etc.)	Securities held as on the date of regulation coming into force		% of Share-holding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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 by Promoter, 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 Specification	Number of units (contracts *lot size)	Notional value in Rupee terms	Contract Specification	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature:

Designation :

Date :

Place :

ANNEXURE - 1

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) - Disclosure on becoming a Director/ KMP/ Promoter]

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 No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director/KMP		% of Share-holding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures 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 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 at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
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 - 2

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
**The Compliance Officer,
AstraZeneca Pharma India Limited**

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ Equity shares/ stock derivatives of the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Number of Securities held as on date	
4	Folio No. / DPID/ Client Id	
5	The Proposal is a) Purchase of Securities b) Subscription to Securities c) Sale of Securities	
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired/subscribed/sold	
8	Price at which the transaction is proposed (if off market)	
9	Current Market Price (as on date of application)	
10	Whether the proposed transaction will be through stock exchange or off –market	
11	Folio No/ DPID/CLID where the securities will be credited /debited – (applicable for off market)	
12	Stock Derivative- lot size as notified given by exchanges a) Stock Future – Price & Expiry Date b) Stock Option- Put/ Call, Strike price & Expiry Date	

I enclose herewith the Undertaking signed by me.

Yours faithfully,

(Signature of Designated Person)

NOTE: This application has to be necessarily submitted through electronic mail at the dedicated e-mail id comp.secy@astrazeneca.com followed by a hard copy.

ANNEXURE 3

(On Stamp Paper of Rs.100)

FORMAT OF UNDERTAKING THAT SHOULD ACCOMPANY THE APPLICATION FOR PRE-DEALING

UNDERTAKING

To,
AstraZeneca Pharma India Limited
Bangalore

I, _____, residing at _____, am a Director / Designated Person of AstraZeneca Pharma India Limited ("the Company").

I declare that I do not have any access and have not received or had access to any Unpublished Price Sensitive Information [as defined in the Company's Code of Conduct for Prevention of Insider Trading ("the Code")] upto and including the date of this Undertaking.

I shall, in case I have access to, or receive, any Unpublished Price Sensitive Information after the date hereof, but before execution of the transaction referred to in my application dated _____, inform the Compliance Officer of the change in my position and completely refrain from dealing in the Securities (as defined in the Code) till the time such Unpublished Price Sensitive Information becomes public.

I declare that I have not contravened any provision of the Code or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

I am aware that I shall be liable to face penal consequences as set forth in the Code including disciplinary action thereunder, in case the above declarations are found to be misleading or incorrect in any respect.

I hereby agree to indemnify and keep the Company and its Directors indemnified from and against all and any penalties/fines that may be imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of contravention by me of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Code prescribed by the Company.

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

(Signature of Director / Designated Person)

Date:

ANNEXURE 4

FORMAT FOR PRE-DEALING APPROVAL LETTER

Date:

Approval No: _____ of _____

To,

Mr./Mrs. _____

Emp No.: _____

Designation: _____

PRE-DEALING APPROVAL/DISAPPROVAL -Your application dated _____

Dear Mr./Ms. _____

With reference to your above application seeking approval for undertaking transactions in Securities of the Company as detailed therein, please be informed that you are hereby authorised/not authorised to execute the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till _____ (i.e. for {1} week). If you do not execute the approved transaction/deal on or before this date you would have to seek fresh pre-dealing approval before executing the same.

Yours,

For AstraZeneca Pharma India Limited

Compliance Officer

ANNEXURE - 5

FORM C

Securities and Exchange Board of India (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, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/ Employee/ Director With contact nos.	Category of Person (Promoters / KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/ disposal		Securities Acquired / Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of Intimation to company	Mode of Acquisition/ 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 share holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge/ Revoke/ Invoke)	Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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)	
15	16	17	18	19	20	21

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

Signature:

Designation:

Date:

Place:

ANNEXURE - 7

**FORMAT FOR DISCLOSURE OF PARTICULARS BY
DIRECTORS/ DESIGNATED PERSONS**

Internal use

Recd date and time: Sign:

Date:

To
The Compliance Officer,
AstraZeneca Pharma India Limited
Bangalore

Dear Sir

My personal details are as under:

NAME OF DIRECTOR / DESIGNATED PERSON _____

EMPL.NO. _____ GRADE _____ DEPARTMENT _____
LOCATION _____ DATE OF APPOINTMENT _____

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I hereby declare that I have the following Dependent(s):

Sr. No.	Name of the Dependent	Relationship with Director/ Designated Person

I hereby declare that I / my dependents

- do not hold any Equity Shares of the Company as on date
- hold _____ Equity Shares of the Company as per the details given below:

Name & Address of Director / Designated Person	Date of assuming office	No. & % of shares/voting rights held at the time of becoming Director / Designated Person Folio No: or DP ID /Client ID and Date of receipt of allotment /advice/ Date of acquisition(specify)	No. & % of shares/voting rights held on the date hereof	Date of intimation to company	Mode of acquisition (market purchase / public / rights / preferential offer etc.)	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed (if applicable)	Buy quantity (if applicable)	Buy value (if applicable)

* Include holdings where Director/ Designated Person or dependent is a joint holder.

