

**NOVARTIS INDIA LIMITED****Code of Conduct to regulate, monitor and report share trading by Designated Persons and their immediate relatives (“Code”)****1. Preamble**

The Securities and Exchange Board of India (SEBI), as part of its efforts to protect the interest of investors in general, had issued the SEBI (Insider Trading) Regulations, 2015, under the powers conferred on it by the SEBI Act, 1992. Applicable to all listed companies, these Regulations came into force with effect from May 15, 2015. Code of Conduct to regulate, monitor and report share trading by Designated Persons and their immediate relatives (hereinafter referred as the “Code of Conduct or the Conduct” or the “Code”) is framed in line with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

This Code is applicable to the Designated Persons as may be designated specified by the Board of Directors and their Immediate Relatives who are likely to have access to unpublished price sensitive information.

**2. Objective**

The objective of the Code is to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto (“the Regulations”) and to provide guidance for

- a) Handling of Unpublished Price Sensitive Information; and
- b) Regulating, monitoring and reporting trading of Novartis India Limited’s shares by Insiders.

**3. Definitions**

Important Definitions pursuant to the Code are annexed as “**Annexure 1**”.

**4. Compliance Officer**

In accordance with the Regulations, the Board of Directors of Novartis India Limited (“Company”) has appointed the Company Secretary as the Compliance Officer who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring of trades and adherence to rules for preservation of Unpublished Price Sensitive Information.

The Compliance Officer shall report to the Board of Directors and in particular also provide report to the Chairman of the Audit Committee on quarterly basis or on such periodical basis on the matters relating to the Code. Any Director /Compliance Officer under this Code /Company Secretary is authorized to circulate any revision in the Code on approval from the Managing Director.

**5. Protection of information and Code of Fair Disclosure of Unpublished Price Sensitive Information to public**

All corporate and business information shall be handled within the organization on a need-to-know basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of the Insider’s Legitimate Purposes, performance of his/her duties or discharge of his/her legal obligations.

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The Company shall however, in no circumstances share information solely for the purpose of evading the compliances of the Regulations or circumventing the prohibitions of these Regulations.

Notwithstanding the above, unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

- a) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;
- b) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.

However, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

The board of directors or head(s) of the Organization shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom UPSI is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

A code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information to the public is set out in “**Annexure 2**”.

**6. Trading Window and Window Closure**

- a) The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he/she determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- b) The Trading period i.e., the trading period of the stock exchanges, called ‘Trading Window’, is available for trading in the Company’s Securities.
- c) The trading window shall be, inter alia, closed from the end of every quarter till 48 hours after declaration of financial results. Trading Window for events other than financial results, shall be closed for the period as may be determined by the

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Compliance Officer of the Company from time to time.

- d) The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available. The closure and opening of trading windows under different events and circumstances has been detailed under **“Annexure 3”**
- e) During closure of trading window, Designated Persons (and their immediate relatives) shall not trade in the securities of the Company.
- f) All Designated Persons (and their immediate relatives) shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred above or during any other period as may be specified by the Company from time to time.
- g) The trading window restrictions mentioned above shall not apply in respect of:
  - i) transactions in respect of a pledge of shares for a Bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board
  - ii) Transactions which are undertaken in accordance with respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer.

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An Insider shall not:

- a) communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to the 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.; or
- b) Trade in listed securities of the Company while in possession of Unpublished Price Sensitive Information; or
- c) Trade in listed securities of the Company when Trading Window is closed.

Subject to the pre-clearance in certain circumstances as specified below, the Insider may conduct all their dealings in the securities of the Company when the Trading Window is open as per the Code. An Insider shall take pre-clearance from Compliance Officer in the following situations: -

- a) When dealing in 1,000 or more shares of the Company; or
- b) When transaction value is INR 500,000/- or whichever is Lower.

Each pre-clearance shall only valid for a period of one week. The following Forms for applying for pre-clearance of transaction are annexed.

<b>Annexure 4A</b>	:	Application for pre-clearance
<b>Annexure 4B</b>	:	Statement of holding at the time of pre-clearance
<b>Annexure 4C</b>	:	Undertaking to be submitted along with the application for pre-clearance

The Compliance Officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of Trades.

