

Haleos Labs Limited

(Formerly known as "SMS Lifesciences India Limited")

Code of Conduct for Prevention of Insider Trading

Introduction

Securities and Exchange Board of India (**SEBI**) in its endeavour to curb Insider Trading and market abuse thereof has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015, which puts in place a framework for prohibition of Insider Trading in Securities and strengthens the legal framework thereof. Further, the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2025 require the Board of Directors of every listed company to formulate a code of conduct and adopt certain minimum standards (as set out in Schedule B), in order to regulate, monitor and report Trading by its Designated Persons and their Immediate Relatives. Accordingly, Haleos Labs Limited (**the "Company"**) has formulated this code of conduct which embodies a framework for regulating, monitoring and reporting of Trades by Designated Persons and their Immediate Relatives (**the "Code"**).

This code shall be available at the website of the Company at haleoslabs.com/policies

Purpose

This code embodies the Code of Conduct to regulate, monitor and report trading by Designated Persons and their immediate relatives, as adopted by the Company for Prevention of Insider Trading. The Code is prescribed to ensure that the Designated Persons and/or their immediate relatives do not trade in the Securities of the Company when in possession of UPSI, and to prevent any speculative dealings, knowingly or unknowingly, by the Designated Persons or their immediate relatives.

The Company has no tolerance for any form of Insider Trading & unlawful security related trade practices.

Applicability

The Code is applicable to the following persons:

- Directors
- Designated Persons
- Concerned Advisers/Consultants/Retainers of the Company
- Connected Persons as defined in Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and in this Code of Conduct.

Definitions

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

- ✚ **“Audit Committee”** means the audit committee constituted by the Board of Directors of the Company, in accordance with Section 177 of the Companies Act, 2013 & Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- ✚ **“Board of Directors”** or **“Board”** means the Board of Directors of the Company as constituted from time to time.
- ✚ **“Compliance Officer”** means any senior officer, designated so, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI (Prohibition of Insider Trading) Regulations, 2015, and reports to the Board of Directors.

The Compliance Officer shall be responsible for compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the policies, procedures, maintenance of records, monitoring of Trades and adherence to the rules for the preservation of UPSI, and the implementation of this Code, under the overall supervision of the Board of Directors.

- ✚ **“Concerned Adviser / Consultants / Retainers”** means such advisers or consultants or retainers or professionals who in the opinion of the Company may have access to unpublished price sensitive information.
- ✚ **‘Connected Person’** means:

Any person who is or has during the last 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;

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*:

- Relative of connected persons.
- Holding company or associate company or subsidiary company.
- Intermediary as specified in Section 12 of the Act or an employee or director thereof.
- Investment Company, Trustee Company, asset management company or an employee or director thereof.
- Official of a Stock Exchange or of clearing house or corporation.
- 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;
- 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;
- Official or an employee of a self-regulatory organization recognized or authorized by the Board;
- Banker of the Company;
- Concern, firm, trust, Hindu undivided family, company or association of persons where in a director of the Company or his relative or banker of the Company, has more than ten percent, of the holding or interest.
- Firm or its partner or its employee in which a connected person.
- Person sharing household or residence with a connected person.

🚩 **“Designated Persons)”** means:

- Promoters and members of the promoter group of the Company.
Comprehensive FAQs on SEBI (PIT) Regulations, 2015 dated December 31, 2024 (no. 51) has clarified that ONLY IF promoter group is having access to UPSI then the same shall also be included under the ambit of designated person.)
- Directors of the Company
- Managing Director of the Company, and employees up to two levels below.
- Permanent invitees to Board and Committee Meetings, if any.
- Such employees of the Secretarial Department, Finance and Accounts Department, Legal Department and IT Department, intermediary or fiduciary as may be decided by the Compliance Officer in consultation with the respective head of those functions.
- Any other Person designated by the Compliance Officer on the basis of their functional role and such function would provide access to Unpublished Price Sensitive Information.

Note – the list shall also include the above category of persons of material subsidiaries & also immediate relatives thereof.

✚ **“Generally Available Information”** means information that is accessible to the public on a nondiscriminatory basis. Information published on the website of a stock exchange would ordinarily be considered to be Generally Available Information.

