

KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

1) This Code of Conduct to Regulate, Monitor and Report trading by Designated Persons (Code of Conduct) is pursuant to the requirement under Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of insider trading) Regulations, 2015 read with Securities Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2019 (hereinafter referred to as "PIT Regulations").

2) Definitions

"Designated Person(s)" shall include:

- a. Directors of the Company;
- b. Key Managerial Personnel;
- c. Every Employee in the grade of Senior Managers and above of the Company and its subsidiaries;
- d. Every Employee in the Finance & Accounts Department, Secretarial & Legal Department, Human Resource and any other department/ section/ person as may be determined and informed by the Compliance Officer;
- e. permanent invitees to the meetings of the Board of Directors of the Company and committees of the Board of Directors of the Company (if any); and
- f. Such other persons as may be notified by the Compliance Officer from time to time on the basis of their role in the Company and their access to Unpublished Price Sensitive Information.
- g. Immediate Relatives of the above category of persons.
- h. Statutory Auditor, Cost Auditor, Secretarial Auditor and Internal Auditor and their respective team members as identified by them
- i. Market intermediaries and fiduciaries engaged by the company in its day to day business

“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;

“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.

“Connected Person” means:

- (i) Any person who is or has during the six months prior to the concerned act been associated with a 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 being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - (a) An immediate relative of connected persons specified in clause (i); or
 - (b) A holding company or associate company or subsidiary company; or
 - (c) An intermediary as specified in Section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
 - (d) An investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) An official of a stock exchange or of clearing house or corporation; or

- (f) A member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g) A member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) An official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- (i) A banker of the Company; or
- (j) A concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

“Generally Available Information” means information that is accessible to the public on non-discriminatory basis

“Insider” means any person who –

- (i) A Connected Person; or
- (ii) In possession of or having access to Unpublished Price Sensitive Information.
- (iii) A Designated Person and his or her Immediate Relative where the Designated Person is an individual

3) Applicability:

This Code of Conduct is applicable to all Insiders, connected persons and Designated Persons and their immediate relatives as defined under the PIT Regulations. All terms and expressions used in the Code of Conduct and not specifically defined or explained herein shall bear the meanings as per the PIT Regulations.

4) Compliance Officer:

4.1 Company Secretary of the Company shall be the Compliance Officer who shall report to the Managing Director regarding compliance of Insider Trading Regulations. Further the Compliance officer shall provide reports to the Chairman of Audit Committee at least once a year on the working of the Code of Conduct.

4.2 The report to be provided by the Compliance Officer shall include the following:

- a. Details of Trading Plans, if any submitted by Insiders
- b. Details of pre-clearances given by the compliance officer and trade made against them.
- c. Details of non-compliances, violation of Regulations, contraventions with the Code of Conduct in respect of trades without pre-clearances, contra-trades, leakage of UPSI.
- d. Investigations conducted and penal action initiated against b) and c) above.

4.3 The Compliance Officer shall be responsible for setting forth the policies, procedures, monitoring adherence to the Code of Fair Disclosure of Unpublished Price Sensitive Information, measures for the preservation of UPSI, approval of Trading Plan, pre-clearance of trades, window closure and Chinese wall measures and for the implementation of the Code of Conduct under the overall supervision of Board of Directors of the Company.

4.4 All papers, documents, electronic files containing UPSI shall be kept secure. Electronic files must have adequate security of log in and password, etc.,

4.5 The Compliance Officer shall assist all the Insiders and Designated Persons in addressing any clarifications regarding the working of the PIT Regulations and the Code of Conduct.

5) Preservation of Price Sensitive Information:

5.1 Unpublished Price Sensitive Information (UPSI) means any information which is not generally available and which relates directly or indirectly to the company and which, if published, is likely to materially affect the price of securities of the Company.

The following shall be deemed to be UPSI:

- i. Periodical financial results of the Company;
- ii. Intended declaration of dividends (both interim and final);
- iii. Issue of securities or buy-back of securities;
- iv. Any major expansion plans or execution of new projects;
- v. Amalgamation, mergers or takeovers;
- vi. Disposal of the whole or substantial part of the undertaking;
- vii. Any significant changes in policies, plans or operations

Speculative or unverifiable reports in print or electronic media shall not be considered as Generally Available Information.

5.2 Insiders and Designated Persons shall maintain the confidentiality of UPSI. Communication of UPSI on need to know basis shall be made or procured only for furtherance of legitimate purposes, in performance of duties or discharge of legal obligations.

5.3 The Compliance Officer shall maintain a list of Designated Persons who are insiders, including market intermediaries and fiduciaries being the persons who have access or in the possession of UPSI for the purpose of regulating, monitoring and reporting trading in securities of the Company. The Compliance Officer shall also maintain a list of Immediate Relatives of Designated Persons being individuals.

