

KOVAI MEDICAL CENTER AND HOSPITAL LIMITED
99 Avanashi Road, Coimbatore – 641 014

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**
(As amended with effect from 1st April 2019)

Pursuant to Sub-Regulation (1) of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as "Regulations") a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as "the Code") was framed and approved by the Board of Directors at its meeting held on 29th May 2015. Pursuant to the amendments made in the Regulations the Board of Directors has amended the code with effect from 1st April 2019.

[Words and expressions used in this code will 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 or any other law for the time being in force for prohibition and regulation of insider trading]

1. Dissemination of Unpublished Price Sensitive Information (UPSI)

- (i) The company shall make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- (ii) The company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- (iii) The Company Secretary is designated as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- (iv) The company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (v) The company shall provide appropriate and fair response to queries on news report and requests for verification of market rumors by regulatory authorities.
- (vi) The company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- (vii) The company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- (viii) The company shall handle all unpublished price sensitive information on a need-to-know basis.

2. Sharing of UPSI for legitimate purposes and Policy for determination of legitimate purposes

No insider or designated person

- (i) shall communicate, provide, or allow access to UPSI relating to the company or securities listed or proposed to be listed to any person including insiders or designated persons and / or
- (ii) no person shall procure from or cause the communication by an insider or designated person of UPSI relating to the company or securities listed or proposed to be listed

except on need to know basis and where such communication is in furtherance of legitimate purposes, performance of duties and discharge of legal obligations and for no other purpose.

Even while sharing the information on the above grounds, the company shall enter into a Non-Disclosure Undertaking with the receiver of the UPSI and the same shall be in accordance with Code of Conduct for Listed Companies to regulate, monitor and report trading by designated persons such that the UPSI shared is used only for the intended legitimate purposes.

Legitimate purposes shall mean such intended purposes in respect of which sharing of UPSI is essential on a need to know basis for achieving the desired results in performance of duties and or in discharge of legal obligations provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

While sharing UPSI for legitimate purposes, the insider shall satisfy himself that it is for the intended legitimate purpose. The insider has to identify the person with whom he is sharing the UPSI and notify the recipient about the confidentiality and statutory obligations.

Any person who is in receipt of UPSI pursuant to legitimate purposes shall be considered as an "insider" for the purpose of SEBI (Prohibition of Insider Trading) Regulations, 2015 and as such he has to comply with the said Regulations.

This code shall be reviewed periodically in accordance with the changes in regulatory provisions and requirement.