✚ **“Insider”** means any person who is a connected person; or is in possession of or having access to unpublished price sensitive information;

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

✚ **“Immediate Relative”** means a spouse of a person and includes parents, siblings and children of such person or of the spouse, any of such relative who is either dependent financially on such person or consults such person in taking decisions relating to trading in Securities.

✚ **“Intermediary”** means a stock broker, sub-broker, share transfer agent, banker to an issue, trustee of trust deed, registrar to an issue, merchant banker, underwriter, portfolio manager, investment advisor, depository participant, custodian of securities, foreign institutional investor, credit rating agency, or any other intermediary registered under Section 12 of the SEBI Act, 1992.

✚ **“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 from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm's length transactions.

✚ **“Relative” shall mean the following:**

- spouse of the person.
- parent of the person and parent of its spouse.
- sibling of the person and sibling of its spouse.
- child of the person and child of its spouse.
- spouse of the person listed at sub-clause (iii).
- spouse of the person listed at sub-clause (iv).

- ✚ **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956, except units of a mutual fund.
- ✚ **“Trading Day”** means a day on which the recognized stock exchanges are open for trading in Securities.
- ✚ **“Trading in Securities”** means and includes subscribing to, buying, selling, gift, dealing or agreeing to subscribe to, buy, sell or deal in any Securities of the Company, and “Trade” shall be construed accordingly. Pledging and invoke / revoke of pledge shall also be considered Trading.
- ✚ **“Unpublished Price Sensitive Information or UPSI”** means any information, directly or indirectly relating to the Company or its Securities, that is not Generally Available Information and which upon becoming Generally Available Information, is likely to materially affect the price of the said Securities and shall, ordinarily including but not be restricted to information relating to the following:
- financial results;
 - dividends;
 - change in capital structure;
 - mergers, de-mergers, amalgamation, acquisitions, de-listing of securities, scheme of arrangement or takeover, disposals, spin offs, sale of division(s)/ sale of undertaking (either in whole, substantial or in part), expansion of business and such other transactions;
 - any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
 - award or termination of contracts or orders outside the ordinary course of business;
 - changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - changes in credit ratings, excluding ESG ratings;
 - proposed fundraising activities;
 - incidents of fraud or defaults by the Company, its promoters, Directors, Key Managerial Personnel, or subsidiaries;
 - significant litigation or disputes that could materially impact the Company; and
 - any such other information which may affect the price of securities.

The above information, unless generally available to Public, will be Unpublished Price Sensitive Information if it is likely to materially affect the price upon coming into the public domain.

Responsibilities And Duties Of Compliance Officer

- ✚ The Compliance Officer shall submit his report to the Board of Directors / chairman of the audit committee on a quarterly basis.
- ✚ The Compliance Officer shall ensure compliance with and effective implementation of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and this Code, by the Designated Persons and shall discharge the following duties and responsibilities as the Compliance Officer:
 - ✓ formulating policies and procedures pertaining to the confidentiality of the UPSI;
 - ✓ monitoring adherence to any policies, procedures and rules of the Company formulated in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - ✓ pre-clearing of Trades proposed to be executed by Designated Persons and their Immediate Relatives;
 - ✓ seeking declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI in relation to the Trades in the Securities of the Company;
 - ✓ implementing this Code and the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 under the overall supervision of the Board of Directors;
 - ✓ maintaining a list (in electronic form) of Designated Persons and their Immediate Relatives (as provided) in accordance with Regulation 9(4) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and changes thereto from time to time;
 - ✓ putting in place, adequate and effective system of internal controls in accordance with Regulation 9A of the Insider Trading Regulations to ensure compliance with the Insider Trading Regulations and this Code;
 - ✓ ensuring on behalf of the Board of Directors that a Structured Digital Database (SDD) is maintained in accordance with Regulation 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under the SEBI (Prohibition of Insider Trading) Regulations, 2015, along with the Permanent Account Number ("PAN") or any other identifier authorized by law where PAN is not available and to ensure that adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database;

- ✓ maintaining records of all the disclosures, declarations, statements and other relevant information given by Designated Persons, their Immediate Relatives, and any other person for whom the Designated Persons or their Immediate Relatives takes trading decisions, pursuant to this Code in the appropriate form for a minimum period of 5 years from the date of providing such disclosure/declaration/information;
- ✓ ensuring that all information shall be handled on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Responsibilities And Duties Of Designated Persons

