

Indraprastha Medical Corporation Limited
Code of Practices and Procedures for Fair Disclosure of Unpublished
Price Sensitive Information

Indraprastha Medical Corporation Limited

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Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. This Code of Conduct will be known as – “**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**” hereinafter referred to as “this Code”.

2. This Code of Conduct has been made pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, hereinafter referred to as the "Regulations". The Code is formulated for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in the Regulations, without diluting the provisions of the Regulations. The Company shall publish on its official website this Code.

3. **Applicability:** This Code will be applicable to Directors/Officers/Designated Employees of Indraprastha Medical Corporation Limited and their Dependent Family Members as defined herein.

4. Definitions:

The definitions as framed in Regulation 2 of Chapter I of the Regulations, shall apply and form part of this Code.

4.1. "Act" means the Securities and Exchange Board of India Act, 1992.

4.2. "Board of Directors" means the Board of Directors defined under Section 2(10) of the Companies Act.

4.3. "Connected person" means the person as defined under regulation 2(1)(d) of the Regulations.

4.4. "Companies Act" means The Companies Act, 2013.

4.5. "Company" or "the Company" means Indraprastha Medical Corporation Limited.

4.6. "Compliance Officer" means the Company Secretary for the time being of the Company or any senior officer appointed by the Board of Directors of the Company for the purpose of this Code and the Regulations.

4.7. "Chief Investor Relations Officer" means the Company Secretary for the time being of the Company or any senior officer appointed by the Board of Directors of the Company for the purpose of this Code and the Regulations.

4.8. "Dependent Family Members" shall include dependent parents, dependent spouse and dependent children.

4.9. "Designated Employees" shall mean all employees comprising the top three tiers of the Company's management, all employees in the Finance and Secretarial Departments and such other employees who may be so designated, from time to time, by the Company for the purposes of this Code and who may be able to have access to any 'unpublished price sensitive information' as defined in this Code or the Regulations. Top three tiers of the Company's management shall mean and include Directors, Key Managerial Personnel, General Manager and other Unclassified Management staff.

4.10. "Insider" means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

4.11. "Key Managerial Personnel" means any person as defined in Section 2(51) of the Companies Act.

4.12. "Officer of the Company" means any person as defined in Section 2(59) of the Companies Act including the Auditors of the Company.

4.13. "Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including such other amendments as may be made therein from time to time.

4.14. "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

4.15 "Stock Exchange" means a stock exchange which is recognized by the Central Government or SEBI under Section 4 of Securities Contracts (Regulation) Act, 1956.

4.16. "unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- (i). financial results;
- (ii). dividends;
- (iii). change in capital structure;
- (iv). mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v). changes in key managerial personnel; and
- (vi). material events in accordance with the listing agreement..

4.17. Words and phrases not specifically defined herein shall have the same meaning as defined under the Companies Act and the Regulations as amended from time to time.

5. Compliance Officer:

Unless otherwise resolved by the Board of Directors, the Company Secretary for the time being of the Company shall be the Compliance Officer for the purpose of this Code.

6. Functions, duties and responsibilities of the Compliance Officer:

The Compliance Officer shall be subject to the supervision of the Board of Directors of the Company. The Compliance Officer shall be responsible for –

6.1. Setting forth policies, procedures, monitoring adherence to the Rules for the preservation of Price Sensitive Information, its fair disclosure and implementation of this Code.

6.2. Assisting all employees in addressing any clarifications in the Regulations or this Code.

6.3 report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors regarding preservation of unpublished price sensitive information and its prompt public disclosure .

6.4 Prompt public disclosure of unpublished price sensitive information that would impact price discovery.

6.5 Uniform and universal dissemination of unpublished price sensitive information.

6.6 Prompt, appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

6.7 To ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

6.8 Making of 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.

7. Chief Investor Relations Officer

Unless otherwise resolved by the Board of Directors, the Company Secretary for the time being of the Company shall be the Chief Investor Relations Officer for the purpose of this Code

8. Functions, duties and responsibilities of the Chief Investor Relations Officer:

The Chief Investor Relations Officer shall be subject to the supervision of the Board of Directors of the Company. The Chief Investor Relations shall be responsible for:-

8.1 Assisting all security holders in addressing any clarifications regarding the disclosures made pertaining to price sensitive information.

8.2. Prompt and fair disclosure to security holders regarding any change in management, nature of business or any other material change pertaining to the working of the Company.

8.3 Establishes and maintains relationships with stock exchange representatives where the Company is listed.

8.4. Represent the views of the security holders to the management team in the development of corporate strategy.

8.5 Grievance redressal of Security Holders.

9. Preservation of price sensitive information

9.1. No Insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the company or securities 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 subject to prior approval of the same to the Compliance Officer of the Company.

9.2. Price Sensitive Information is to be handled on a "need to know" basis. It should be disclosed only to those within the Company who need the information to discharge their duty.

9.3. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

10. Restrictions on the Company:

The Company shall not use or publically disclose any unpublished price sensitive information while in possession of some other Company

11. Penalty

11.1. Any Director, Key Managerial Personnel, Officer or Designated Employee, who communicates any information for in contravention of this Code, shall be penalised and appropriate action shall be taken against them by the Company after giving reasonable opportunity to them to show-cause. He/ she shall also be subject to disciplinary action, as deemed appropriate, including wage freeze, suspension, in-eligibility for future participation in ESOPs etc.

11.2. In addition to the action which may be taken by the Company, the persons violating the Regulations or this Code shall also be subject to action by SEBI as per SEBI Act. In case of any violation, the Company shall inform SEBI accordingly.

12. General

The decision of the Board of Directors of the Company with regard to any or all matters relating to this Code shall be final and binding on all concerned. The Board of Directors of the Company shall have the power to modify, amend or replace this Code in part or full as may be thought fit from time to time in their absolute discretion.

13. Disclosure of Code

The Compliance Officer shall be responsible to publish this Code on official website of the Company and to intimate such Code and any amendments thereto to the Stock Exchanges where the company is listed.