Poly Medicure Limited
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CIN : L40300DL1995PLC066923

Date: 05th November, 2026

Scrip Code: - 531768

The Manager,
BSE Limited,
Department of Corporate Services,
Phirozee Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001.

Scrip Code:- POLYMED

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1-Block-G
Bandra Kurla Complex, Bandra(E),
Mumbai-400051.

Subject: Intimation of Revision in the Policies and/ or Code of Conduct of the Company

Dear Sir/ Ma'am,

We wish to inform you that the Board of Directors of the Company, at their meeting held on today i.e. November 05, 2026, has updated the following Policies and/or Code of Conduct of the Company as mentioned below:

Sr. No.	Policy's Name	Annexure No.
1.	Policy for determining Material Subsidiary	Annexure - I
2.	Policy for Determination of Materiality of Events or Information	Annexure – II
3.	Policy on Related Party Transactions	Annexure – III
4.	Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	Annexure - IV
5.	Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons	Annexure – V

The aforesaid updated policies can also be accessed at the website of the Company at www.polymedicure.com .

This is for your information and record.

Thanking You,

Yours Sincerely

For **Poly Medicure Limited**

AVINASH CHANDRA
Digitally signed by AVINASH CHANDRA
Date: 2026.11.05 17:05:33 +05'30'

Avinash Chandra
Company Secretary
M. No. A32270

POLY MEDICURE LTD. New Delhi

Encl: As above

POLY MEDICURE LIMITED

POLICY ON MATERIAL SUBSIDIARY

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POLICY ON MATERIAL SUBSIDIARIES

[Pursuant to Regulation 16(1)(c) and Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. PREAMBLE:

The Board of Directors of Poly Medicure Limited ("Company") in compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), updated the policy for determining 'material' subsidiaries ("Policy") vide its Board meeting held on November 05, 2026.

2. OBJECTIVE:

The primary object of this Policy is to lay down the criteria for identification of Material Subsidiary(ies) (as defined below) and disclosure and governance thereof as required under the SEBI Listing Regulations, as amended from time to time.

3. EFFECTIVE FROM:

The Policy shall come into force with effect from the date the SEBI Listing Regulations is effective with respect to the Company.

4. DEFINITIONS:

"Act" means the Companies Act, 2013 & rules made thereunder, including any amendments or modifications thereof.

"Insolvency Code" means Insolvency and Bankruptcy Code, 2016, as amended;

"Holding company", means a holding company as defined under Section 2(46) of the Act.

"Subsidiary" shall mean a subsidiary as defined under Section 2(87) of the Companies Act, 2013.

"Unlisted Subsidiary" means a Subsidiary of the Company whose shares are not listed on any stock exchange.

"Material Subsidiary" means a material subsidiary of the Company as defined under Regulation 16(1)(c) of the SEBI Listing Regulations, or as may be amended from time to time.

"Significant Transaction or Arrangement" shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year.

"Net Worth" means net worth as defined under section 2(57) of the Companies Act, 2013.

"Turnover" means turnover as defined under section 2(91) of the Companies Act, 2013.

"Board of Directors" or **"Board"** means the "Board of Directors" of Company, as constituted from time to time.

"Audit Committee" means Audit Committee constituted by the Board of Directors of the Company, from time to time, under Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI Listing Regulations.

"Independent Director" or **"ID"** means an Independent Director as defined under the Act and the SEBI Listing Regulations from time to time.

(Note: Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the SEBI Listing Regulations, Securities Contract (Regulation) Act, 1956 or any other applicable regulations or Act.)

5. IDENTIFICATION OF MATERIAL SUBSIDIARIES

A Subsidiary of the Company shall be consider as Material Subsidiary, if it's turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively of the listed entity & its subsidiaries in the immediately preceding accounting year of the Company, as defined under Regulation 16(1)(c) of the SEBI Listing Regulations.

The Audit Committee shall review such details / information as may be required to determine the 'Material Subsidiary(ies)' from time to time.

6. GOVERNANCE OF MATERIAL SUBSIDIARIES

In terms of Regulation 24 of SEBI Listing Regulations, the Company shall make the following compliances in connection with the Material Subsidiary:

a) Appointment of Independent Director

- At least one Independent Director on the Board of the Company shall be appointed as a director on the board of unlisted Material Subsidiary(ies), whether incorporated in India or not.

  Notwithstanding anything contrary contained in this Policy, for the purpose of this Clause, the term "Material Subsidiary" shall mean a subsidiary, whose turnover or net worth exceeds 20% of the consolidated turnover or net worth respectively, of the Company and its Subsidiaries in the immediately preceding accounting year.

b) Matter to be reviewed by the Audit Committee

- The audit committee of the listed entity shall also review the financial statements, particular the investments made by the unlisted subsidiary.

- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

c) Matter to be reviewed by the Board

- The minutes of the meetings of the board of directors of the Unlisted Subsidiary shall be placed at the meeting of the Board of Directors of the listed entity.

- The management of the unlisted subsidiary shall periodically bring to the notice of the board of directors of the listed entity, a statement of all *"significant transactions and arrangements"* entered into by the unlisted subsidiary.

d) Restriction on Disposal of shares of Material Subsidiary by the company

- The company shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

e) **Restriction on Disposal of Assets of Material Subsidiary**

- Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

7. SECRETARIAL AUDIT

- Every Material Unlisted Subsidiary of the Company incorporated in India shall undertake secretarial audit and shall annex a secretarial audit report, given by a company secretary in practice, in such form as may be specified with the annual report of the listed entity.

8. DISCLOSURE

- The Company shall disclose all events or information with respect to its Subsidiaries which are material for the Company, in accordance with Regulation 30(9) of the SEBI Listing Regulations.
- The Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the annual report of the Company.

9. COMPLIANCE RESPONSIBILITY

- Company Secretary shall be responsible to ensure the compliance with this Policy. It shall have the power to ask for any information or clarification from the management in this regard.

10. SCOPE AND LIMITATION

- In the event of any conflict between the provisions of this Policy and the Act or SEBI Listing Regulations or any other statutory enactments, modification or rules, the provisions of SEBI Listing Regulations /Act or statutory modification, enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain in force.

11. POLICY REVIEW

- The Board may review this Policy as and when it deems necessary or with the amendments in the Listing Regulation or Companies Act, 2013 or with the enactment of any applicable law. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

Annexure-II

POLY MEDICURE LIMITED

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

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1. PREAMBLE

Poly Medicure Limited ("Company") is committed to maintaining high standards of corporate governance, transparency and timely disclosure of material information to its stakeholders.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the Company is required to formulate a policy for determination of materiality of events and information requiring disclosure to the Stock Exchange(s). Accordingly, the Board of Directors has adopted this Policy for Determination of Materiality of Events or Information ("Policy") to establish a framework for identification, assessment and timely disclosure of material events and information in compliance with applicable laws.

This Policy provides guidance to the directors, Key Managerial Personnel and employees of the Company for reporting potentially material events or information to the persons authorized under Regulation 30(5) of the SEBI LODR Regulations for determination of materiality and making appropriate disclosures to the Stock Exchange(s). Disclosures made pursuant to this Policy shall be hosted on the website of the Company and preserved in accordance with applicable laws and the Company's Archival Policy.

2. OBJECTIVE

The objective of this Policy is to:

a) establish a framework for identification and determination of material events and information in accordance with the requirements of Regulation 30 of the SEBI LODR Regulations;
b) ensure timely, adequate, accurate, explicit, consistent and transparent disclosure of material events and information to the Stock Exchange(s);
c) provide guidance to directors, Key Managerial Personnel and employees of the Company for reporting and escalation of events or information that may be material in nature;
d) facilitate compliance with the disclosure obligations prescribed under the SEBI LODR Regulations and other applicable laws and regulations;
e) promote uniformity, transparency and fairness in dissemination of information to shareholders, investors, regulators and other stakeholders;
f) enable the authorised Key Managerial Personnel to effectively determine the materiality of events or information and ensure timely disclosures to the Stock Exchange(s); and
g) provide for hosting and preservation of disclosures on the Company's website in accordance with applicable regulatory requirements and the Company's Archival Policy.

3. Adoption and Effective Date

This policy was originally approved by the Board of Directors on **January 6, 2016** and became effective from **December 1, 2015**. The Policy was subsequently amended with effect from **August 7, 2023**. In view of the recent regulatory changes and the ongoing review of the Company's

governance and disclosure framework, the Policy has been revised and updated. The amended Policy will be effective from **November 5, 2026**.