- ✚ It shall be the responsibility of Designated Persons (DP) to:
 - ✓ ensure that they or their Immediate Relatives do not Trade at any point in time, except with prior approval under this Code and that they and their Immediate Relatives are in compliance with the provisions of this Code and the SEBI (Prohibition of Insider Trading) Regulations, 2015 as applicable and execute Trades in compliance with the Code and the SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - ✓ refrain from advising any person to Trade while in possession of UPSI (advice here includes recommendations, communications or counseling);
 - ✓ ensure that their respective wealth managers, portfolio managers or similar persons do not Trade, on their behalf without obtaining prior approval under the Code.
- ✚ It shall be assumed that when a DP has “traded while in possession of UPSI”, his Trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

The reasons for which he trades or the purposes to which he applies the proceeds of the transactions are not intended to be relevant for determining whether a person has violated this Code and the SEBI (Prohibition of Insider Trading) Regulations, 2015.

- ✚ It shall be the duty of Designated Persons to:
 - ✓ disclose Name, PAN and contact details of Immediate Relatives, and persons with whom such Designated Persons share a Material Financial Relationship, in the format prescribed in **Annexure I** on an annual basis, within 1 (one) month from the beginning of each year and within 15 (fifteen) days of any change thereof;
 - ✓ disclose details in relation to names of educational institutions from which the Designated Persons have graduated and names of past employers in the format prescribed in **Annexure II** on a one-time basis;
 - ✓ disclose details of all holdings in Securities of the Company by them and their Immediate Relatives within 7 (seven) days of being identified as a Designated Person, and at such other frequency as the Compliance Officer may require, in the format prescribed in **Annexure VII**;
 - ✓ provide an annual statement of all holdings in Securities of the Company by them and their Immediate Relatives within 15 (fifteen) days of end of the Year, in the format prescribed in **Annexure VIII**.
- ✚ Every Designated Person of the Company shall disclose to the Company the number of such Securities of the Company acquired or disposed of by such Designated Person and their Immediate Relatives within two 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 ₹10 lakh (Rupees ten lakhs) in the format prescribed in **Annexure IX** or the latest format specified by SEBI for this purpose.

Trading Window

- ✚ The Designated Person may Trade in the Company's Securities after securing pre-clearance from the Compliance Officer in accordance with this Code. The competent authority for pre-clearing the Trade of the Compliance Officer shall be the Managing Director / Chief Financial Officer.
- ✚ **Designated Persons and their Immediate Relatives shall not Trade in the Company's Securities when the trading window is closed.**

Additionally, PAN of Designated Person along with their immediate relatives shall be freeze at security level during the Trading Window Closure Period pursuant to SEBI Circular SEBI/HO/ISD/ISD-POD-2/P/CIR/2025/55, dated 21st April, 2025.

- The trading window shall generally be closed during the following periods:

SI No.	Details of Unpublished Information	Period of Closure of Window	
		Commencing From	Ending On
1)	Declaration of Financial Results (quarterly/ half yearly/ annual)	The close of the respective quarter/ half year/ year.	48 hours after the declaration of Financial Results for the respective quarter/ half year/ year as the case may be.
2)	Proposal on any matter which has a bearing on the price of security is considered. Example: Recommendation of Dividend / Interim Dividend / Bonus Shares / Right Shares/ Further Issue of Shares/ Amalgamation/ Merger /Takeover, proposal in respect of significant expansion plans, any changes in policies, plans or operations etc.	Seven (7) days prior to the date of the Board Meeting at which the proposal is made.	24 hours after the date of the Board meeting.
3)	Proposal on buyback of shares is considered.	Two (2) days prior to the date of the Board Meeting at which the proposal is made	24 hours after the date of the Board meeting

- The gap between the clearance of accounts by the audit committee and the Board of Directors should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer. The Designated Person or class of Designated Persons will receive a notification on such periods.
- The trading window may be re-opened after closure, as determined by the Compliance Officer taking into account various factors including the UPSI in question becoming Generally Available Information and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the UPSI in question becomes Generally Available Information.
- The trading window restrictions mentioned in this Code and the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall not apply in respect of:

- ✓ transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of Regulation 4 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to preclearance by the Compliance Officer and compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015;
- ✓ 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, or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

✚ However, the Trading window norms shall not be applicable to Trades undertaken pursuant to an approved and disclosed Trading Plan pursuant to Regulation 5 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (detailed in the later part of this code).