The Insider who is permitted to Trade shall not execute contra trade for a minimum period of six (6) months. In case, such contra trade is executed, inadvertently or otherwise, in violation of such restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to Investors Protection and Education Fund administered by SEBI. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations. The Form for applying for execution of contra trade is annexed as “**Annexure 4D**”.

**8. Trading Plan**

- a) An Insider is 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 on his behalf in accordance with such plan. An Insider who has formulated a Trading Plan and obtained approval of Compliance Officer shall carry out his trading as per the requirements provided under the Regulations.
- b) Such trading plan shall:

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- i. not entail commencement of trading on behalf of the Insider earlier than 120 (one hundred twenty) calendar days from the public disclosure of the plan;
- ii. not entail overlap of any period for which another trading plan is already in existence
- iii. set out following parameters for each trade to be executed:
  - either the value of trade to be affected of the number of securities to be traded;
  - nature of the trade;
  - either specific date or time period not exceeding five consecutive trading days;
  - price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to change to the range as specified below:

for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;

for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price

Explanation: (i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional. (ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral. (iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

- iv. not entail trading in securities for market abuse
- c) The Compliance Officer shall review such trading plan to assess whether the plan would have any potential for violation of these regulations and 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 plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan

- d) The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

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Provided further that if the insider has set a price limit for a trade under the approved trading plan, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

- e) The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval

**9. Disclosure requirements under the Regulations****Disclosure at the time of joining the Company**

Every person on appointment as a Key Managerial Personnel or Director of the Company or upon becoming a promoter shall disclose his holding of securities in the Company as on the date of the appointment or becoming a promoter, to the Company within seven (7) days of such appointment or becoming a promoter in the Form as prescribed under the Regulations.

**Continuous Disclosure**

Every Promoter, Designated Person and Director of the Company shall disclose to the Company in such specified form and manner as may be prescribed by the SEBI, including but not limited to the number of such securities acquired or disposed of within two (2) 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 INR 1 Million in the Form as prescribed under the Regulations. The disclosure shall be made within two (2) trading days of the:

- a) receipt of intimation of allotment of shares, or
- b) acquisition or sale of shares or voting rights, as the case may be.

Provided further that the off-market inter se transfer between Insiders shall be reported by the Insiders to the Company within two working days and Company shall report particulars of such trades to the Stock Exchanges within two working days from receipt of such information.

**Annual Disclosure**

Every promoter, member of the promoter group, director and Designated Person (including their immediate relatives) of the Company shall disclose their holding of Securities on annual basis within 30 days from conclusion of every financial year of the Company.

The disclosures to be made by any person under this clause shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decision.

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The Company shall inform the Stock Exchange of information in the Form as prescribed under the Regulations within two (2) working days of receipt of the disclosure or from becoming aware of such information. All the disclosures made under this Code will be maintained by the Company for a minimum period of five years.

**Reporting to the Board**

Compliance Officer shall report the following to the Board and in particular to the Chairman of the Audit Committee on quarterly or on such periodical basis:

- a) any Trading Plans received or approved by the Compliance Officer during the quarter;
- b) pre-clearance given by the Compliance Officer for dealing in 1,000 or more shares of the Company or for INR 500,000 or above transaction value;
- c) any disclosure received from an Insider and forwarded to the Stock Exchange under the Regulations; and
- d) information on opening/closing of Trading Window.

**10. Mechanism for Regulating trading by Insiders:**

- a) All Designated Persons shall be required to disclose appropriate details (viz Names, PAN, details of immediate relatives & persons with whom such designated person(s) shares a material financial relationship, Contact details, Educational institutions from which they have graduated and names of their past employers) etc. as may be required/authorized by the regulations on an annual basis and as and when the information changes
- b) All employees who are brought ‘inside’ on sensitive transactions in the Company or required to execute such confidentiality agreements as specified by the law department from time to time. It is expected that employees who are in receipt of Inside Information on sensitive transactions, shall not misuse or make unwarranted use of such information and strictly abide by the Novartis policies and such confidentiality agreements.
- c) Structured digital database is maintained by the Company in house containing:
  - i. the nature of unpublished price sensitive information;
  - ii. the names of such persons who have shared the information; and
  - iii. also, the names of such persons with whom information is shared under this regulation
  - iv. along with his Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

Such databases are maintained with adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

The structured digital database is to be preserved for a period of:

- i. not less than eight (8) years after completion of the relevant transactions; or
- ii. In event of receipt of any information from SEBI regarding any investigation or enforcement proceedings- till the completion of such proceedings



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- d) The Audit Committee to review compliance with the provisions of this code and insider trading regulations on half yearly basis and may place reliance on certificate from the Compliance Officer/external vendor that the systems for internal control are adequate and are operating effectively.
- e) In case of leak of UPSI or suspected leak of UPSI, the inquiry will be followed as per Vigil Mechanism and Whistle Blower policy of the Company. SEBI shall be promptly informed about such leaks, inquiries including results of such inquiries. Reporting of instances of leak of UPSI will also be dealt appropriately as per the Regulations.