4. Definitions

a) "**Act**" means the Companies Act, 2013 and as amended, modified or replaced from time to time and includes any statutory replacement or re-enactment thereof, and to the extent that any provisions of the Companies Act, 2013, including any rules made thereunder.

b) **"Acquisition"** shall mean :-
acquiring control, whether directly or indirectly; or
b. acquiring or agreeing to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that –
i. the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company; or
ii. there has been a change in holding from the last disclosure made under sub-clause (i) of clause (b) above and such change exceeds two per cent of the total shareholding or voting rights in the said company.
iii the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of Regulation 30.

c) **"Authorized Persons"** shall mean Whole-time Director, Chief Financial officer and Compliance Officer.

d) "**Board of Directors**" means the Board of Directors of the Company.

e) "**Company**" means Poly Medicure Limited.

f) "**Compliance Officer"** shall mean the Company Secretary of the Company;

g) "**Key Managerial Personnel**"/ **KMP**" means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013 i.e. –

1) Chief Executive Officer/ Managing Director/ Manager;
2) Whole-time Director;
3) Chief Financial Officer;
4) Company Secretary;
5) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
6) Such other officer as may be prescribed.

h) "**SEBI Listing Regulations / SEBI (LODR)**" means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

i) "**Mainstream Media**" shall include print or electronic mode of the following:

i. Newspapers registered with the Registrar of Newspapers for India;
ii. News channels permitted by Ministry of Information and Broadcasting under Government of India;
iii. Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
iv. Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India;

j) "**Material Event or Information**" shall mean such information / event as listed under Para 4 of this Policy;

k) "**Policy**" means this policy, as amended from time to time.

l) "**Relevant employees**" shall include the Senior Management Personnel and other employees as may be identified by the Company from time to time.
m) "**Rules**" means the rules made under the Act.
n) "**SEBI**" means the Securities and Exchange Board of India.
o) "**Schedule III**" means Schedule III of SEBI Listing Regulations and includes circulars issued by Securities Exchange Board of India from time to time in relation to Regulation 30 or Schedule III of the SEBI Listing Regulations.
p) "**Senior Management Personnel**" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.
q) "**Stock Exchange**" means such Stock Exchange where the equity shares of the Company are listed.
r) "**Subsidiary**" means a subsidiary as defined under Section 2(87) of the Companies Act, 2013

All other words and expressions used but not defined in this Policy, however defined in the SEBI Act, 1992, Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such acts or rules or regulations or any statutory modification or reenactment thereto, as the case may be.

5. DISCLOSURE OF MATERIAL EVENTS AND INFORMATION

5.1 Events Deemed Material

The Company shall disclose all events specified under Para A of Part A of Schedule III of the SEBI Listing Regulations, as amended from time to time, without applying any test of materiality.

5.2 Events Requiring Materiality Assessment

The Company shall disclose events specified under Para B of Part A of Schedule III of the SEBI Listing Regulations upon determination of materiality in accordance with this Policy.

5.3 Other Material Events and Information

The Company shall also disclose:

a) Any major development likely to materially affect the business, operations, financial position, performance or reputation of the Company;
b) Events or information necessary to enable investors to appraise the Company's position and avoid the creation of a false market in its securities;
c) Material events or information relating to subsidiaries that are material to the Company;
d) Events or information not specifically prescribed under Schedule III but determined to be material by the Authorized Persons or the Board;

e) Communications received from any regulatory, statutory, enforcement or judicial authority requiring disclosure, unless disclosure is prohibited by such authority; and
f) Such other events or information as may be specified by SEBI or any other regulatory authority from time to time.

5.4 Continuous Disclosure

The Company shall disclose all material developments relating to an event or information previously disclosed until such event is resolved or closed, with appropriate updates and explanations.

6. DETERMINATION OF MATERIALITY

Materiality shall be determined based on both qualitative and quantitative criteria.

6.1 Qualitative Criteria

An event or information shall be considered material if:

a) Its omission is likely to result in discontinuity, alteration or misrepresentation of information already available in the public domain;
b) Its omission is likely to result in significant market reaction if such omission subsequently becomes known; or
c) Considering its nature, impact, strategic significance or circumstances, it is otherwise considered material.

6.2 Quantitative Criteria

An event or information shall ordinarily be considered material if its value or expected impact exceeds the lower of the following thresholds:

a) Two percent (2%) of turnover as per the last audited consolidated financial statements;
b) Two percent (2%) of net worth as per the last audited consolidated financial statements, except where net worth is negative; or
c) Five percent (5%) of the average of the absolute value of profit or loss after tax as per the last three audited consolidated financial statements.

For the purpose of calculating the above threshold, the average profit or loss shall be computed by disregarding the positive or negative sign.

6.3 Residual Materiality

Where the above criteria are not directly applicable, materiality shall be determined by the Authorized Persons or the Board based on the facts and circumstances of the particular case.

7. OCCURRENCE OF EVENTS OR INFORMATION

For determining disclosure timelines, an event or information shall be considered to have occurred:

7.1 Events Requiring Approval

Upon receipt of final approval from the Board, shareholders or any other authority, as applicable.

However, where an event is price sensitive in nature, disclosure may be made upon approval of the Board, even if subsequent approvals are pending.

7.2 Events Arising Otherwise

When the Company becomes aware of the event or information or when an officer of the Company, in the ordinary course of duties, ought reasonably to have become aware of it.

For this purpose, the term "officer" shall have the meaning assigned under the Companies Act, 2013 and shall include promoters of the Company.

8. TIMELINES FOR DISCLOSURE

The Company shall disclose material events and information within the timelines prescribed under the SEBI Listing Regulations.

Unless otherwise specified, disclosures shall be made as follows:

a) Within 30 minutes from the closure of the Board Meeting where a decision has been taken;
b) Within 12 hours from the occurrence of an event or information emanating from within the Company;
c) Within 24 hours from the occurrence of an event or information emanating from outside the Company.
d) Where disclosure is made beyond the prescribed timelines, the Company shall provide an explanation for such delay.

9. VERIFICATION OF MARKET RUMOURS

Where applicable under Regulation 30(11) of the SEBI Listing Regulations, the Company shall confirm, deny or clarify any reported event or information appearing in the mainstream media which indicates circulation of rumours relating to a specific material event or information.

Such clarification shall be provided as soon as reasonably possible and not later than twenty-four (24) hours from the reporting of the event or information.

The Company shall also comply with its Code of Practices and Procedures for Fair Disclosure under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

10. AUTHORIZED PERSONS

The following Key Managerial Personnel shall be authorized to determine materiality of events and information and to make disclosures to Stock Exchanges ("Authorized Persons"):

a) Managing Director;
b) Whole-time Director;
c) Chief Financial Officer; and
d) Company Secretary & Compliance Officer.

The Authorized Persons may act jointly or severally unless otherwise determined by the Board.

11. RESPONSIBILITIES OF AUTHORIZED PERSONS

The Authorized Persons shall be responsible for:

a) Determining the materiality of events and information;
b) Reviewing and approving disclosures to Stock Exchanges;
c) Determining the timing and content of disclosures;
d) Monitoring and disclosing material developments on a continuing basis;
e) Seeking internal or external professional advice where considered necessary;
f) Formulating operational procedures for implementation of this Policy; and
g) Ensuring compliance with applicable laws, regulations and regulatory guidance.

12. DISCLOSURE PROCESS

12.1 Reporting of Events

All employees and functional heads shall promptly report potentially material events or information to the Authorized Persons.

12.2 Stock Exchange Disclosure

The Company shall first disclose material events and information to the Stock Exchanges through the prescribed electronic platform(s).

12.3 Website Disclosure

All material disclosures made to Stock Exchanges shall also be hosted on the Company's website within the timelines prescribed under applicable regulations and shall remain available for the period prescribed under law.

12.4 Regulatory Queries

The Authorized Persons shall respond promptly to any clarification sought by Stock Exchanges or other regulatory authorities concerning disclosures made under this Policy.

13. ROLES OF FUNCTIONAL HEADS

Heads of departments and business functions shall:

a) Monitor events and information relating to their respective functions;
b) Promptly notify the Authorized Persons of any event or information that may require disclosure;
c) Provide complete and accurate information necessary for disclosure; and
d) Extend all assistance required for implementation of this Policy.

14. WEBSITE DISCLOSURE AND DISSEMINATION

This Policy shall be hosted on the website of the Company and shall be made available to all relevant stakeholders.

The contact details of the Authorized Persons shall also be disclosed to the Stock Exchanges and placed on the Company's website in accordance with applicable regulations.

15. INTERPRETATION

Any questions concerning interpretation of this Policy shall be determined by the Board.

In the event of any inconsistency between this Policy and the provisions of the Companies Act, 2013, SEBI Listing Regulations or any other applicable law, the provisions of such law shall prevail.