Prior Approval / Pre-Clearance

✚ Designated Persons can enter into one transaction or a series of transactions in the securities of the Company for an aggregated traded value of up to ₹10 (ten) lakhs in a calendar quarter, without obtaining any preclearance for the transactions, subject to the satisfaction of the following conditions:

- ✓ The trading window is open; and
- ✓ The Designated Persons are not in possession of any UPSI.

✚ The requirement to seek pre-clearance shall not be applicable in case of Trades undertaken pursuant to an approved and disclosed Trading Plan pursuant to Regulation 5 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (detailed in the later part of this code).

✚ **Procedure:**

- ✓ For the purpose of obtaining prior approval, the concerned Designated Person shall make an application in the prescribed form in **Annexure III** to the Compliance Officer. Such application should be complete and correct in all respects and may be sent by e-mail.
- ✓ Additionally, such Designated Person, while making such application for prior approval shall also submit a declaration executed in favour of the Company in a form specified in **Annexure VI** certifying inter alia that such Designated Person and his Immediate Relatives are not in possession of any UPSI.

Consideration of Application:

- ✓ The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same Trading Day but not later than 2 (two) Trading Days, unless the grant of such approval would result in a breach of the provisions of this Code, or the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- ✓ While considering the application, the Compliance Officer shall have due regard to whether the declaration provided by the Designated Person is reasonably capable of being rendered inaccurate.
- ✓ Such approval/ rejection shall be conveyed in the form specified in **Annexure IV**. It is clarified that oral pre-clearance approvals will be invalid. Every approval shall be dated and shall be valid for a period of 7 (seven) Trading Days from the date of approval.
- ✓ Consent to Trade will be on an individual basis. Consent for one individual Trade does not mean that others can Trade without first obtaining consent themselves. Further, consent to Trade once shall not be deemed consent to Trade at other times. Consent needs to be sought at each instance of Trading. Further, in no case shall consent be deemed to be granted in case approval is not granted by the Compliance Officer within the timelines prescribed above.
- ✓ It is hereby clarified that the procedures laid out under this Code for pre-clearance of Trades shall apply mutatis mutandis to Trades proposed to be carried out by Immediate Relatives of Designated Persons; provided that the obligations requiring communication with the Compliance Officer shall continue to be upon the Designated Person.
- ✓ Communication by a Designated Person in respect of pre-clearance of Trades as mentioned in this Code, if sent through email, shall be made through scanned copies sent via e-mail to the Compliance Officer at cs@haleoslabs.com

Completion of Trade(s) post receipt of prior approval:

- ✓ Every Designated Person shall ensure that they/ their Immediate Relatives complete the execution of every pre-cleared Trade as prescribed above, no later than 7 (seven) Trading Days from the date of the approval.
- ✓ Such Designated Person shall file within 2 (two) Trading Days of the execution of the Trade, the details of such Trade, in the prescribed form in **Annexure V** with the Compliance Officer.
- ✓ In case the transaction in respect of which pre-clearance approval has been obtained is not undertaken within a period of 7 (seven) Trading Days, a report to that effect shall be filed with the Compliance Officer in **Annexure V**. Further, such Designated Person must obtain pre-clearance again, before executing such Trade(s) in the future.

Trading Plan

- ✚ A Designated Person shall be entitled to formulate a Trading Plan that complies with the Regulation 5 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (a “**Trading Plan**”) and present it to the Compliance Officer for approval and public disclosure.

The Trading Plan may be executed only after the plan is approved by the Compliance Officer and disclosed to the stock exchanges on which the Securities of the Company are listed.

- ✚ The Trading Plan shall be subject to certain flexibility granted pursuant to SEBI (Prohibition of Insider Trading) (Second Amendment) Regulations, 2024. However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of UPSI and the said information has not become Generally Available Information at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes Generally Available Information.

Contra-Trades

- ✚ Designated Persons that have been pre-cleared to Trade, shall not, enter into a contra-trade (i.e. sell or buy, as the case may be for the same Securities), within a period of 6 (six) months of the earlier permitted Trade. Provided that this restriction shall not be applicable for Trades pursuant to the exercise of stock options.
- ✚ The Compliance Officer may grant relaxation from the above restriction after recording in writing the reasons in this regard, provided that such relaxation does not violate any provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 or this Code.
- ✚ Notwithstanding the above, should a contra-trade be executed within such six-month period, inadvertently or otherwise, in violation of the restrictions set out above, 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 SEBI Act, 1992.
- ✚ The provisions of contra-trade shall not be applicable to Trades undertaken pursuant to an approved and disclosed Trading Plan pursuant to Regulation 5 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as detailed above).