** Indicate "F" where the named holder is the first holder of the Securities and "J" where he/she is the joint holder of the Securities.

All DP Ids and Client Ids to be furnished even if no Securities of the Company are held.

I hereby undertake to inform the changes in the above details from time-to-time.

I hereby declare that the above details are true, correct and complete in all respects.

Signature: _____

Name: _____

NOTE: Please do not submit through electronic mail.

ANNEXURE – 8

Form D

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

Name of the company: _____

ISIN of the company: _____

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

Name, PAN No., CIN/DIN & address of 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/ 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/ Revoke/ Invoke)	Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

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)	
15	16	17	18	19	20	21

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

Signature:
Designation:
Date:

Place:

ANNEXURE - 6

Date: _____

To
 The Compliance Officer
 AstraZeneca Pharma India Limited
 Bangalore

I. STATEMENT OF SHAREHOLDINGS OF DIRECTORS / DESIGNATED PERSONS:

Name & Address of Director/ Designated Person	No. & % of shares/voting rights held by the Director/ Designated Person on _____ Folio NO / DP ID / Client ID	Date of receipt of allotment advice/acquisition / sale of shares/voting rights	Date of intimation to company	Mode of acquisition (market purchase/public/rights/preferential officer etc.)	No. & % of shares/post acquisition/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value

II. DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBERS:

Name & Address of Holder and Relationship	No. & % of shares/voting rights held by the Director/ Designated Person on _____	Date of receipt of allotment advice/acquisition / sale of shares/voting rights	Date of intimation to company	Mode of acquisition(market purchase/public/rights/preferential officer etc.)	No. & % of shares/post acquisition/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value

I/We declare that I/We have complied with the requirement of the minimum holding period of 30 days with respect to the shares sold.

Signature

Designation:

Department:

Policy last amended w.e.f. May 22, 2021

ASTRAZENECA PHARMA INDIA LIMITED

POLICY FOR IDENTIFICATION OF LEGITIMATE PURPOSE

1. PREFACE

- 1.1. This Policy is formulated pursuant to Regulation 3(2A) SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “Regulations”) effective from 1st April, 2019 which provides that listed companies shall provide for a Policy for determination of legitimate purposes as part of “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (hereinafter referred to as the “Code”). In this regard, AstraZeneca Pharma India Limited (hereinafter referred to as the “Company”) has laid down the following Policy.
- 1.2. The Policy shall be applicable to all ‘insiders’ as defined under the Regulations and shall be effective from 1st April, 2019.
- 1.3. Words used in this Policy are to be assigned the same meaning as given to them in the Company’s Code, if they are not defined therein, they shall derive their meaning from the Regulations.

2. OBJECTIVE:

- 2.1. The Regulations exempt communication of Unpublished Price Sensitive Information (UPSI) in furtherance of a 'legitimate purpose’. Though the term “legitimate purpose” is illustrated to include sharing UPSI ‘*in ordinary course of business*’, the term is not defined and the onus is on the Listed Company to form its own Policy for defining the same.
- 2.2. The objective of this Policy is to identify Legitimate Purposes for performance of duties or discharge of legal obligations, which will be considered as exceptions

for the purpose of procuring UPSI relating to the Company or its listed securities or proposed to be listed securities, if any.

3. DETERMINATION OF LEGITIMATE PURPOSE:

3.1. “Legitimate Purposes” shall mean sharing of UPSI in the ordinary course of business by an Insider with the 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.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Regulations and shall comply with this code.

3.2. What shall or shall not be construed to be legitimate purpose shall depend on the needs of the Company and what is approved by the Board of Directors as a genuine and justifiable purpose for the distribution of UPSI, including but not limited to, audit purposes, contractual obligations, legal compliances and any other specific purpose.

3.3. The purpose for providing UPSI must be compatible with the declared and specified purposes and must not be contrary to law or public policy of India or any judicial pronouncement or guidelines issued by any Professional Body.

4. PRINCIPLES

4.1. All information must be handled on a need to know basis and no UPSI shall be communicated to anyone except to any person in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- 4.2. The information shared should not be excessive in relation to the declared purpose.
- 4.3. Everyone who deals with UPSI must be notified of this Policy and instructed to abide by the same.
- 4.4. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a Company or securities listed or proposed to be 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
- 4.5. No person shall procure from or cause the communication by any insider of Unpublished Price Sensitive Information, relating to a Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 4.6. Any person in receipt of Unpublished Price Sensitive Information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with these Regulations.

5. REVIEW AND CHANGES TO THE POLICY

- 5.1. Any two Directors and the Compliance officer are authorized to make minor modifications to this Policy which would remove ambiguities, enhance clarity on the provisions of the Policy etc or amend subsequent to amendments to the Regulations. However, any major modification to the Policy will require authorization by the Board.

6. DISCIPLINARY ACTION

6.1. If after due inquiry, the Compliance Officer comes to a conclusion that a person has violated the provisions of this Policy, disciplinary action may be taken, in consultation with the Board of Directors or any other committee or person as maybe authorized by the Board in that behalf and in accordance with the Regulations.