16. REVIEW AND AMENDMENT

The Board of Directors may amend, modify or revise this Policy from time to time in accordance with applicable laws and regulatory requirements. The Company Secretary & Compliance Officer may make necessary changes arising from statutory or regulatory amendments, subject to approval or noting by the Board, wherever required.

Any subsequent amendment, clarification, circular, notification, guideline or direction issued by any regulatory or statutory authority and applicable to this Policy shall be deemed to form part of this Policy and shall apply automatically, even if not specifically incorporated herein.

ANNEXURE I

EVENTS DEEMED MATERIAL AND TIMELINE FOR DISCLOSURE UNDER PARA A OF PART A OF SCHEDULE III OF THE SEBI (LODR) REGULATIONS, 2015

Para /sub-para	Events	Timeline for disclosure
1.	Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in the associate company of the listed entity or any other restructuring.	Within 12 hours * Acquisition of shares or voting rights by listed entities in an unlisted company, aggregating to 5% or any subsequent change in holding exceeding 2%, shall be disclosed quarterly as part of Integrated Filing (Governance).
2.	Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.	Within 12 hours *
3.	New Ratings(s) or Revision in Rating(s).	Within 24 hours
4.	Outcome of Meetings of the board of directors	As specified in clause (i) of Regulation 30(6) of LODR.
5.	Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).

5A.	Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements: Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).
6.	Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director whether occurred within India or abroad.	Within 24 hours
7.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.	Within 12 hours * (except in case resignation); Within 24 hours (in case of resignation)
7A.	In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor.	Timeline as specified in sub-para 7A of Para A of Schedule III.
7B.	Resignation of independent director including reasons for resignation.	Timeline as specified in sub-para 7B of Para A of Schedule III.
7C.	Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director.	Timeline as specified in sub-para 7C of Para A of Schedule III.

7D.	In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).	Within 12 hours *
8.	Appointment or discontinuation of share transfer agent.	Within 12 hours *
9.	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.	Within 24 hours
10.	One time settlement with a bank.	Within 24 hours
11.	Winding-up petition filed by any party / creditors.	Within 24 hours
12.	Issuance of notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.	Within 12 hours *
13.	Proceedings of annual and extraordinary general meetings of the listed entity.	Within 12 hours *
14.	Amendments to memorandum and articles of association of listed entity, in brief.	Within 12 hours *
15.	(a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors. (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.	Timeline as specified in sub-para 15 of Para A of Schedule III.
16.	Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.	Within 24 hours
17.	Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities: (a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available; (b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.	Within 12 hours * (if initiated by the listed entity); Within 24 hours (if initiated by external agency).

18.	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.	Within 24 hours
19.	Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: 1. search or seizure; or 2. re-opening of accounts under section 130 of the Companies Act, 2013; or 3. investigation under the provisions of Chapter XIV of the Companies Act, 2013;	Within 24 hours
20.	Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: (a) suspension; (b) Imposition of fine or penalty; (c) settlement of proceedings; (d) debarment; (e) disqualification; (f) closure of operations; (g) sanctions imposed; (h) warning or caution; or any other similar action(s) by whatever name called;	Within 24 hours Imposition of fine or penalty which are lower than the monetary thresholds specified under Para A(20) of Part A of Schedule III of LODR shall be disclosed quarterly as part of Integrated Filing (Governance).
21.	Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013.	Within 12 hours *

ANNEXURE II

EVENTS AND THEIR TIMELINES FOR DISCLOSURES REQUIRING APPLICATION OF MATERIALITY CRITERIA UNDER PARA B OF PART A OF SCHEDULE III OF THE SEBI (LODR) REGULATIONS, 2015

Para/ Sub-para	Events	Timeline for disclosure
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	Within 12 hours *
2.	Any of the following events pertaining to the listed entity: arrangements for strategic, technical, manufacturing, or marketing tie-up; or (ii) adoption of new line(s) of business; or closure of operation of any unit, division, or subsidiary (entirety or piecemeal)	Within 12 hours *
3.	Capacity addition or product launch.	Within 12 hours *
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours
5.	Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).
6.	Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.	Within 24 hours
7.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Within 24 hours
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.	Within 24 hours (except as provided under Regulation 30(6) of LODR) Updates on ongoing tax litigations or disputes shall be disclosed quarterly as part of Integrated Filing (Governance).
9.	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.	Within 24 hours

10.	Options to purchase securities including any ESOP/ESPS Scheme.	Within 12 hours *
11.	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	Within 12 hours *
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 24 hours
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours *

ANNEXURE III EVENTS AND THEIR TIMELINES FOR DISCLOSURES UNDER PARA C & D OF PART A OF SCHEDULE III OF THE SEBI (LODR) REGULATIONS, 2015		
Para / Sub-para	**Events**	**Timeline for disclosure**
C.	Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.	Within 24 hours
D.	Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.	Timeline as specified by the Board.

* **Note:** In case the event or information emanates from a decision taken in a meeting of board of directors, the same shall be disclosed within 30 minutes or 3 hours, as applicable as per Regulation 30(6), from the closure of such meeting as against the timeline indicated in the table above.

Annexure-III

POLY MEDICURE LIMITED

POLICY ON RELATED PARTY TRANSACTION

Updated On 05.11.2026

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POLICY ON RELATED PARTY TRANSACTION POLICY

[Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013]

1. PREAMBLE

In pursuance of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Section 188 and 177 of the Companies Act, 2013 and other applicable provision (including any statutory enactment / amendments thereof),

The Board of Directors (the "Board") of Poly Medicure Limited (the "Company" or "POLYMED"), has adopted the following policy and procedures with regard to Related Party Transactions as defined below. The Board of Directors will review and may amend this policy from time to time on recommendation of Audit Committee. Related Party Policy is to regulate the transaction(s) between the Company and its Related Parties based on the applicable laws and regulations applicable on the Company.

2. PURPOSE

In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires a company to formulate a policy on materiality of related party transactions and on dealing with related party transactions including clear threshold limits duly approved by the board of directors and such policy shall be reviewed by the board of directors at least once every three years and updated accordingly. In line with the requirements of Listing Regulations and provisions of the Companies Act, 2013, the Board of Directors has formulated this policy for identification and proper conduct and approval, reporting of related party transactions.

3. DEFINITIONS

"Act" means the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force.

"Audit Committee" means the committee of Board of Directors constituted in pursuance of Section 177 of the Act and Regulation 18 of Listing Regulations.

"Board" means the Board of Directors of the Company.

"Key Managerial Personnel" means the person(s) appointed as such in pursuance of Section 203 read with Section 2(51) of the Act.

"Company Secretary" means Company Secretary of the Company appointed under the Act.

"SEBI Listing Regulations" or **"Listing Regulation"** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or reenactments thereof for the time being in force.

"Material Related Party Transaction" means a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of the Listing regulations as per the last audited financial statements of the Company, whichever is lower threshold as may be prescribed under the provisions of the Act and Listing Regulations from time to time.

Notwithstanding the above, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction to be entered into, either individually or taken together with previous transactions during a financial year, exceeds 5% or such higher/lower percentage of the Annual Consolidated Turnover of the Company as per the last audited financial statements of the Company as may be prescribed under the provisions of the Act and Listing Regulations from time to time.

"SCHEDULE XII OF LISTING REGULATION: RELATED PARTY TRANSACTIONS REGULATION 23(1)"

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the following.

Consolidated Turnover of Listed Entity	**Threshold**
Up to ₹ 20,000 Crore	10% of the Annual Consolidated Turnover of the listed entity
More than ₹ 20,000 Crore to upto ₹ 40,000 Crore	₹ 2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹ 20,000 Crore
More than ₹ 40,000 Crore	₹ 3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹ 40,000 Crore or ₹ 5000 Crores, whichever is lower.

"Related Party" means an entity which is a related party under Section 2(76) of the Act and **Regulation**2(1) (zb)**of** Listing Regulations.

"related party", with reference to a company, means—

(*i*) a director or his relative;

(*ii*) key managerial personnel or his relative;

(*iii*) a firm, in which a director, manager or his relative is a partner;

(*iv*) a private company in which a director or manager or his relative is a member or director;

(*v*) a public company in which a director or manager is a director and holds along with his relatives, more than two per cent of its paid-up share capital;

(*vi*) any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;

(*vii*) any person on whose advice, directions or instructions a director or manager is accustomed to act:

Provided that nothing in sub-clauses (*vi*) and (*vii*) shall apply to the advice, directions or instructions given in a professional capacity;

(viii) anybody corporate which is—

(A) a holding, subsidiary or an associate company of such company;

(B) a subsidiary of a holding company to which it is also a subsidiary; or

(C) an investing company or the venturer of a company;

''Relative'' means a relative as defined under Section 2(77) of the Companies Act read with SEBI Listing Regulations.