Handling Of Unpublished Price Sensitive Information – (UPSI)

Need to Know:

Designated Persons who are privy to UPSI, shall maintain the confidentiality and secrecy of such UPSI and not disclose or communicate such UPSI to any other person (including other Designated Persons).

They shall handle the same strictly on a need to know basis. This means that the UPSI shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose (refer – [“policy for determination of legitimate purposes”](#)), in the course of performance or discharge of their duty towards the Company or discharge of their legal obligations, and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

Further, in line with our commitment to Good Corporate Governance and adherence to the principles of accessibility of information on a non-discriminatory basis as specified in the definition of "Generally available information" by SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company shall publish responses to any queries received from stakeholders on the website of the Company at haleoslabs.com/shareholding-information

Information To Sebi In Case Of Violation Of The Regulations

- ✚ In case it is observed by the Company / Compliance Officer that there has been any violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer/ the Company shall promptly inform SEBI of the same, in accordance with the procedure and format prescribed by SEBI under the SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated 23rd July, 2020, or any other updated format as prescribed by SEBI from time to time.

✚ **Voluntary Reporting by Informants to SEBI:**

No person shall be discharged, terminated, demoted, suspended, threatened, harassed, or subject to any form of discrimination whatsoever (whether directly or indirectly) by reason of:

- ✓ filing a Voluntary Information Disclosure Form;
- ✓ testifying in, participating in or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of Insider Trading Laws, or in any manner, aiding the enforcement action taken by SEBI; or

- ✓ breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.

Nothing in this Code shall restrict, prohibit, limit or affect in any way, whether directly or indirectly, the ability of any person to provide information to the SEBI in accordance with Chapter IIIA of the Regulations.

Penalty For Contraventions

- ✚ Any Designated Person who Trades on his/ her own account, or communicates any information or counsels any person, who has traded in contravention of this Code, may be penalized and appropriate disciplinary and/or legal action may be taken by the Company.
 - ✓ **1st instance** – Company shall issue a strict warning / cautionary letter.
 - ✓ **2nd instance onwards** – Company may levy at its discretion, a penalty of not less than ₹25,000/- (Rupees Twenty Five Thousand) but which may extend to ₹1,00,000/- (Rupees One Lakhs) (which excludes fines that may be imposed by SEBI for violation of any laws/ regulations thereof), for each violation of the Code.

Any amount collected by the Company under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992.

- ✚ Any penal action pursuant to applicable law taken by the Company may be in addition to any disciplinary action including wage freeze, suspension or termination of employment, levy of penalty, etc.
- ✚ Every Designated Person shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof as applicable to their Immediate Relatives).
- ✚ Action taken by the Company for violation of this Code or the SEBI (Prohibition of Insider Trading) Regulations, 2015 against any person will not preclude the SEBI or any court, from taking any action for violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other applicable law.
- ✚ In case it is observed that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company shall promptly inform the stock exchange where the Securities are Traded, in such form and manner as may be specified by SEBI from time to time.

- ✚ It is hereby clarified that in case of any non-compliance with/ violation /infraction of this Code, the defaulting person shall be personally liable for any fines/ penalties that may be levied by SEBI and the Company shall not in any way be held responsible.

Clarifications / Consultation

- ✚ This Code shall be made available to all the Designated Persons at the start of their employment by the HR / concerned department and shall be regularly updated from time to time.
- ✚ Every Designated Person should seek clarifications regarding this Code and the SEBI (Prohibition of Insider Trading) Regulations, 2015 from the Compliance Officer.
- ✚ In case of any doubt, all Designated Persons are required to consult with the Compliance Officer as to whether the provisions of this Code are applicable to any proposed transaction in the Securities of the Company.

This Code was originally adopted on 25th May, 2017 & later modified on 29th May, 2023.

Thereafter, this Code was further amended pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2025 dated 11th March, 2025 read with SEBI circular no. SEBI/HO/ISD/ISD-POD-2/P/CIR/2025/55, dated 21st April, 2025, by the Board of Directors at its meeting held on 11th August, 2025, as per the recommendation of the Audit Committee.

