



## ARVIND REMEDIES LTD

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Ref: ARL/2015-16/BSE/COM/

May 21, 2015

The Bombay Stock Exchange  
Department of Corporate Services  
Floor 25, P.J Towers  
Dalal Street Fort  
Mumbai 400 001

Dear Sirs,

**Sub: Code of conduct under SEBI (PIT) Regulations  
2015**

We have to inform that as per the above provisions, the company has adopted the code of conduct, a copy of which is enclosed herewith and placed at our website.

In connection with the above, we have to inform you that the trading window of the shares of the company will remain closed in terms of the Code of Conduct to regulate monitor and report trading by insiders formulated pursuant to SEBI Insider Trading Regulations 2015 from 22<sup>nd</sup> May 2015 to 31<sup>st</sup> May 2015 (both days inclusive) in connection with the meeting of the Board of Directors of the Company on May 28, 2015 inter alia to consider and approve the financial results of the company for the quarter ended 31<sup>st</sup> March 2015.

This is in compliance with Clause 41 of the Listing Agreement. Kindly take the same into your records

Thanking you,

Yours faithfully  
For Arvind Remedies Limited

  
Company Secretary



**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for Board Members and Senior Management Personnel**

**(Pursuant to Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations 2015**

**1.0 Introduction**

1.1 This code of Conduct ("this Code") shall be called "The Code of Conduct for Board Members and Senior Management Personnel" of Arvind Remedies Limited (hereinafter referred to as "the Company").

1.2 The subject code has been framed specifically in compliance with the provisions of clause 49 of the listing agreement with stock exchanges.

1.3 The purpose of this code is to enhance further an ethical and transparent process in managing the affairs of the Company.

1.4 It shall come into force with effect from 1<sup>st</sup> day of May 2015

**2. Definitions & Interpretations:**

2.1 The term "Board Members" shall mean Directors on the Board of Directors of the Company.

2.2 The term "Executive Director" shall be the Director on the Board of Directors of the Company who is in whole-time employment of the Company.

2.3 The term "Non-executive Director" shall mean Director on the Board of Directors of the Company who is not in whole time employment of the Company.

2.4 The term "Relative" shall have the same meaning as defined in Section 6 of the Companies Act, 1956. (Refer Appendix-I)

2.5 All other expressions unless defined herein shall have the same meaning as have been assigned to them under the SEBI Act or Securities Contracts (Regulation) Act, 1956, or the Companies Act, 1956 or any statutory modification or re-enactment thereto, as the case may be.



2.6 In this code words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa.

### **3. Applicability:**

3.1 This code shall be applicable to all Executive and Non-executive Directors and all the Managers one level below the Executive Director of the Company including any person occupying the position of departmental head by whatever name called (hereinafter referred to as "Senior Management Personnel").

3.2 The Executive Directors and Senior Management Personnel should continue to comply with other applicable/ to be applicable policies, rules and procedures of the Company.

### **4.0 Key Requirements**

The Board Members and Senior Management Personnel must act within the authority conferred upon them and in the best interests of the company and observe the following code of conduct:

1. Shall act in utmost care, skill, diligence, good faith and in accordance with the highest standard of honesty, integrity, fairness and ethical conduct while working for the Company as well representing the Company without allowing their independent judgment to be subordinated and fulfill the fiduciary obligations.
2. Shall not involve themselves in making any decision on a subject matter in which a conflict of interest arises or could arise, between the personal interest and the interest of the Company. In the event of apprehending of such conflict of interest, the relevant facts shall be disclosed in writing explaining the circumstances that create or could create the conflicts of interest to: (a) Board of Directors in case of Executive and Non-Executive Directors and (b) Chairman in case of Senior Management Personnel for further directions in the matter.
3. Shall avoid having any personal financial interest in works or contract awarded by the Company.
4. Shall not exploit for their own personal gain, opportunities that are discovered through company's business, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and Chairman as the case may be.



5. Shall not seek or accept or offer directly or indirectly any gifts, donations, remuneration, hospitality, illegal payments, favour in whatsoever form howsoever described by the customers, vendors, consultants, etc., that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, opportunity for committing any fraud.

6. Shall comply with all applicable laws, rules and regulations and any violation thereon may make them personally liable. Directors and Senior Management Personnel may be subjected to disciplinary action by the Company for violation of provisions of law.

7. Shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitute insider information. The Board Members and Senior Management Personnel shall make timely disclosures of (i) trading in the shares of the Company, (ii) transactions having personal interest and (iii) related party transactions that are required to be made under laws, rules & regulations and Code for prevention of Insider Trading in the Securities of Arvind Remedies Limited.

8- Any information concerning the Company's business, its customers, suppliers, etc, which is not in the public domain and to which the Board Members and Senior Management Personnel has access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No Board Members and Senior Management Personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specifically authorized.

9. Shall protect the Company's assets, labour and information and may not use these for personal use, unless authorized to do so.

## **5.0 Enforcement of Code of Conduct**

5.1 Company Secretary shall be the Compliance Officer for the purpose of this code.

5.2 Each Board Member and Senior Management Personnel shall be accountable for fully complying with this code.



5.3 Compliance Officer shall report breach of this code, if any, which comes to his notice to the: (a) Board in case of all Board members and (b) Chairman in case of Senior Management Personnel

5.4 Penalty for breach of this code by Senior Management Personnel shall be determined by the Chairman. In case of breach of this code by the Directors, the same shall be examined by the Board.

5.5 Penalty may include serious disciplinary action, removal from office and dismissal as well as other remedies, including recommendations for any of the above penalty, to the extent permitted by law and as considered appropriate under the circumstances.

## **6.0 Waiver and Amendments of the code**

6.1 No waiver of any of the provisions of this code shall be valid unless, the Board of Directors of the Company approves such waiver in case of Board members and by Chairman in case of Senior Management Personnel

6.2 The provisions of this code can be amended by the Board of Directors of the Company from time to time.

## **7.0 Insertion of the code in website**

As required by clause 49 of the listing agreement this code and any amendments thereto shall be posted on the website of the Company.

## **8.0 Affirmation of compliance of the code**

It terms of clause 49 of the listing agreement all Board members and Senior Management Personnel shall within 30 days of close of every financial year affirm compliance with the Code. A proforma of Annual Compliance Report is annexed to this Code as Appendix-II. The Annual Compliance Report shall be forwarded to the Compliance Officer of the Company.



## **9.0 Acknowledgement of receipt of the code**

All Board Members and Senior Management Personnel shall acknowledge the receipt of this code in the acknowledgement form annexed to this Code (Appendix-III) indicating that they have received, read and understood, and agreed to comply with the code and send the same to the Compliance Officer. Upon revision of this code, the Board Members and Senior Management Personnel shall acknowledge and execute an understanding of the Code (Appendix-III) and an agreement to comply. New Directors will sign such a deed (Appendix-III) at the time when their directorship begins.



## APPENDIX-I

Extract of Section 6 of the Companies Act, 1956

Meaning of "*relative*"

A person shall be deemed to be a relative of another if, and only if, - (a) they are members of a Hindu undivided family; or  
(b) they are husband and wife; or  
(c) the one is related to the other in the manner indicated in Schedule IA.

### Schedule IA

#### List of Relative

1. Father
2. Mother (including step-mother)
  
3. Son (including step-son)
4. Son's wife
  
5. Daughter (including step-daughter)
6. Father's father
  
7. Father's mother
  
8. Mother's mother
  
9. Mother's father
10. Son's son
  
11. Son's son's wife
12. Son's daughter
  
13. Son's daughter's husband
14. Daughter's husband
  
15. Daughter's son
16. Daughter's son's wife
  
17. Daughter's daughter
18. Daughter's daughter's husband
  
19. Brother (including step-brother)
20. Brother's wife
21. Sister (including step sister)
  
22. Sister's husband



## **APPENDIX-I**

### Code Of Conduct For Directors/ Senior Management Personnel

#### ACKNOWLEDGEMENT FORM

I \_\_\_\_\_ have received and read the Company's "CODE OF CONDUCT FOR SENIOR MANAGEMENT PERSONNEL ("this Code") of Arvind Remedies Limited. I have understood the provisions and policies contained in this Code and I agree to comply with this code.

Signature :

Name :.

Designation :

Date :

Place:





## APPENDIX-II

### Code Of Conduct For Directors/ Senior Management Personnel

#### Annual Compliance Report\*

I \_\_\_\_\_ do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the code of conduct for senior management personnel of Arvind Remedies Limited during the financial year ending 31<sup>st</sup> March .....

Signature : .....

Name : .....

Designation : .....

Date : .....

Place: .....

\* To be submitted by 30<sup>th</sup> April each year.

