



CLAROID PHARMACEUTICALS LIMITED
(Formerly Known As: Claroid Pharmaceuticals Private Limited)
CIN: U24304GJ2018PLC103796

Registered Office:

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CLAROID PHARMACEUTICALS LIMITED
CODE OF PRACTICE AND PROCEDURES FOR FAIR
DISCLOSURE OF UPSI

(Pursuant to Regulation 8 read with Schedule A of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 ("Insider Trading Regulations"))



1. **INTRODUCTION**

Pursuant to Regulation 8, read with Schedule A of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Insider Trading Regulations”), every listed entity is mandated to formulate and disclose on its official website a “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)” in alignment with the principles outlined under Schedule A of the said Regulations (“Code”).

The Board of Directors of the Company has consistently endeavour to carry out its operations in a fair, ethical, and transparent manner, with a primary focus on safeguarding the interests of all its shareholders.

2. **PURPOSE AND OBJECTIVE**

This Code is essential for the Company to prevent the misuse of Unpublished Price Sensitive Information (UPSI) and to ensure its timely and adequate disclosure. It aims to promote uniformity, transparency, and fairness in the Company’s interactions with all stakeholders while ensuring compliance with applicable laws and regulations.

The primary objective of this Code is to establish a well-defined framework and policy for the fair disclosure of events and developments that may affect the price discovery of the Company’s securities in the market. It sets out clear procedures and practical guidelines to be followed by the Company to ensure consistent, transparent, timely, and regular public disclosure and dissemination of UPSI. Furthermore, the Company is committed to maintaining the confidentiality of such information and to preventing its misuse.

3. **DEFINITIONS**

“**Board**” shall mean the board of directors of “Claroid Pharmaceuticals Limited” (the Company).

“**Code**” means this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

“**Unpublished Price Sensitive Information**” shall have the meaning given to such term in the Insider Trading Regulations.

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

“**Legitimate Purpose**” shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

“**Need to know basis**” 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 information.

“**Chief Investor Relations Officer**” The Company designates its ‘Company Secretary’ as its ‘Chief Investor Relations Officer’ to entrust him with the function of dissemination and disclosure of UPSI. He is entrusted with giving appropriate and fair response to the regulatory authorities in respect of queries, questions and explanations to news reports and market rumor. In absence of Company Secretary, the Managing Director shall be the Chief Investor Relations Officer;

4. **INTERPRETATION**

Terms that have not been defined in this policy shall have the same meaning assigned to them in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.



5. PRINCIPLES OF FAIR DISCLOSURE

The Company shall adhere to the following principles so as to ensure fair disclosure of events, occurrences, and unpublished price-sensitive information that could impact the price of its securities in the market:

1. The Company shall promptly disclose the Unpublished Price Sensitive Information to the Stock Exchange(s) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. There shall be a universal and uniform disclosure of Unpublished Price Sensitive Information through the Stock Exchanges. The information may be disseminated through media for wider and quicker dissemination and may also be hosted on the website of the Company.
3. The Chief Investor Relations Officer (CIRO) shall deal with the dissemination of information and disclosure of unpublished price-sensitive information.
4. In the event of any Unpublished Price Sensitive Information getting disclosed selectively either inadvertently or otherwise, the Company shall ensure prompt dissemination of UPSI as generally available, by publishing the same on the Company's website.
5. The Company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. It shall be ensured that the information shared with the analysts and research personnel is not Unpublished Price Sensitive Information.
7. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and conference calls with investors/analysts are promptly published on the official website of the Company to ensure official confirmation and documentation of disclosures made.
8. All UPSI shall be handled within the Company strictly on a need to-know basis i.e. all UPSI may be disclosed only where such disclosure is (i) for a "legitimate purpose", as defined in this Code; (ii) in discharge of legal obligations or (iii) to those within the Company who need the UPSI to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information. Such disclosure shall be made only after appropriate entry(ies) have been made by the concerned employee disclosing the information in the Structured Digital Database module.
9. Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as "legitimate purpose" for sharing of unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
10. The structured digital database is to be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings.

6. DETERMINATION OF LEGITIMATE PURPOSE FOR SHARING OF UPSI

The sharing of Unpublished Price Sensitive Information (UPSI) shall be deemed to be for a "legitimate purpose" when it occurs in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, or other advisors or consultants, provided that such sharing is not undertaken to evade or circumvent the provisions of the SEBI (Prohibition of Insider Trading) Regulations, this Code, or the Company's Code of Conduct to Regulate, Monitor, and Report Trading by Insiders .



7. **MAINTENANCE OF STRUCTURED DIGITAL DATABASE**

A structured digital database shall be maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons 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.

8. **POLICY REVIEW AND AMENDMENTS**

In case of any subsequent changes in the provisions of the Listing Regulations or any other regulations which makes any of the Clauses/provisions in the Policy inconsistent with the Regulations, the provisions of the Listing Regulations would prevail over the Policy and the Clauses/provisions in the Policy would be deemed to be modified accordingly. The Board also, at its discretion, has the power to review and revise the Policy.

9. **DISCLOSURE ON WEBSITE**

The Policy will be disclosed on the website of the Company www.claroidpharma.com