(Only the name of the Company has been updated pursuant to name change of the Company)

This code shall apply to all the designated persons. However, it shall be noted that this code is only intended to regulate and monitor trading by the designated persons and their immediate relatives, and is not and does not purport to be a substitute for each individual's independent obligation to comply with the provisions of the sebi (prohibition of insider trading) regulations, 2015

To,
Compliance Officer
Haleos Labs Limited

Sub: Details of Immediate Relatives and persons with whom I share a Material Financial Relationship.

Annual Disclosure as on April 1, 20__	
Disclosure on change in details submitted earlier	

Dear Sir / Madam,

I, in terms of the requirement of the Code and the SEBI (Prohibition of Insider Trading) Regulations, 2015, hereby provide the necessary information and confirm the same to be true to the best of my knowledge.

A. IMMEDIATE RELATIVES:

SI No.	Name	Relationship	PAN / any other	Contact no.
1)				
2)				
3)				
4)				
5)				

(Insert/ Delete rows as required)

"Immediate Relative" means a spouse of a person, and includes the 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 of the Company.

B. PERSONS WITH WHOM THE DESIGNATED PERSON SHARES A MATERIAL FINANCIAL RELATIONSHIP:

SI No.	Name	Relationship	PAN / any other	Contact no.
1)				
2)				
3)				
4)				
5)				

(Insert/ Delete rows as required)

“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 from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm's length transactions.

Name:

Date:

Place:



Haleos

[To be submitted within one month from the beginning of a year and within fifteen days from any change thereof]

ANNEXURE II

To,
Compliance Officer
Haleos Labs Limited

Sub: Details of Educational Institutions and Past Employers.

Sir / Madam,

I, in terms of the requirement of the Code and the SEBI (Prohibition of Insider Trading) Regulations, 2015, hereby provide the necessary information and confirm the same to be true to the best of my knowledge.

A. EDUCATIONAL INSTITUTIONS I HAVE GRADUATED FROM:

SI No.	Name of Institution	Course	Year of Graduation
1)			
2)			
3)			

(Insert/ Delete rows as required)

B. EDUCATIONAL INSTITUTIONS I HAVE GRADUATED FROM:

SI No.	Name of Employer	Duration of Employment
1)		
2)		
3)		

(Insert/ Delete rows as required)

Name:

Date:
Place:

ANNEXURE III

To,
Compliance Officer
Haleos Labs Limited

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code, I/we/my Immediate Relative seek/seeks approval to Trade in Securities of the Company as per details given below:

1) Name of the applicant	:												
2) Designation	:												
3) Relationship with the applicant (self/Immediate Relative)	:												
4) Number of Securities held as on date	:												
5) Folio No. / DP ID / Client ID No.	:												
6) The proposal is for:	:												
<table border="1"><thead><tr><th>Purchase</th><th>Subscription</th><th>Sale</th><th>Pledge</th><th>Gift</th><th>any other</th></tr></thead><tbody><tr><td></td><td></td><td></td><td></td><td></td><td></td></tr></tbody></table>		Purchase	Subscription	Sale	Pledge	Gift	any other						
Purchase	Subscription	Sale	Pledge	Gift	any other								
7) Proposed date of Trading in Listed Securities	:												
8) Estimated number of Securities proposed to be Traded	:												
9) Current market price (as on date of application)	:												
10) Whether the proposed transaction will be through the stock exchange or off-market trade	:												

I hereby undertake and confirm that:

- I do not have any access or have not received "Unpublished Price Sensitive Information (UPS)" up to the time of signing this undertaking.
- In case I have access to or have received "UPS" after the signing of the undertaking but before the execution of the transaction I will inform the Compliance officer of the change in my position and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- I have not contravened the prevailing Code of Conduct for the Prevention of Insider Trading.
- I have made a full and true disclosure in this matter.

I further confirm that:

- If approval is granted, I shall execute the trade within seven trading days of the receipt of approval, failing which I shall seek pre-clearance afresh.
- I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.
- I shall hold ESOP Shares of the Company for a minimum period of 30 days from the date of acquisition.
- In the event of this transaction being in violation of the Rules or the applicable laws,
 - ✓ I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons,
 - ✓ I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and
 - ✓ I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts done by me or my relatives including such penalties as may be imposed by the Company.