"Related Party Transaction" shall mean a transaction, as defined under the provisions of Section 188 of the Act and Regulation 2(1) (zc) SEBI Listing Regulations, means involving a transfer of resources, services or obligations between:

(i) the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand; or

(ii) the Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Company or any of its subsidiaries;

regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract, and includes transactions as defined as a "related party transaction" under the relevant provisions of the Companies Act, the Listing Regulations or any other related law, regulation, standard, each as amended:

Provided that the following shall not be a related party transaction:

(a) The issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

(b) The following corporate actions by the Company which are uniformly applicable/offered to all shareholders in proportion to their shareholding:

i. payment of dividend;
ii. subdivision or consolidation of securities;
iii. issuance of securities by way of a rights issue or a bonus issue; and
iv. buy-back of securities.

(c) retail purchases from any company or its subsidiary by the directors or key managerial personnel of the company or its subsidiary, and relatives of such directors or key managerial personnel, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees, directors, key managerial personnel and relatives of directors or key managerial personnel.

"Rules" means the Rules framed under the Act as amended from time to time.

"Arm's Length Transaction" means a transaction between two related parties that is conducted as if they are unrelated, so that there is no conflict of interest.

"Subsidiary" shall mean a subsidiary as defined under Section 2(87) of the Companies Act.

"Ordinary Course of Business" means a transaction which:

a. is carried out in the normal course of business envisaged in accordance with the Memorandum of Association (MOA) of the Company as amended from time-to-time (or)

b. is a common commercial practice (or)

c. meets any other parameters/criteria as decided by the Board/ Audit Committee.

"Material modification" will mean and include any modification to an existing related party transaction having variance of 20% of the existing limit as sanctioned by the Audit Committee of the Company.

4. IDENTIFICATION OF RELATED PARTIES

On the basis of the disclosures made by Directors and Key Managerial Personnel and considering the applicable provisions under the Relevant Laws, the Company shall maintain an updated list of Related Parties.

5. APPROVAL PROCESS OF RELATED PARTY TRANSACTION

1. Audit Committee

i. All Related Party Transactions except the exempted transactions under the Act and/or the SEBI Listing Regulations and subsequent material modification thereto shall require prior approval of the Audit Committee in accordance with the provisions of the Act and the Listing Regulations for the time being in force.

ii. Further only those members of the Audit Committee, who are independent directors, shall approve related party transactions. Any member of the Audit Committee who has a potential interest in any RPT will abstain from discussion and voting on the approval of such RPT.

iii. Subject to the provisions of the applicable laws, the Audit Committee will have the discretion to approve /modify /recommend/ refer the proposed Related Party Transaction for the approval of the Board or shareholders.

iv. In the event such a transaction, contract or arrangement is not in the ordinary course of business or is not at arm's length, the Company shall comply with the applicable laws including provisions of the Companies Act and the Rules

framed thereunder and obtain approval of the Audit Committee or the Board or its shareholders, as applicable, for such contract or arrangement.

v. The remuneration and sitting fees paid by the Company or its subsidiary(ies) to its directors, key managerial personnel or senior management, except who is a promoter or part of the promoter group, shall not require approval of the audit committee provided that the same is not material in terms of the definition of "**Material Related Party Transaction".**

2. Transaction involving Subsidiaries

A related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of a Company is a party but the Company is not a party, shall require prior approval of the audit committee of the Company if the value of such transaction, exceeds the lower of the following:

(i) ten percent of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary; or

(ii) the threshold for material related party transactions of Company as specified in Schedule XII of the Listing regulations.

In the event of a related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of a Company is a party but the Company is not a party and such subsidiary does not have audited financial statements for a period of at least one year, prior approval of the audit committee of the Company shall be obtained if the value of such transaction exceeds the lower of the following:

(i) ten percent of the aggregate value of paid-up share capital and securities premium account of the subsidiary; or

(ii) the threshold for material related party transactions of Company as specified in Schedule XII of the Listing Regulation:

Provided that the aggregate value of paid-up share capital and securities premium account of the subsidiary shall be taken as on a date, not older than three months prior to the date of seeking approval of the audit committee.

Further in case of prior approval of the audit committee of the Company shall not be required for a related party transaction to which the listed subsidiary of company is a party but the Company is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of the SEBI Listing Regulation are applicable to such listed subsidiary.

The remuneration and sitting fees paid by the Company or its Subsidiary to its Director, Key Managerial Personnel or Senior Management, except who is part of promoter or promoter group, shall not require approval of the Audit Committee provided that the same is not material in terms of the provisions of SEBI Regulations or the Act.

6. RATIFICATION

The members of the audit committee, who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier, subject to the following conditions:

(i) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;

(ii) the transaction is not material in terms of the provisions of sub-regulation (1) of the regulation 23 of SEBI Listing Regulation;

(iii) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;

(iv) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of this regulation;

(v) any other condition as specified by the audit committee:

Provided that failure to seek ratification of the audit committee shall render the transaction voidable at the option of the audit committee and if the transaction

is with a related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the company against any loss incurred by it.

7. OMNIBUS APPROVAL

Audit committee may grant omnibus approval for related party transactions proposed to be entered into by the Company or its subsidiary subject to the following conditions, namely-

(a)the audit committee shall lay down the criteria for granting the omnibus approval in line with the policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;

(b)the audit committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the Company;

(c)the omnibus approval shall specify:

(i) the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into,

(ii) the indicative base price / current contracted price and the formula for variation in the price if any; and

(iii) such other conditions as the audit committee may deem fit: Provided that where the need for related party transaction cannot be foreseen and aforesaid details are not available, audit committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.

(d) the audit committee shall review, atleast on a quarterly basis, the details of related party transactions entered into by the Company of the Company or its subsidiary pursuant to each of the omnibus approvals given.

(e) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year:

(f) Any other conditions as the Audit Committee may deem fit.

8. BOARD OF DIRECTORS

The following Related Party Transaction(s) shall be approved by the Board by passing a resolution in this regard at a meeting of the Board of Directors:

i. Transactions in which any of the Directors or the KMPs of the Company are concerned or interested.

ii. Transactions specified in Section 188(1) of the Act which are not in the ordinary course of business and/or not on arm's length terms.

iii. Material Related Party Transactions which are proposed to be placed before the Shareholders for approval.

iv. Related Party Transactions where Audit Committee of the Company is of the opinion that the same should be brought before the Board of Directors or if the Board of Directors suo-moto decides to review any such transaction.

v. Related Party Transactions for which approval of the Board of Directors is mandatory under any applicable law for time being in force.

vi. Any Material Modification to the Related Party Transactions already approved by the Board of Directors.

vii. Any other transaction as may be prescribed by the Shareholders from time to time.

9. SHAREHOLDERS APPROVAL

All material related party transactions and subsequent material modifications as defined by the audit committee, shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Further Transactions specified in Section 188(1) of the Act which:

a) are not in the ordinary course of business and/or not on arm's length terms;

and

b) exceed the threshold specified in Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification or reenactment thereof.

Provided that prior approval of the shareholders of a Company shall not be required for a related party transaction to which the listed subsidiary is a party but the Company is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of these regulations are applicable to such listed subsidiary.

Explanation: For related party transactions of unlisted subsidiaries of a listed subsidiary as referred above, the prior approval of the shareholders of the listed subsidiary shall suffice.

Provided further that the requirements specified under this sub-regulation shall not apply in respect of a resolution plan approved under section 31 of the Insolvency Code, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved;

Provided further that the omnibus approval granted by the shareholders for material related party transactions in an annual general meeting shall be valid till the date of the next annual general meeting held within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time:

Provided further that in case of omnibus approvals for material related party transactions, granted by shareholders in general meetings other than annual general meeting, the validity of such omnibus approvals shall not exceed one year from the date of such approval.

10. EXCEPTION

1. Transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval. except for the transactions covered under Section 188 of the Act.

2. Transactions entered into between two wholly-owned subsidiaries of the company, whose accounts are consolidated with company and placed before the shareholders at the general meeting for approval.

3. Transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand.

4. Any other transaction for which approval of the Audit Committee or Board or Shareholders, is not required or exempted under the Act, SEBI Listing Regulations or any other applicable law.

Any member of the Audit Committee who has a potential interest in any Related Party Transaction will recuse himself/herself and abstain from discussion and voting on the approval of the Related Party Transaction. Only those members of the Audit Committee, who are Independent Directors, shall approve Related Party Transactions.

