

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UNPUBLISHED PRICE SENSITIVE INFORMATION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 07th February 2025)

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Regulations, 2015, (hereinafter referred to as "Regulations") a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as "the Code") was framed and approved by the Board of Directors at its meeting held on 29.05.2015. Pursuant to the amendments made in the Regulations the Board of Directors has amended the code with effect from 07.02.2025.

[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].

The Board of the Company has adopted this code of conduct to regulate, monitor and report trading by all Insiders including the Designated Persons and Immediate Relatives of Designated Persons as defined in this Code ("Code") to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) ("SEBI Regulations").

This Code shall be applicable to all Insiders of the Company including Designated Persons and Immediate Relatives of Designated Persons as defined in this Code.

The SEBI Regulations prohibit an Insider from Trading in the Securities of a company listed on any stock exchange when in possession of any UPSI.

• **PRINCIPLES:**

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing 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.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

- **Communication or procurement of unpublished price sensitive information.**

1. No insider 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.
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.
3. Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - (i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that is in the best interests of the company;
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion is in the best interests of the company and the information that constitute unpublished price sensitive information is

disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.

4. For purposes of sub-regulation (3), the board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-regulation (3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

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

- **Prohibition on Insider Trading**

1. An Insider shall not, directly or indirectly,
 - i. Trade in Securities of the Company that are listed or proposed to be listed when in possession of UPSI;
 - ii. Trade in Securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI; and
 - iii. Provide advice/ tips to any third party on trading in Company’s securities while in possession of UPSI.
2. An Insider who has ceased to be associated with the Company shall not, for a period of six months from date of such cessation, directly or indirectly Trade in the Company’s Securities while in possession of UPSI.

3. The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is a connected person of the listed company and is permitted to trade in the securities of such listed company, shall not execute a contra trade.

4. Trading in Securities of other companies: No Insider may, while in possession of unpublished price sensitive information about any other public company gained in the course of employment with the Company, (a) Trade in the Securities of the other public company, (b) “tip” or disclose such material non-public information concerning that company to anyone, or (c) give trading advice of any kind to anyone concerning the other public company.

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.