**11. Penalty/Punishment**

Employees of the Company or any other person considered as an Insider who deals in securities or communicates any Unpublished Price Sensitive Information relating to the Company, in violation of this Code, will be penalized as considered appropriate by the Company, including warning, salary freeze, claw back of incentive, suspension or termination of employment. Anyone who contravenes the Regulations is also liable for punishment by SEBI, which could include imprisonment or fine, or both.

Any amount collected (i.e. fine or penalty imposed by the company) pursuant to such Sanctions and Disciplinary actions for violation of Code of Conduct, will be remitted to SEBI for credit to the Investor Protection and Education Fund, as per applicable Regulations.

**12. Protection against retaliation and victimisation**

Pursuant to an amendment to the Regulations, any employee is also entitled to voluntarily submit any Original Information to SEBI pertaining to any alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under the Regulations.

It may be noted that any employee will be provided suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files/ submits such voluntary information/ disclosure to SEBI, as per the Regulations.

For filing any such voluntary information/ disclosure to SEBI the employee need not seek any prior permission or consent or guidance of the Company or the Board or his/ her manager, whether before or after such filing of voluntary information/ disclosure.

For the purpose of this Section, “employee” means any individual who during employment of the Company may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under the Regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

**13. Intimation to Stock Exchange**

The Compliance Officer shall inform Stock Exchange promptly of any violation of the Code.



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An Insider shall not share UPSI with any person including other Insider(s) except where such communication is in the ordinary course of business or on a need-to-know basis and in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. An Insider before so sharing the UPSI with any other person shall notify him/her that the information is UPSI and to maintain confidentiality of the same.

Legitimate Purpose shall, inter-alia, include sharing of UPSI on need-to-know basis by an insider with promoters, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, etc. provided that such sharing has not been carried out to evade or circumvent the prohibitions under these Regulations.

**In following cases which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:**

- i. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law.
- ii. Under any proceedings or pursuant to any order of courts or tribunals;
- iii. As part of compliance with applicable laws, regulations, rules and requirements;
- iv. Arising out of any contractual obligations or arrangement entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking.
- v. Arising out of business requirement including requirement for the purposes of promoting business of the Company, strategies of business, statutory consolidation requirements or related customary disclosure obligations which may require sharing of UPSI with any outsider or Promoter of the Company, who in turn may share it with their Promoter(s) as well as with their advisors, consultants, intermediaries, fiduciaries, etc which shall include but not limit to the below :-
  - Sharing the relevant UPSI by Company or Promoter(s) for advice, consultation, valuation, fund raising or other intermediation and approvals in relation to the subject matter of a proposed deal/assignment/tie-up/venture/fund raising.
  - Sharing the relevant UPSI by Company or Promoter(s) with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers in order to avail professional services from them;
  - Sharing the relevant UPSI by Company or Promoter(s) for advice, consultation, transaction support, intermediation and approvals on projects relating to enterprise transformation, strategy, change management, analytics, re-organization, operation improvement, technology and similar domains.

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- Sharing the relevant UPSI by Company or Promoter(s) with business partners essential to fulfil the terms and conditions of a business contract with a client, vendor, collaborator.
- Sharing the relevant UPSI by Company or Promoter(s) for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new products, business opportunities and new lines of business;
- Sharing the relevant UPSI by Company or Promoter(s) for statutory consolidation requirements or related customary disclosure obligations;
- Sharing the relevant UPSI by Company or Promoter(s) with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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 the Code.