5.4 The Compliance Officer shall maintain the following details of the Designated Persons and their Immediate Relatives and update the same on annual basis or as and when information on changes thereto are communicated:

- (a) Complete name and residential address
- (b) Relationship with the company and purpose
- (c) PAN
- (d) List of Immediate Relatives
- (e) Phone numbers used by them
- (f) Names of educational institutions from which DP and their immediate relatives have graduated
- (g) Names of past employers

6) Prevention of Misuse of UPSI:

6.1 All Insiders, Designated Persons and their Immediate Relatives shall be subject to trading restrictions as given below:

6.2 Trading Plans:

Every Insider or a Designated Person and his or her Immediate Relative(s) may trade subject to a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out in accordance with such plan.

6.3 Such trading plan shall:–

- i. not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
- ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- iii. entail trading for a period of not less than twelve months;

- iv. not entail overlap of any period for which another trading plan is already in existence;
- v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- vi. not entail trading in securities for market abuse.

6.4 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the PIT 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.

6.5 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan. Provided that the implementation of the trading plan shall not be commenced if 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 and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

7) Digital Database

The Compliance Officer shall maintain the details of Designated Persons and their immediate relatives in a structured digital data base with such internal controls, and checks such as time stamping and audit trails to ensure non-tampering of the database. Every Designated Person or his/her Immediate Relative who is in receipt of UPSI regarding the Company or its Securities pursuant to legitimate purpose or on a need-to-know basis or in any other manner as provided in this code

or the SEBI Regulations, are required to provide the details including, their name, PAN and other details as may be required to maintain company's structured digital database. The Designated Person is duty bound to provide such information including that of his immediate relative and in respect of those persons with whom the Designated Person shares Material Financial Relationship as necessitated by the Compliance Officer. Any failure on the part of the Designated Person to provide such information shall be considered as breach of the Code of Conduct and any violation of the Code of Conduct arising due to such non-disclosure shall be dealt with seriously as per the Policy and Procedure for conducting enquiry as in Annexure C.

8) Trading Window

8.1 The 'Trading Window' will remain closed from the end of every quarter (i.e., commencing from 01st day of the month following the end of the quarter) till 48 hours after the declaration of financial results.

8.2 Trading Window will remain closed commencing from such date as fixed by the Compliance Officer in consultation with the Audit Committee and / or the Managing Director and until 48 hours after the end of the Board Meeting or such other period after ensuring the UPSI becoming generally available information any or all of the following agenda items:

- i. Issue of securities by way of public/rights/bonus etc.
- ii. Any major expansion plans or execution of new projects
- iii. Amalgamation, mergers, takeovers and buy-back
- iv. Disposal of whole or substantially whole of the undertaking
- v. Such other matters as may be considered to have UPSI by the Compliance Officer

8.3 The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which shall not be earlier than forty-eight hours after the UPSI becomes Generally Available Information.

8.4 Insiders, Designated Person and their Immediate Relatives shall conduct all their dealings in the securities of the Company only in a trading window open period and shall not deal in any transactions involving the purchase or sale of the Company's securities during the periods when the trading window is closed or during any other period as may be specified by the Compliance Officer from time to time. The Compliance Officer shall intimate the dates of closure of trading window to the stock exchanges where the securities of the Company are listed.

9) Chinese Wall Procedures:

9.1 Pre-Clearance of Trades:

9.1.1 Every Insider, Designated Person and their Immediate Relative who intend to deal in the securities of the Company valued at above Rs.10 Lakhs should get pre-clearance of the transactions from the Compliance Officer as per the pre-dealing procedure described below.

9.1.2 An application in the format in Annexure A shall be made to the Compliance Officer indicating the estimated number of securities that the applicant intends to deal in, the details as to the depository with which he or she or it has security account etc.

9.1.3 The application as aforesaid shall be accompanied by a declaration that the applicant is not in possession of UPSI.

9.1.4 An undertaking that the applicant is not in possession of UPSI, shall also be executed in favour of the Company by such applicant.

- 9.1.5 Upon completion of the trade, the applicant who has been precleared for the trade shall submit a return intimating the completion of trade in terms of pre-clearance as per format in Annexure B

9.2 Other Restrictions:

- 9.2.1 The applicant shall execute the pre-cleared trade in respect of securities of the Company within seven days from date of pre-clearance. If the applicant fails to execute the pre-cleared trade within seven days, then the pre-clearance thereof shall be deemed to expire and the applicant is required to seek pre-clearance on the proposed trade again.