ASTRAZENECA PHARMA INDIA LIMITED

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

1. **PREFACE:**

1.1. The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred to as “Amendment Regulations”) mandates every Listed Company to formulate a written policy and procedures for inquiry in case of leak of Unpublished Price Sensitive Information and initiate appropriate action on becoming aware of actual leak or suspected leak of unpublished price sensitive information and inform the Board of Directors promptly of such leaks, inquiries and results of such inquiries. In this regard, AstraZeneca Pharma Limited (hereinafter referred to as “Company”) has laid down this policy for procedure of inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information.

1.2. This Policy shall be applicable with effect from April 1, 2019.

1.3. Words used in this Policy are to be assigned the same meaning as given to them in the Company’s Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, if they are not defined therein, they shall derive their meaning from SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto (hereinafter referred to as “Regulations”).

2. **OBJECTIVES:**

2.1. To strengthen the internal control system to prevent leak of Unpublished Price Sensitive Information (hereinafter referred to as “UPSI”).

- 2.2. To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors' confidence in the company.
 - 2.3. To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to Securities and Exchange Board of India ("SEBI") promptly.
 - 2.4. To take disciplinary actions, if deemed fit against any Insider, Employee and Designated Persons found guilty of violating this Policy, apart from any action that SEBI may initiate/take against the Insider, Employee and Designated Persons.
3. SCOPE:
- 3.1. Leak of UPSI shall refer to such act / 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. Leak of UPSI shall further mean communication of information which is / shall be UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any Person other than the following (i) Designated Persons (ii) persons with whom unpublished price sensitive information in the ordinary course of business is shared for Legitimate purpose as specified as per the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information formulated by the Company and/or the Regulations or the Amendment Regulations after following the due process prescribed in this behalf in the Code and /or under SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and/or the Regulations and any amendment, re-amendment or re-enactment thereto.

3.2. The functions under this Policy shall be carried out by the Compliance Officer and the “Inquiry Committee” as constituted. The Inquiry Committee shall include following as its members:

- (a) Chief Financial Officer
- (b) Head of Legal
- (c) Head of Information Security
- (d) Head of Human Resources
- (e) and any other person nominated by the Managing Director.

If any member of Inquiry Committee has a conflict of interest in any given case, then he/she should recuse himself/ herself and other members of Inquiry Committee should deal with the matter on hand.

3.3. The Disciplinary action(s) shall include wage freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the Board.

4. PROCEDURE:

4.1. On becoming aware of *suo-moto* or otherwise, of actual or suspected leak of UPSI of the Company by any Promoter, Director, Key Managerial Person, insider, employee, designated person, support staff or any other known or unknown person, the Compliance officer shall inform the same to any member of the Inquiry Committee.

4.2. The Complaint with respect to leak or suspected leak of UPSI may even be received in writing from Registrar and Share Transfer Agent, Designated Person, Depository, Stock Exchange, Regional Director or any official thereof, Registrar

of Companies or any official thereof, regulatory / statutory authority or any other department of Central or State Government.

- 4.3. After receipt of the information/ complaint as stated above, the Inquiry Committee shall satisfy itself whether the complaint is in writing and contains particulars of the complainant and details of the complaint. The Complainant also has the option of annexing such documentary evidence, as deemed reasonable for the purpose of substantiating the complaint lodged.
- 4.4. Thereafter, the Inquiry Committee shall begin its preliminary inquiry. Within 5 (five) working days of receipt of the complaint, shall write to the complainant intimating the details of the complaint received and requesting him to give a written representation within 7 (seven) working days of receipt of letter. After receiving the representations, if the Committee is *prima facie* of the view that the complaint has been lodged to secure needless publicity for defamatory matter which is detrimental to the interest of the Company then the Committee shall discard the complaint with reasons recorded in writing.
- 4.5. However, if the Inquiry Committee finds merit or substance in the Complaint, the Committee shall proceed to investigate in the matter and for such purpose may consult such persons, whether internal or otherwise or obtain such external assistance or opinion, as he may deem expedient in this regard. During the course of such investigation, the Inquiry Committee may call for such additional documents, representations, etc. as the Committee may deem necessary.
- 4.6. On completion of the inquiry, the Inquiry Committee shall refer the matter to the Chairman of the Audit Committee, along with the opinion of the Inquiry Committee, for its consideration.

- 4.7. Thereafter, the Chairman of the Audit Committee on receipt of such opinion shall proceed to convene a Meeting of the Audit Committee within a period of 30 (thirty) days of receipt of opinion of the Inquiry Committee.
- 4.8. If the Audit Committee forms an opinion that the complaine is guilty of leak of UPSI, then, in consultation with the Board of Directors or any other person authorized by the Board of Directors, it shall order for necessary disciplinary proceedings, which will be in addition to the penal provisions stated under Amendment Regulations and any other statutory enactments, as applicable.
- 4.9. SEBI or any other appropriate regulatory authority would also be informed of such violation who may take appropriate action against the suspect.