#### **15. Notes:**

<b>Version 1</b>	<i>Approved by Board of Directors on May 12, 2015</i>
<b>Version 2</b>	<i>Reviewed and approved by Board of Directors through Circular Resolution on March 28, 2019. Amendments effective from April 01, 2019</i>
<b>Version 3</b>	<i>Reviewed and approved by Board of Directors in its Meeting held on November 8, 2019. Amendments effective from December 26, 2019</i>
<b>Version 4</b>	<i>Reviewed and approved by Board of Directors in its Meeting held on August 6, 2020</i>
<b>Version 5 (Current and Latest)</b>	<i>Reviewed and approved by Board of Directors in its Meeting held on [●], 2025</i>

**NOVARTIS INDIA LIMITED****Code of Conduct to regulate, monitor and report share trading by Designated Persons and their immediate relatives (“Code”)****Annexure 1****Definitions:**

1. **Act** mean Securities and Exchange Board of India Act, 1992 as may be amended from time to time.
2. **Company** mean Novartis India Limited
3. **Compliance Officer** mean means Company Secretary or any senior officer designated by Board, who is financially literate (i.e. having ability to understand basic financial statements) and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors 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 the implementation of the codes specified in these regulations under the overall supervision of the Board.

**Explanation –** For the purpose of this code, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows

4. **Generally Available information** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.
5. **Securities** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.
6. **Relative** shall mean the following and are deemed connected person:
  - (i) spouse of the person;
  - (ii) parent of the person and parent of its spouse;
  - (iii) sibling of the person and sibling of its spouse;
  - (iv) child of the person and child of its spouse;
  - (v) spouse of the person listed at sub-clause (iii) of this definition; and
  - (vi) spouse of the person listed at sub-clause (iv) of this definition.
7. **Connected Person** means
  - a) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself/herself 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.
  - b) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Person unless the contrary is established:

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- i. A relative of Connected Persons specified in clause (a); or
- ii. a holding company or associate company or subsidiary company; or
- iii. an intermediary as specified in section 12 of the Act or an employee or director thereof;  
or
- iv. an investment company, trustee company, asset management company or an employee or director thereof; or
- v. an official of a stock exchange or of clearing house or corporation; or
- vi. 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
- vii. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- viii. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- ix. a banker of the company; or
- x. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his Immediate Relative or banker of the company, has more than ten per cent. of the holding or interest.
- xi. a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner.

a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

8. **Designated Person** means such Connected Person designated on the basis of their functional role and shall include:
  - a) All Promoters of the Company
  - b) Holding Company or associate Company
  - c) Directors of the Company including Independent and Nominee directors and executive assistant(s) of directors
  - d) Key Managerial Personnel of the Company including Chief Executive Officer (CEO), Chief Operating Officer, Chief Financial Officer (CFO) and Company Secretary (CS)
  - e) Heads of Business Development, Product management, Portfolio management, Communications and marketing and their executive assistant(s)
  - f) all key executives of the Finance, Treasury, Taxation, Quality, ESO, Company Secretary, Legal and IT department
  - g) All Auditors and Consultants dealing with UPSI.
  - h) Immediate Relatives of (b) to (g) above
  - i) any other employee/ person notified/designated by the Compliance Officer in consultation with Board of Directors, either for a specific period of time or for an indefinite period of time, based on such person's role, function, designation and seniority in company and the extent to which such person may have access to Unpublished Price Sensitive Information.
9. **Insider** means any person who is:
  - a) a Connected Person including Deemed Connected Person;
  - b) in possession of or having access to Unpublished Price Sensitive Information including a person having access to such information by virtue of a legitimate purpose or
  - c) a Designated Person.
10. **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
11. **Trading** means and includes subscribing, buying, selling, dealing or agreeing to subscribe,

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buy, sell, deal in any securities and "trade" shall be construed accordingly.

12. **Trading Day** means a day on which the recognized stock exchanges are open for Trading.
13. **Original Information** means any relevant information submitted in accordance with the Regulations pertaining to any violation of insider trading laws that is:-
- a) derived from the independent knowledge and analysis of the Informant;
  - b) not known to the SEBI from any other source, except where the Informant is the original source of the information;
  - c) is sufficiently specific, credible and timely to - (1) commence an examination or inquiry or audit, (2) assist in an ongoing examination or investigation or inquiry or audit, (3) open or reopen an investigation or inquiry, or (4) inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by the SEBI; not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit, or investigation, or from the news media, except where the Informant is the original source of the information; and
  - d) not irrelevant or frivolous or vexatious.
14. **SEBI** means the “Securities and Exchange Board of India”
15. **Need to Know** means:
- a) Unpublished Price Sensitive Information should be 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.
  - b) All non-public information directly received by any employee should immediately be reported to the head of the department
16. **Unpublished Price Sensitive Information (“UPSI”)** 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: -
- a) financial results;
  - b) dividends;
  - c) change in capital structure;
  - d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business or such other transactions.
  - e) changes in key managerial personnel; and
  - f) any material events in accordance with the listing agreement.
  - g) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor
  - h) change in rating(s), other than ESG rating(s);
  - i) fund raising proposed to be undertaken;
  - j) agreements, by whatever name called, which may impact the management or control of the company.
  - k) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