11. COMPLIANCE

The information in respect of a proposed Related Party Transaction along with complete details should be submitted by the concerned departments / divisions of the Company to the Company Secretary well in advance.

The Company Secretary shall review the information and details of the proposed Related Party Transaction and prepare a detailed note. The note so prepared by the Company Secretary shall be circulated to the Audit Committee members for their approval of the respective Related Party Transaction.

12. DISCLOSURE

The Company shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website:

Provided further that the Company shall make such disclosures every six months within fifteen days from the date of publication of its standalone and consolidated financial results:

13. POLICY REVIEW

The Board of Directors shall have the right to modify, amend or change any or all the clauses of this Policy in accordance with the provisions of the Applicable laws/ Acts /SEBI Regulations or otherwise. In case of any amendment(s), clarification(s), circular(s) etc. issued under any Applicable laws/ SEBI Regulations, which is not in consistent with any of the provisions of this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions. hereunder and this Policy shall be deemed to be amended accordingly from the effective date as laid down under such amendment(s),

clarification(s), circular(s) etc. The Policy will be available at the Company's website at www.polymedicure.com

Annexure-IV

POLY MEDICURE LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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1. PREAMBLE:

The Board of Directors of **Poly Medicure Limited** ("Company") has updated this **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information** ("Code") pursuant to Regulation 8 read with Schedule A of the **SEBI (Prohibition of Insider Trading) Regulations, 2015**, as amended from time to time, at its meeting held on **November 05, 2026,** to ensure fair, timely and uniform disclosure of Unpublished Price Sensitive Information ("UPSI") and to maintain equality of access to information among investors and market participants.

2. OBJECTIVE:

The primary objective of this Code is to establish principles and practices for the fair disclosure of UPSI that could materially impact the price discovery of the Company's securities and to ensure uniform dissemination of information in compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Code further seeks to promote transparency, fairness and equal access to information for all investors and stakeholders.

3. EFFECTIVE FROM:

The Code shall come into force with effect from the date the 5th June 2015. This Code is adopted in place of the existing "Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) of Poly Medicure Limited" called as "POLYMED – Fair Disclosure Code".

4. DEFINITIONS:

Sr. No.	Expression	Meaning
(i)	Act	Means Securities and Exchange Board of India Act, 1992
(ii)	Board of Directors	Means Board of Directors of Poly Medicure Limited
(iii)	Code or this Code	Means Poly Medicure Limited - Fair Disclosure Code
(iv)	Company	Means Poly Medicure Limited
(v)	Compliance Officer	Means the Company Secretary of the Company, or any other person so designated from time to time.
(vi)	Chief Investors Relations Officer or CIRO	Means the Company Secretary, being the person who is designated as the Compliance Officer, or such other senior official nominated as such by the Board of Directors of the Company from time to time, to oversee corporate disclosure and dissemination of UPSI.
(vii)	Securities	Shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof and means the securities of the Company (specifically excluding units of a mutual fund).

(viii)	SEBI PIT Regulations	Means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
(ix)	Need to know	Means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need to know the information to discharge their duties / obligations and whose possession of such information will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.
(x)	Unpublished Price Sensitive Information or UPSI	Means any information, relating to the 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 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, delisting's, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions; v. changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor; vi. change in rating(s), other than ESG rating(s); vii. fund raising proposed to be undertaken; viii. agreements, by whatever name called, which may impact the management or control of the company; ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad; x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions; xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016; xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in

financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;

xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;

xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;

xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;

xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals; and

xvii. any information which is likely to material affect the price of shares of the Company.

Explanation 1- For the purpose of sub-clause (ix):

'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Explanation 2- For identification of events enumerated in this clause as UPSI, the guidelines for materiality referred at Para A and B of Part A of Schedule III of the SEBI Listing Regulations as specified by the SEBI shall be applicable.

Note: "UPSI" stands for Unpublished Price Sensitive Information as defined under Regulation 2(1)(n) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

5. PROMPT DISCLOSURE OF PRICE SENSITIVE INFORMATION:

a) The Company shall ensure **prompt public disclosure of UPSI** upon availability of credible and concrete information.

b) The Company shall endeavour to ensure **uniform and universal dissemination of UPSI** and avoid selective disclosure. Material events shall be disclosed in accordance with **Regulation 30 of the SEBI (LODR) Regulations, 2015**, as amended from time to time.

c) The Company shall ensure that any **inadvertent, selective, or unauthorized disclosure of UPSI** is promptly made generally available through appropriate means.
d) The Company shall ensure that access to **UPSI is restricted on a need-to-know basis** and solely for legitimate purposes in accordance with **Annexure-1** of this policy.
e) The Company shall ensure that information disclosed to the stock exchanges is also made available on its **website** for wider public access.

6. ROLE OF CIRO IN OVERSEEING AND COORDINATING DISCLOSURE:

The **Compliance Officer/CIRO** shall be responsible for overseeing the identification, approval, dissemination and disclosure of UPSI, ensuring compliance with applicable continuous disclosure requirements, coordinating disclosures to stock exchanges and other stakeholders, determining whether information constitutes UPSI in case of doubt, securing all necessary approvals prior to disclosure, and taking appropriate action in the event of any inadvertent or unauthorized disclosure. Approval for dissemination of UPSI may be granted by the Managing Director/Executive Director, as applicable, in consultation with the Compliance Officer/CIRO.

7. DISCLOSURE/ DISSEMINATION OF PRICE SENSITIVE INFORMATION:

a) The Company shall endeavour to ensure uniform, universal and non-selective dissemination of UPSI.
b) Any person becoming aware of information that may constitute UPSI shall promptly notify the Compliance Officer/CIRO for appropriate evaluation and action.
c) The Compliance Officer/CIRO shall determine whether information constitutes UPSI and the manner and timing of its disclosure.
d) In determining disclosure of UPSI, the Compliance Officer/CIRO shall consider factors including materiality, timing, fairness and completeness of information.
e) All disclosures of UPSI shall be subject to prior approval of the Compliance Officer/CIRO and communicated through authorized channels.
f) Any inadvertent, selective or unauthorized disclosure of UPSI shall be immediately reported to the Compliance Officer/CIRO, who shall take necessary steps to make such information generally available.
g) The Company shall ensure that UPSI is handled strictly on a need-to-know basis and disclosed only for legitimate purposes, performance of duties or compliance with legal and regulatory obligations.
h) The Compliance Officer/CIRO shall oversee disclosures made on the Company's website and ensure consistency with stock exchange disclosures.

8. MANNER OF DISCLOSURE / DISSEMINATION OF PRICE SENSITIVE INFORMATION:

a) The Company shall ensure timely dissemination of UPSI to the stock exchanges and, where appropriate, through other public communication channels.
b) The Company shall make such disclosures available on its website and may utilize additional dissemination mechanisms to facilitate wider investor access.

c) The Company shall endeavour to ensure that dissemination of UPSI reaches stakeholders in a broad, uniform and non-discriminatory manner.

9. DISCLOSURE TO ANALYSTS, RESEARCH PERSONNEL AND INVESTORS:

a) The Company shall ensure that only **publicly available information and non-UPSI** is shared with analysts, research personnel, institutional investors and other stakeholders.
b) Any **inadvertent disclosure of UPSI** to analysts, research personnel or investors shall be promptly made generally available in accordance with applicable laws.
c) The Company shall endeavour to maintain **appropriate records or transcripts** of meetings, discussions and interactions with analysts, brokers and institutional investors to ensure accuracy and prevent misrepresentation.
d) Queries from analysts or investors that fall outside the scope of the proposed discussion shall be addressed only after due consideration. Where a response involves UPSI, such information shall first be made generally available.
e) The Company may disseminate transcripts, recordings or records of analyst and investor meetings through its website or other appropriate channels to promote fair and transparent disclosure practices.

10. RESPONSDING TO MARKET RUMOURS:

a) Any query or request for verification of market rumours received from stock exchanges, regulatory authorities, media, or other sources shall be promptly referred to the Compliance Officer/CIRO for evaluation and appropriate action.
b) The Compliance Officer/CIRO shall determine, in consultation with Managing Director and other internal approvals, where necessary, the appropriate response, clarification, or disclosure and ensure compliance with applicable regulatory requirements.
c) The Company shall endeavour to provide timely, fair and accurate responses to market rumours and, where required, shall confirm, deny, or clarify such rumours through appropriate disclosures, including dissemination to all relevant stock exchanges.