- 9.2.2 The applicant who buys or sells securities of the company post pre-clearance shall not enter into an opposite transaction i.e. sell or buy any number of securities during the next six months following the prior transaction. Insiders, Designated Persons and their Immediate Relatives shall not take positions in derivative transactions in the securities of the company at any time.

In the case of subscription in the primary market (follow-on public offers), Insiders, Designated Persons and their Immediate Relatives shall hold their investments for a minimum period of 30 days. The holding period would commence from the date of allotment or credit to the demat account of the allottees.

- 9.2.3 In case the sale of securities is necessitated by personal emergency the holding period may be waived by the Compliance Officer after recording in writing the reasons in this regard and refer the matter to the Approval Committee comprising of Managing Director, Chief Financial Officer and Company Secretary for clearance of such sale. The Monitoring Committee shall require such undertaking and disclosure by the applicant on possession of UPSI. The decision of the Monitoring Committee in this

regard shall be final and the Compliance Officer shall adhere to such decision and communicate the same to the Designated Person being the applicant.

10 Reporting requirements for transactions in securities:

10.1 Every promoter, member of promoter group, Designated Person and Director of the Company shall be required to forward declarations giving the following details of their securities transactions to the Compliance Officer:

10.1.1 Initial disclosure: Every Promoters of the Company, Member of the Promoter Group, the Directors, Key managerial personnel and their Immediate Relatives, together with a disclosure of the names of the Immediate Relatives including Material financial relationship (refer Form 'A'), to be made within thirty days of this policy come into force.

10.1.2 Every person, within seven days of appointment as a Key Managerial Personnel or a Director of the Company or within seven days of becoming a Promoter or Member of the Promoter Group, shall make a disclosure in (Form 'B')

10.1.3 Continual Disclosures: Every Promoter, Member of Promoter Group, Designated Person, shall disclose to the Company the number of Securities of the Company acquired or disposed of 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 Rs 10 lakhs (Rupees Ten Lakhs) in (Form 'C').

10.1.4 On receipt of disclosure, the Company shall notify the particulars of such trading within two trading days to the stock exchanges.

- 10.2 The Compliance Officer shall maintain the records of all the declarations given by the promoter , member of promoter group, director, insider, Designated Person for a minimum period of 3 years.
- 10.3 The Compliance Officer shall place before the first meeting of Board and the Audit Committee post the end of each quarter, all the details of the dealings in the securities of the Company by the Promoter, member of promoter group, director, Designated Persons and immediate relatives and the accompanying documents which such persons had executed under the per-dealing procedure as envisaged in the code.

11 Reporting and investigation of leakage of UPSI

- 11.1 Reporting : Instance(s) of any leak or suspected leak of UPSI may be reported by:
- (a) Sending an e-mail to secretarialdept@kmchhospitals.com
 - (b) In person- Complaints can be reported verbally.
- 11.2 Inquiry (Prevention of leak of Unpublished Price Sensitive Information)
- a) A Committee is constituted under the Code of Conduct of named as Monitoring Committee under the Code of Conduct, comprising of the following officials:
 - I. Managing Director
 - II. Chief Financial Officer and
 - III. Company Secretary
 - b) The Compliance Officer on becoming aware of any leak or suspected leak of UPSI suo moto, shall promptly refer the matter to the Monitoring Committee.

c) The Monitoring Committee shall:

- I. Consider and decide on the sale by a Designated Person on emergent basis as referred to by the Compliance Officer;
- II. Conduct inquiries/investigations regarding alleged violations of the Code of Conduct or the SEBI Regulations in terms of Policy and Procedure for conducting enquiry as in Annexure C;
- III. Decide upon the penal consequences to be imposed on Designated Persons for any contravention of the Code of conduct.
- IV. Decision on intimation to SEBI on any trading in Securities of the Company by a Designated Person in contravention of the Code of Conduct.
- V. Seek any such information / documents from the Designated Persons of the Company and their Immediate Relatives, as the case may be, for the purpose of enforcing the provisions of this Code of Conduct and the SEBI Regulations and it shall be the duty of such persons to provide the same forthwith.

Further the same shall be reported to the Board, as required, stating the nature of leak inquiries undertaken and results of such inquiries.

12 Penalty for contravention of Code of Conduct:

- 12.1 The responsibility of complying with the provisions of the PIT Regulations and the Code of Conduct shall be entirely on the Designated Persons of the Company including any violation by their Immediate Relatives.
- 12.2 Any employee being a designated person / director / fiduciary who trades in the securities or communicates any information for trading in securities in contravention of the code of conduct may be penalized and appropriate action taken by the Company as the case may be.