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- l) resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
- m) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- n) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- o) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- p) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- q) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- r) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals

**NOVARTIS INDIA LIMITED****Code of Conduct to regulate, monitor and report share trading by Designated Persons and their immediate relatives (“Code”)****Annexure 2****Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information:****1. Introduction**

The Company has formulated Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”) to comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (‘Regulations’). The Regulations seek to govern fair disclosure of events and occurrence that could impact price discovery of Company’s securities.

**2. Objective**

The Code aims to ensure timely disclosure of Unpublished Price Sensitive Information which would impact the price of the securities of the Company and to maintain uniformity, transparency and fairness in dealing with all stakeholders. Further, the Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of such information. This Code is applicable with effect from 15<sup>th</sup> May 2015.

**3. Protection of Unpublished Price Sensitive Information**

Unpublished Price Sensitive Information shall be handled on need-to-know basis i.e. Unpublished Price Sensitive Information shall be disclosed only when such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

**4. Code of Fair Disclosure**

The Company will adhere to the following so as to ensure fair disclosure of events and occurrence that would impact price of the securities of the Company in the market:

**a) Prompt public disclosure of Unpublished Price Sensitive Information**

Unpublished Price Sensitive Information shall be made available promptly by the Company to the Stock Exchange and also be uploaded on the website of the Company for information to the members and investors.

**b) Uniform and universal dissemination of information**

The Unpublished Price Sensitive Information shall be disclosed on continuous, immediate and uniform basis. The information shall be disseminated publically in order to avoid selective disclosures.

**c) Overseeing the disclosure**

Managing Director, Whole Time Director, Chief Financial Officer or Company Secretary shall oversee dissemination of information and disclosure of Unpublished Price Sensitive Information.

They shall be responsible for ensuring timely and continuous disclosure of Unpublished Price Sensitive Information to Stock Exchange and also uploading on the website of the Company. In event of inadvertent selective disclosure of Unpublished Price Sensitive



**NOVARTIS INDIA LIMITED****Code of Conduct to regulate, monitor and report share trading by Designated Persons and their immediate relatives (“Code”)**

Information, they shall take prompt action to make the information generally available.

d) Responding to market rumors

Managing Director, Whole Time Director, Chief Financial Officer or Company Secretary shall promptly and fairly respond to any queries to news report or requests for verification of market rumors by the Stock Exchange or any other regulatory authorities.

e) Dealing with analyst and research personnel

The Company shall not provide any Unpublished Price Sensitive Information to the analyst or research personnel. In order to avoid misquoting or misrepresentation, it is desirable that at least two Company's representative are present at the meetings with analyst or market researchers and if possible, record the discussions. In case of any queries by the analyst or researchers, the response to which results to Unpublished Price Sensitive Information, such information is to be made public prior to responding such queries.

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**Annexure 3**

**Closing Period for the Trading Window:**

No.	Event	Window to Remain Closed		
		For	From	To
a)	Declaration of Financial Results	1 <sup>st</sup> Qtr.	1 <sup>st</sup> July	48 hours after the results are submitted to the Stock Exchange
		2 <sup>nd</sup> Qtr.	1 <sup>st</sup> October	
		3 <sup>rd</sup> Qtr.	1 <sup>st</sup> January	
		4 <sup>th</sup> Qtr.	1 <sup>st</sup> April	
b)	Declaration of Dividends (interim and final)	Date of Notice of Board Meeting to Directors or Stock Exchange whichever is earlier		48 hours after the results are submitted to the Stock Exchange
c)	Change in capital structure	Date of Notice of Board Meeting to Directors or Stock Exchange whichever is earlier		48 hours after the results are submitted to the Stock Exchange
d)	Mergers, De-mergers, acquisitions, delisting, disposals and expansion of business or such other transactions	Date of Notice of Board Meeting to Directors or Stock Exchange whichever is earlier		48 hours after the results are submitted to the Stock Exchange
e)	Changes in key managerial personnel	Date of Notice of Board Meeting to Directors or Stock Exchange whichever is earlier		48 hours after the results are submitted to the Stock Exchange
f)	Any material events in accordance with the listing agreement	Date of Notice of Board Meeting to Directors or Stock Exchange whichever is earlier		48 hours after the results are submitted to the Stock Exchange