You are requested to provide the pre-clearance of trade for the above transaction.

Thanking you,

Name:

Date:

Place:

ANNEXURE IV

To,
Name of Applicant

Sir/ Madam,

This is to inform you that your request for dealing in _____ of the Company, as mentioned in your application dated _____ is _____.

Please note that the said transaction must be executed on or before i.e., within 7 (seven) Trading Days from today.

In case you do not execute the approved transaction/ deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/ deal in the said Securities.

Further, you are required to file the details of the executed transactions in the format prescribed in the Code within 2 (two) Trading Days from the date of the transaction/ deal. In case the transaction is not undertaken a 'Nil' report shall be filed within 2 (two) Trading Days from the date.

Compliance Officer

Date:
Place:

To,
Compliance Officer
Haleos Labs Limited

Sub: Intimation by Designated Person post-Prior Approval.

Ref: Your prior Approval letter dated ____

Sir / Madam,

I/we hereby inform you that I/we/ my Immediate Relatives:

	have not bought / pledged/ sold /gift/ subscribed to Securities
	have bought / pledged/ sold / gift / subscribed to Securities, details of which are as under

Details of trading:

SI No.	Date of dealing	Bought / Sold / Gift/ Subscribed / Pledged	No. of Securities	DP ID / Client ID / Folio No.	Price
1)					
2)					

I/we declare that the above information is correct and that no provisions of the Code and/ or applicable

laws/ regulations have been contravened for effecting the above-said transaction(s).

I/we agree not to *buy/ pledge/ sell/gift the Securities for a period of 6 months from the date of the aforesaid transaction (applicable based on each Designated Persons only). In case there is any urgent need to sell these Securities within the said period, I/we shall approach the Compliance Officer for necessary approval (applicable in case of purchase/ subscription).

Name:

Date:

Place:

To,
Compliance Officer
Haleos Labs Limited

I, being a "designated person"/an immediate relative of a designated person of the Company as per the Code residing at _____, am desirous of Trading in Securities of the Company as mentioned in my application dated for pre-clearance of the transaction.

I further declare that I am not in possession of any UPSI up to the time of signing this undertaking.

In the event that I have access to or receive any UPSI 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 Trading in the Securities of the Company until such UPSI becomes Generally Available Information. I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

In the event of this transaction being in violation of the Code or the applicable laws:

- ✓ I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons,
- ✓ I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and
- ✓ I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within 2(two) Trading Days of execution of the transaction / a 'Nil' report if the transaction is not undertaken. If approval is granted, I shall execute the Trade within 7(seven) Trading Days of the receipt of approval failing which I shall seek pre-clearance afresh. I declare that I have made full and true disclosure in the matter

Name:

Date:

Place:

SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the Company : Haleos Labs Limited
 ISIN of the company : INE320X01016

Details of Securities held by Designated Person (DP) and Immediate Relatives on becoming DP:

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors / Promoter / Immediate relative to / others	Date of Becoming Designated Person	Securities held at the time of Becoming Designated Person		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

Details of Open Interest (OI) in derivatives of the company held by the Designated Person (DP) and Immediate Relatives on becoming DP:

Open Interest of the Future contracts held at the time of becoming Designated Person			Open Interest of the Option Contracts held at the time of becoming Designated Person		
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
Nil					

Name:

Date:
Place:

ANNEXURE VIII

To,
Compliance Officer
Haleos Labs Limited

SUB: ANNUAL DISCLOSURE DECLARATIONS.

As per the Code, I _____, hereby declare the Securities holding as on March 31, 20__ by me and my Immediate Relatives (as defined in the Code) I as mentioned under:

Name	Relationship	PAN	No. of Securities	Folio no./ DPID/CLID
	Self			
	<i>Immediate relatives, if any</i>			

I hereby further solemnly declare that I have made full and true disclosures with respect to the Securities held by me and my Immediate Relatives as on March 31, 20__.

Name:

Date:
Place:

FORM C
SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the Company : Haleos Labs Limited
ISIN of the company : INE320X01016

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/ DIN & address with contact nos.	Category of Person	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 the company	Mode of acquisition / disposal	Exchange on which the trade was executed
		Type of security	No. and % of shareholding	Type of security	No.	Value	Transaction Type	Type of security	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons 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)	
16	17	18	19	20	21	22