- 12.3 Employees / Officers / Directors / fiduciary of the Company who violate the code of conduct shall also be subject to disciplinary action by the Company which may include wage freeze, fee freeze, suspension, ineligibility for future participation in employees' stock options plans, etc.,
- 12.4 The process to be followed for enquiry into any breach of Code of Conduct shall be in terms of Policy and Procedure for conducting enquiry as per Annexure C.
- 12.5 In case it is observed by the Compliance Officer that there has been a violation of the PIT Regulations, SEBI shall be informed by the Company promptly.

13 Communication or procurement of unpublished price sensitive information.

- 13.1 No insider or Designated Person shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 13.2 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 13.3 The Compliance Officer shall follow the Policy for bringing in any person inside sensitive transactions in the course of business of the Company.

14 Reporting of Alleged Violation:

Retaliation for reporting suspected violations is strictly prohibited under this policy. Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated 17 September 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: Kovai Medical Center and Hospital Limited

ISIN of the company: INE177F01017

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

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

Note: "Securities" shall have the same meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract 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
(6)	(7)	(8)	(9)	(10)	(11)

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

Name & Signature:

Designation:

Date:

Place:

FORM B

SEBI [Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the company: Kovai Medical Center and Hospital Limited

ISIN of the company: **INE177F01017**

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relative /others etc.)	Date of appointment of Director /KMP or Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of 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 on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

FORM C

SEBI (Prohibition of Insider Trading)

Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the company: Kovai Medical Center and Hospital Limited

ISIN of the company: **INE177F01017**

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos	Category of Person (Promoters/ KMP / Directors / Immediate relative to / others etc)	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants , Convertible Debentures etc.)	No. and % of share holding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

Name & Signature:

Designation:

Date:

Place:

ANNEXURE A

APPLICATION CUM UNDERTAKING FOR PRE-CLEARANCE OF TRADE

To,

The Compliance Officer,
Kovai Medical Center and Hospital Limited,
Coimbatore.

I, the undersigned, hereby seek your approval to Trade in the Securities of Kovai Medical Center and Hospital Limited as per details given below:

S.N.	Particulars	Remarks
1	Name of the person proposing to trade	
2	PAN of the person proposing to trade	
3	Relationship with Designated Person (in case the person executing the trade is not the designated person)	
4	Total No. of Securities held	
5	Nature of Transaction – Purchase / Sale / Gift / Pledge	
6	Value of Securities to be purchased / sold (approx.)	
7	Tel. No.	
8	Email	
9	DP ID / Client ID	

I hereby confirm and undertake to not execute any opposite transaction for 6 (six) months from the date of last transaction.

I hereby further declare and undertake that:

a. I do not have any access nor have I received “Unpublished Price Sensitive Information” (UPSI) upto the date of this application.

b. In the event of me having access to or receiving UPSI after the date of signing this application but before the execution of the transaction, I undertake to inform the Compliance Officer of the change in this position and shall completely refrain from Trading in Kovai Medical Center and Hospital Limited Securities till the time such information becomes public.

Date: _____

Signature: _____

Name: _____

Employee No.: _____

Approval / Rejection of Pre-clearance of Trade

Approval / Rejection No.	Approved / Rejected	No. of shares	Effective Date	Validity

Sign: _____

Name: _____ (Approving authority)

ANNEXURE B

REPORTING / CONFIRMATION OF EXECUTION OF PRE-CLEARED TRADE

To,
The Compliance Officer,
Kovai Medical Center and Hospital Limited,
Coimbatore.

I, _____ (name) have executed the following transaction pursuant
to approval number _____ dated _____.

Number of shares purchased / sold	
Price per Share	
Amount	
Date of Trade	
Off Market / On Market (name of Stock Exchange)	

Designated Person

Date: _____

ANNEXURE C

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

Preamble

This Policy is framed with an aim to implement a structured procedure for investigation in case of leak or suspected leak of UPSI.

Applicability

This policy shall apply to all Insiders and any other persons as assigned by law from time to time.

Process of inquiry in case of leak of UPSI or suspected leak of UPSI

1. Complaint (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company from the following sources:

a. Internal:

I. Whistleblower

II. Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.

b. External:

Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, regulatory / statutory authority or any other department of Central or State Government based on the complaint received from a whistleblower (above shall be collectively referred to as "Complaint(s)")

2. The Compliance Officer shall report the Complaint to the Audit Committee within a reasonable time from the date of receipt of the Complaint;
3. The Audit Committee shall review the Complaint and shall discuss with the Monitoring Committee on potential next steps including but not limited to seek additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal or external agencies.
4. If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the Monitoring Committee. Then the summary of the investigation shall be reported to the Audit Committee. Audit committee shall put forward its recommendation to the Board. The Board on receipt of such recommendation and after due review shall decide on next steps.

5. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy;
6. Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Company, as amended from time to time.