11. INTERPRETATION:

a) The **Compliance Officer/CIRO** shall be consulted on matters relating to the interpretation of this Code and may seek expert advice, where considered necessary.
b) References to the **masculine gender** in this Code shall include the feminine and neuter genders.
c) Words and expressions used but not defined in this Code shall have the meanings assigned to them under the **SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI Act, 1992**, the **Securities Contracts (Regulation) Act, 1956**, the **Depositories Act, 1996**, the **Companies Act, 2013**, and such other rules, regulations and acts applicable and amendment made thereunder.
d) Terms defined in this Code shall bear the meanings assigned to them and shall be capitalized accordingly.

e) In the event of any inconsistency between this Code and any applicable law, regulation, rule or statutory provision, the provisions of such law, regulation, rule or statutory provision shall prevail. The remaining provisions of this Code shall continue to remain in force to the extent they are not inconsistent therewith.

12. REVIEW, AMENDMENTS AND MODIFICATIONS:

a) This Code shall be reviewed periodically, and any amendment or modification thereto shall be subject to the approval of the Board of Directors, except where otherwise provided under this Code.

b) The Board of Directors may amend or modify this Code from time to time, as may be necessary, and such amendments shall be communicated to the stock exchanges, where required.

c) In the event of any inconsistency between this Code and any applicable law, including the SEBI (LODR) Regulations, 2015, SEBI (PIT) Regulations, 2015, or any statutory amendment, modification, re-enactment, rule or regulation, the provisions of such law shall prevail.

d) Any amendment, modification or re-enactment of applicable laws, regulations or statutory provisions impacting this Code shall be deemed to be incorporated into and applicable to this Code to the extent of such change, whether or not specifically reflected herein.

ANNEXURE – 1

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

I. INTRODUCTION

This Policy for Determination of Legitimate Purposes ("Policy") is framed in accordance with Regulation 3(2A) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("SEBI PIT Regulations").

II. OBJECTIVE

The objective of this Policy is to identify legitimate purposes for sharing Unpublished Price Sensitive Information ("UPSI") in the ordinary course of business, for performance of duties, discharge of legal or regulatory obligations, or for genuine business purposes, in compliance with the SEBI PIT Regulations.

The determination of whether sharing of UPSI constitutes a legitimate purpose shall be assessed based on the facts and circumstances of each case, including whether:

- such sharing is in the ordinary course of business;
- such sharing is in furtherance of a genuine business, commercial, legal, regulatory, or statutory purpose;
- the sharing is not intended to evade or circumvent the provisions of the SEBI PIT Regulations;
- the information is required for performance of duties, discharge of obligations, or execution of legitimate business transactions; and
- the nature and extent of information shared is commensurate with the purpose for which access is provided.

III. DEFINITIONS

a) Ordinary Course of Business:

a. is carried out in the normal course of business envisaged in accordance with the Memorandum of Association (MOA) of the Company as amended from time-to-time or

b. is a common commercial practice or

c. meets any other parameters/criteria as decided by the Board/ Audit Committee.

b) "UPSI" stands for Unpublished Price Sensitive Information as defined under Regulation 2(1)(n) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

c) Insider

Means any person who is:

i) A connected person; or

ii) In possession of or having access to Unpublished Price Sensitive Information;

d) Legitimate Purpose

"Legitimate Purpose" shall mean sharing of UPSI in the ordinary course of business by an Insider with

- Promoters,
- Promoter group,
- Holding companies,
- Subsidiaries, associates,
- Joint ventures,
- Business partners,
- Collaborators,
- Lenders,
- Customers,
- Suppliers,
- Merchant bankers,
- legal advisors,
- Auditors,
- insolvency professionals,
- consultants,
- intermediaries, fiduciaries, or other advisors,

provided such sharing is not carried out to evade or circumvent the SEBI PIT Regulations and Any other person with whom UPSI is shared pursuant to a "legitimate purpose" shall be considered as an "insider" for purpose of Insider Trading Regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with Insider Trading Regulations.

IV. RESTRICTIONS AND OBLIGATIONS

- UPSI shall be shared strictly on a need-to-know basis and only for a legitimate purpose.
- Any person receiving UPSI pursuant to a legitimate purpose shall maintain strict confidentiality of such information and comply with the SEBI PIT Regulations.

- The Company may require recipients of UPSI to execute confidentiality and non-disclosure agreements and provide undertakings not to trade in the Company's securities while in possession of UPSI.
- The Company shall provide appropriate notice to recipients that receipt of UPSI makes them an Insider under the SEBI PIT Regulations and subjects them to the obligations thereunder.

V. STRUCTURED DIGITAL DATABASE

The Company shall maintain a Structured Digital Database containing details of UPSI shared, the persons or entities with whom such information is shared, and such other particulars as may be prescribed under applicable law.

The database shall be maintained with adequate internal controls, audit trails, and time-stamping mechanisms and shall be preserved for the period prescribed under the SEBI PIT Regulations or any statutory modification thereof.

VI. AMENDMENT

This Policy may be amended, modified, or revised by the Board of Directors from time to time in accordance with applicable laws. Any statutory amendment to the SEBI PIT Regulations or other applicable laws shall be deemed to be incorporated into this Policy to the extent applicable.

Annexure-V

POLY MEDICURE LIMITED

CODE OF CONDUCT

TO

REGULATE, MONITOR AND REPORT TRADING

BY

DESIGNATED PERSONS

AND

THEIR IMMEDIATE RELATIVES

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1. INTRODUCTION

The Securities and Exchange Board of India ("SEBI") has notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("PIT Regulations"), to establish a regulatory framework for preventing insider trading and safeguarding the integrity of the securities market. The PIT Regulations prohibit communication, procurement and misuse of Unpublished Price Sensitive Information ("UPSI") and regulate trading in securities by persons who may have access to such information.

Pursuant to Regulation 9 of the PIT Regulations, the Board of Directors of Poly Medicure Limited ("Company"), in its meeting held on November 05, 2026, has adopted this Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons ("Code"). The Code sets out the framework for dealing in the securities of the Company and for handling UPSI in a lawful, ethical and transparent manner.

This Code has been formulated in compliance with the PIT Regulations and incorporates the minimum standards prescribed under Schedule B thereto. The Code shall be read in conjunction with the PIT Regulations and other applicable laws, rules and regulations in force from time to time. In the event of any inconsistency between the provisions of this Code and any applicable law, the provisions of the applicable law shall prevail.

This Code shall come into effect from November 05, 2026 and shall be applicable as amended from time to time with the approval of the Board of Directors and/or such authority as may be authorized under applicable law.

2. OBJECTIVE

The objective of this Code is to regulate, monitor and report trading in the securities of the Company by Designated Persons and other persons covered under this Code, and to ensure compliance with the provisions of the PIT Regulations.

Specifically, this Code aims to:

a) prevent insider trading and the misuse or unlawful communication of UPSI;

b) establish a framework for preserving the confidentiality of UPSI and ensuring its legitimate use only for lawful purposes;

c) provide guidance to Designated Persons and their Immediate Relatives regarding their obligations, responsibilities and restrictions under the PIT Regulations;

d) prescribe procedures relating to trading in the Company's securities, including pre-clearance requirements, trading window restrictions, disclosures and reporting obligations;

e) promote ethical conduct, transparency, fairness and investor confidence in dealings involving the securities of the Company; and

f) define the roles and responsibilities of Designated Persons, Insiders, Connected Persons and the Compliance Officer in ensuring effective implementation of and compliance with the PIT Regulations.

3. APPLICABILITY

This Code shall apply to:

a) all Designated Persons of the Company;

b) Immediate Relatives of Designated Persons;

c) Insiders and Connected Persons, as defined under the PIT Regulations;

d) Directors, Key managerial personnel, employees, and such other persons who may be designated by the Company from time to time for the purpose of compliance with the PIT Regulations; and

e) any other person who is in possession of, has access to, or is deemed to be in possession of Unpublished Price Sensitive Information relating to the Company or its securities.

All persons covered under this Code shall comply with the provisions contained herein and with the requirements of the PIT Regulations, as amended from time to time. The obligations under this Code shall be in addition to, and not in derogation of, any obligations imposed under applicable laws.

This Code shall further extend to trading in the securities of the Company undertaken directly or indirectly by such persons, including trades executed by their Immediate Relatives and persons for whom trading decisions are taken by or on behalf of such persons.

4. DEFINITIONS AND INTERPRETATION

For the purposes of this Code, unless the context otherwise requires, the following terms shall have the meanings assigned to them below:

4.1 Act

"Act" means the Securities and Exchange Board of India Act, 1992, as amended from time to time.

4.2 Board

"Board" or "Board of Directors" means the Board of Directors of the Company.

4.3 Code

"Code" or "Insider Trading Code" means this Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives, including any amendments thereto made from time to time.