Note: In case any relaxation is granted by SEBI on any of the Events specified above w.r.t. trading window closure, the same will be applied



**NOVARTIS INDIA LIMITED**

**Code of Conduct to regulate, monitor and report share trading by Designated Persons and their immediate relatives ("Code")**

**Annexure 4A**

**Application for pre-clearance**

To: The Compliance Officer

From: Name : \_\_\_\_\_  
Designation : \_\_\_\_\_  
Department : \_\_\_\_\_

With reference to the Code of Conduct to regulate, monitor and report share trading by Insiders, I seek your approval to subscribe to / agree to subscribe to / purchase / sell / deal as an agent / principal in \_\_\_\_\_ (nos.) equity shares of the Company.

The statement of shareholding (Annexure 4B) as on \_\_\_\_\_ and Undertaking (Annexure 4C) are enclosed for your perusal in this connection.

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

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**Pre-clearance Order**

This is to inform you that your request for dealing in \_\_\_\_\_ (nos.) shares of the Company as mentioned in your above-mentioned application is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 days from today.

Date: \_\_\_\_\_ For \_\_\_\_\_

Compliance Officer

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**Confirmation of deal**

To: The Compliance Officer

I confirm that the share dealing for which approval was granted on \_\_\_\_\_ was completed on \_\_\_\_\_ by purchasing / selling \_\_\_\_\_ (nos.) equity shares of the Company.

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

\_\_\_\_\_



**NOVARTIS INDIA LIMITED**

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**Annexure 4B**

**Statement of Holding at the time of Pre-clearance**

To  
The Compliance Officer  
Novartis India Limited

Date: \_\_\_\_\_

**I. DETAILS OF SHAREHOLDINGS OF DIRECTOR / OFFICER / DESIGNATED EMPLOYEES HELD IN THEIR OWN NAME**

Name	Designation	Department	No. of Shares Held (with Folio / DP ID / Client ID)	Nature of Transaction for which Approval is sought	No. of Shares to be dealt

**II. DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBERS**

Name	Relationship	No. of Shares Held (with Folio / DP ID / Client ID)	Nature of Transaction for which Approval is sought	No. of Shares to be dealt

I / We hereby confirm that I / We will not execute contra trade for a minimum period of 6 months.

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

**NOVARTIS INDIA LIMITED****Code of Conduct to regulate, monitor and report share trading by Designated Persons and their immediate relatives ("Code")****Annexure 4C****Undertaking to be submitted along with the Application for Pre-clearance**

I, \_\_\_\_\_ (Name, designation and Department) residing at \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_\*shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

As required by the Code of Conduct to regulate, monitor and report share trading by Insiders, I hereby state that:

- i. I have no access to nor do I have any information that could be construed as "Unpublished Price Sensitive Information" as defined in the code up to the time of signing this undertaking;
- ii. In the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" as defined in the code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- iii. I have not contravened the provisions of the code;
- iv. I have made full and true disclosure in the matter.

Date: \_\_\_\_\_

Signature \_\_\_\_\_

\* Indicate number of shares.

**NOVARTIS INDIA LIMITED**

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Persons and their immediate relatives (“Code”)**

**Annexure 4D**

**Application for execution of Contra Trade**

Date : \_\_\_\_\_

To  
The Compliance Officer  
Novartis India Limited

I request you to grant me approval for execution of contra trade as required under the Code of Conduct to regulate, monitor and report share trading by Insiders with respect to \_\_\_\_\_  
Shares of the Company held by me / \_\_\_\_\_(name of relative) singly / jointly  
acquired by me on \_\_\_\_\_(Date). I desire to deal in the said share on account of  
\_\_\_\_\_ (give reasons).

Thanking you

Yours faithfully

Name : \_\_\_\_\_

Designation : \_\_\_\_\_

Department : \_\_\_\_\_