4.4 "Company" means **Poly Medicure Limited**.

4.5 "Compliance Officer" Means the Company Secretary of the Company, or any other person so designated from time to time.

4.6 "Connected Person" is defined under Regulation 2(1)(d) of the SEBI (Prohibition of Insider Trading) Regulations, 2015

4.7 "Contra Trade" means a trade or transaction involving the purchase or sale of securities of the Company followed by an opposite transaction, namely a sale or purchase, respectively, within a period of six months from the date of the original transaction.

4.8 Designated Persons

"Designated Persons" shall include:

The Board of Directors has authorize Managing Director of the company shall in consultation with the compliance officer specify the designated persons to be covered by the code of conduct on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include:-

(i) Employees of such listed company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;

(ii) Employees of material subsidiaries of such listed companies designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;

(iii) All promoters of listed companies and promoters who are individuals or investment companies for intermediaries or fiduciaries;

(iv) Chief Executive Officer and employees up to two levels below Chief Executive Officer of such listed company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;

References to a Designated Person under this Code shall, where the context so requires, include such person's Immediate Relatives.

4.9 "Director" means a member of the Board of Directors of the Company.

4.10 "Employee" means every employee of the Company, including Whole-time Directors and other persons employed by the Company.

4.11 "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis and shall not include unverified information or rumours appearing in print, electronic or social media.

4.12 "Immediate Relative" means the spouse of a person and includes parents, siblings and children of such person or of the spouse, who are financially dependent on such person or consult such person in taking decisions relating to trading in securities.

Provided that the spouse of a person shall always be deemed to be an Immediate Relative irrespective of financial dependency or consultation in trading decisions.

4.13 "Insider" means any person who:

a) is a Connected Person; or

b) is in possession of or has access to UPSI.

4.14 "Key Managerial Personnel" or "KMP" shall have the meaning assigned to it under Section 2(51) of the Companies Act, 2013.

4.15 "Legitimate Purpose" means defined in the Policy of "DETERMINATION OF LEGITIMATE PURPOSES as Annexure -1 of "CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION"

4.16 "Leak of UPSI" means any act, omission, communication or circumstance whereby UPSI becomes available, disclosed, communicated or accessible to any person before its lawful disclosure in the public domain, other than in accordance with applicable law or for a Legitimate Purpose.

4.17 "Material Subsidiary" means a subsidiary defined in the "POLICY ON MATERIAL SUBSIDIARY" of the company.

4.18 "Promoter" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

4.19 "Promoter Group" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

4.20 Relative

"Relative" means:

a) spouse of the person;

b) parents of the person and of the spouse;

c) siblings of the person and of the spouse;

d) children of the person and of the spouse;

e) spouse of persons referred to in clause (c); and

f) spouse of persons referred to in clause (d).

4.21 SEBI

"SEBI" means the Securities and Exchange Board of India.

4.22 PIT Regulations

"PIT Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, including any statutory modification, amendment or re-enactment thereof.

4.23 Securities

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956, as amended from time to time.

4.24 Stock Exchange

"Stock Exchange" means a recognised stock exchange as defined under the Securities Contracts (Regulation) Act, 1956.

4.25 Takeover Regulations

"Takeover Regulations" means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

4.26 Trading

"Trading" means and includes subscribing, buying, selling, dealing, switching, redeeming, gifting, pledging, revoking or invoking pledge, or otherwise transacting in securities, either directly or indirectly, including through portfolio managers, wealth managers or any other intermediary, and the terms "Trade" and "Traded" shall be construed accordingly.

4.27 Trading Day

"Trading Day" means a day on which the recognised stock exchanges are open for trading.

4.28 Trading Plan

"Trading Plan" means a plan formulated and approved in accordance with the PIT Regulations for trading in the securities of the Company and disclosed as required under applicable law.

4.29 Trading Window

"Trading Window" means the period during which trading in the securities of the Company may be undertaken by Designated Persons and other persons covered under this Code, subject to compliance with the provisions of the PIT Regulations and this Code.

4.30 Unpublished Price Sensitive Information (UPSI)

"UPSI" stands for Unpublished Price Sensitive Information as defined under Regulation 2(1)(n) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

4.31 Interpretation

Words and expressions used but not defined in this Code shall have the meanings respectively assigned to them under the Act, the PIT Regulations, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and other applicable laws.

In the event of any inconsistency between this Code and the provisions of applicable law, including the PIT Regulations, the provisions of such applicable law shall prevail.

5. COMPLIANCE OFFICER - ROLES, RESPONSIBILITIES AND POWERS

5.1 Appointment

The Company Secretary shall act as the Compliance Officer of the Company or such other senior officer as may be designated by the Board from time to time. The Compliance Officer shall function under the overall supervision of the Board and shall be responsible for administering, monitoring and ensuring compliance with the provisions of the PIT Regulations and this Code.

5.2 Roles and Responsibilities of the Compliance Officer

The Compliance Officer shall:

a) be responsible for compliance with the policies and procedures prescribed under the PIT Regulations and this Code, including monitoring adherence to the rules for preservation of UPSI, monitoring of trades and implementation of this Code under the overall supervision of the Board;

b) formulate, administer and monitor processes and controls relating to handling of UPSI and ensure compliance with the provisions of the PIT Regulations and this Code;

c) review and approve Trading Plans in accordance with the PIT Regulations and monitor implementation thereof;

d) process and grant pre-clearance of trades, wherever applicable, and monitor trades undertaken by Designated Persons and other persons covered under this Code;

e) regulate, monitor and administer the Trading Window, including closure and reopening thereof, and ensure timely communication of Trading Window restrictions to all concerned persons;

f) advise and ensure that Designated Persons, Insiders and other persons covered under this Code do not trade in the Company's Securities during the period of Trading Window closure or when in possession of UPSI;

g) maintain an updated record of Designated Persons and their Immediate Relatives and record any changes thereto from time to time;

(ga) Periodically review the list of Designated Persons and their Immediate Relatives and make such additions, modifications or deletions as may be necessary having regard to access to UPSI and applicable regulatory requirements.

h) obtain, review, maintain and preserve disclosures, declarations, undertakings, applications and other records required under the PIT Regulations and this Code;

i) assist and provide guidance to Designated Persons, Insiders, Connected Persons and Employees on matters relating to compliance with the PIT Regulations and this Code and address any clarifications sought in this regard;

j) monitor compliance with disclosure requirements and make necessary disclosures, filings and submissions to the Stock Exchanges and other regulatory authorities, wherever applicable;

k) investigate or cause investigation into any suspected violation of the PIT Regulations or this Code, including matters relating to trading in Securities and handling of UPSI;

l) implement disciplinary actions and other measures as prescribed under this Code for any violation thereof, subject to applicable approvals;

m) promptly inform the Stock Exchange(s) and other regulatory authorities, wherever required under applicable law, regarding any violation of the PIT Regulations or this Code;

n) establish, maintain, update and monitor the Structured Digital Database ("SDD") in accordance with the PIT Regulations, containing details of persons with whom UPSI is shared or who have access to UPSI for legitimate purposes;

o) ensure that the Structured Digital Database contains details of the nature of UPSI, the persons sharing such information, the persons receiving such information and their Permanent Account Number or any other identifier authorized by law, where PAN is not available;

p) ensure that the Structured Digital Database is maintained with adequate internal controls, audit trails and time-stamping mechanisms to preserve accuracy, completeness and non-tampering of records;

q) ensure that information received from external sources and required to be recorded in the Structured Digital Database is entered within the timelines prescribed under applicable laws and regulations;

r) undertake such actions as may be necessary for freezing or restricting trading by Designated Persons, including freezing of Permanent Account Numbers (PAN), in accordance with applicable SEBI regulations, circulars and system-driven disclosure mechanisms; and

s) perform such other duties and responsibilities as may be prescribed under the PIT Regulations, this Code or assigned by the Board from time to time.

5.3 Powers of the Compliance Officer

For the purpose of discharging duties under this Code, the Compliance Officer shall have the authority to:

a) access all records, information, documents, data and communications relating to the Company and its Securities, as may be necessary for ensuring compliance with the PIT Regulations and this Code;

b) seek information, records, confirmations, declarations and explanations from any Insider, Designated Person, Employee, director, consultant, advisor or other person covered under this Code; and

c) require full co-operation from all persons covered under this Code in connection with any compliance review, monitoring activity, inquiry or investigation undertaken for the purposes of this Code.

5.4 Reporting

The Compliance Officer shall report to the Board and shall provide periodic reports on compliance with the PIT Regulations and this Code to the Chairman of the Audit Committee or such other authority as may be prescribed by the Board. Such reporting shall be made at such intervals as may be determined by the Board, but not less than once in a financial year.

6. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) AND RESTRICTIONS ON COMMUNICATION, PROCUREMENT AND TRADING

6.1 Preservation of UPSI

All UPSI shall be handled on a **"Need-to-Know"** basis. UPSI shall be disclosed only to those persons within the Company who require such information for the discharge of their duties and whose possession of such information will not give rise to a conflict of interest or likelihood of misuse.

To prevent the misuse of confidential information, the Company shall maintain a **"Chinese Wall"** mechanism separating departments or functional areas that routinely have access to UPSI ("Inside Areas") from departments engaged in sales, marketing, investor relations, business development or other functions not requiring access to UPSI ("Public Areas").

Employees in Inside Areas shall not communicate or provide access to UPSI to persons in Public Areas except on

a Need-to-Know basis and in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The identification of Inside Areas and Public Areas shall be determined by the Compliance Officer in consultation with the management of the Company.

In exceptional circumstances, any Designated Person may be permitted to "cross the wall" and share UPSI on a Need-to-Know basis for legitimate purposes, performance of duties or discharge of legal obligations, subject to prior intimation to or approval of the Compliance Officer, as may be applicable.

All files, records and documents containing UPSI shall be maintained in a secure manner with appropriate physical and electronic safeguards. Electronic records shall be protected through suitable access controls, passwords, encryption and other security measures to prevent unauthorized access, disclosure, modification or misuse.

6.2 Restriction on Communication and Procurement of UPSI

No Insider shall communicate, provide, share or allow access to any UPSI relating to the Company or its Securities to any person, including another Insider, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No person shall procure or cause the communication of UPSI from any Insider relating to the Company or its Securities except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Any person receiving UPSI pursuant to a legitimate purpose shall be considered an Insider for the purposes of the PIT Regulations and this Code and shall be required to maintain the confidentiality of such UPSI and comply with all applicable restrictions relating to trading and handling of UPSI.

6.3 Sharing of UPSI in Connection with Transactions

Notwithstanding anything contained in this Code, UPSI may be communicated, provided, allowed access to or procured in connection with a transaction that:

a) entails an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, where the Board is of the informed opinion that such sharing is in the best interests of the Company; or

b) does not attract an open offer obligation under the Takeover Regulations, but where the Board is of the informed opinion that the proposed transaction is in the best interests of the Company and the information constituting UPSI is disseminated and made Generally Available Information at least two Trading Days prior to the proposed transaction being effected, in such manner as the Board may determine to be adequate and fair for disclosure of all relevant and material facts.

For the above purposes, the Board shall ensure that the concerned parties execute appropriate confidentiality and non-disclosure agreements and shall require such parties to maintain strict confidentiality of the information received and not trade in the Securities of the Company while in possession of UPSI.

6.5 Structured Digital Database

The Company shall maintain a Structured Digital Database ("SDD") containing:

a) the nature of UPSI shared;

b) the names of persons who have shared the UPSI;

c) the names of persons with whom the UPSI has been shared; and

d) the Permanent Account Number (PAN) or any other identifier authorized by law of such persons, where PAN is not available.

The Structured Digital Database shall be maintained internally and shall not be outsourced. Adequate internal controls, audit trails, time-stamping mechanisms and other checks shall be maintained to ensure integrity, completeness and non-tampering of records.

The Structured Digital Database shall be preserved for a period of not less than **eight years** after completion of the relevant transaction. Where any investigation or enforcement proceeding is initiated by SEBI or any other regulatory authority, the relevant information shall be preserved until completion of such proceeding.

Entries in the Structured Digital Database shall be made contemporaneously with the sharing, communication or receipt of UPSI or as soon as practicable thereafter in accordance with the PIT Regulations and SEBI requirements.

6.6 Restriction on Trading While in Possession of UPSI

No Insider shall trade in the Securities of the Company while in possession of UPSI, except as permitted under the PIT Regulations and this Code.

Any person who has traded in the Securities of the Company while in possession of UPSI shall be presumed to have been motivated by the knowledge and awareness of such UPSI unless such person establishes otherwise in accordance with the PIT Regulations.

Without prejudice to the foregoing, an Insider may demonstrate innocence where the trade is undertaken:

a) pursuant to an off-market inter-se transfer between Insiders possessing the same UPSI and undertaken without breach of this Code;

b) through a block deal mechanism between persons possessing the same UPSI and undertaken without breach of this Code;

c) pursuant to a statutory or regulatory obligation;

d) pursuant to the exercise of stock options where the exercise price was pre-determined in accordance with applicable regulations;

e) by a non-individual Insider that has established appropriate arrangements, controls and segregation of decision-making functions such that the persons making trading decisions were not in possession of UPSI; or

f) pursuant to an approved Trading Plan in accordance with the PIT Regulations.

6.7 Confidentiality Obligations

All Insiders, Designated Persons, Connected Persons and persons receiving UPSI for a legitimate purpose shall preserve the confidentiality of UPSI and shall not:

a) trade in the Securities of the Company on the basis of UPSI;

b) communicate, share, discuss or disclose UPSI except as permitted under this Code;

c) recommend or induce any person to trade in the Securities of the Company based on UPSI; or

d) misuse UPSI for personal gain or for the benefit of any other person.

In the case of Connected Persons, the burden of establishing that they were not in possession of UPSI at the time of trading shall lie upon such Connected Persons.

7. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

7.1 Trading Plan

7.1.1 Formulation of Trading Plan

An Insider shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure, pursuant to which Trades may be carried out on his/her behalf in accordance with such Trading Plan.

The Trading Plan provides an option to an Insider who may be perpetually in possession of Unpublished Price Sensitive Information ("UPSI"), enabling such Insider to trade in the Securities of the Company in a compliant manner.

The intimation regarding formulation of a Trading Plan shall be submitted to the Compliance Officer in the prescribed format. Upon approval of the Trading Plan, the Compliance Officer shall notify the same to the Stock Exchange(s) where the Securities of the Company are listed.

7.1.2 Conditions Applicable to Trading Plan

A Trading Plan shall:

a) not entail commencement of Trading on behalf of the Insider earlier than one hundred and twenty (120) calendar days from the public disclosure of the Trading Plan;

b) not entail overlap of any period for which another Trading Plan is already in existence;

c) not entail Trading in Securities for market abuse;

d) specify for each proposed Trade:

i. either the value of Trades to be effected or the number of Securities to be traded;

ii. nature of the Trade;

iii. either specific date or a time period not exceeding five consecutive Trading Days; and

iv. price limit, being:

• an upper price limit in case of a buy Trade; and

• a lower price limit in case of a sell Trade.

For a buy Trade, the upper price limit shall be between the closing price on the day prior to submission of the Trading Plan and up to twenty percent (20%) higher than such closing price.

For a sell Trade, the lower price limit shall be between the closing price on the day prior to submission of the Trading Plan and up to twenty percent (20%) lower than such closing price.

Where a price limit has been specified, the Trade shall be executed only if the execution price falls within such limit. If the market price falls outside such limit, the Trade shall not be executed.

Explanation:

i. The parameters relating to value/quantity, nature of Trade and specific date/time period shall be mandatory.

ii. Specification of a price limit shall be optional.

iii. The price limit shall be rounded off to the nearest numeral.

7.1.3 Adjustment for Corporate Actions

An Insider may, with the approval of the Compliance Officer, make adjustments in the number of Securities and/or price limits specified under the Trading Plan in the event of corporate actions including bonus issue, stock split or similar corporate actions occurring after approval of the Trading Plan.

Any such adjustment shall be notified to the Stock Exchange(s).

7.1.4 Review and Approval of Trading Plan

The Compliance Officer shall review the Trading Plan to assess whether the Trading Plan has any potential for violation of the PIT Regulations or this Code.

For this purpose, the Compliance Officer shall be entitled to seek such declarations, confirmations and undertakings as may be considered necessary.

The Compliance Officer shall approve or reject the Trading Plan within two (2) Trading Days of receipt of the Trading Plan and shall notify the approved Trading Plan to the Stock Exchange(s) on the date of approval.

7.1.5 Implementation and Irrevocability

An approved Trading Plan shall be irrevocable and shall be mandatorily implemented by the Insider.

The Insider shall not:

a) execute any Trade outside the scope of the approved Trading Plan; or

b) deviate from the approved Trading Plan,

except due to permanent incapacity, bankruptcy or operation of law.

Provided that implementation of the Trading Plan shall not commence if any UPSI in possession of the Insider at the time of formulation of the Trading Plan has not become Generally Available Information at the time of commencement of implementation.

In such cases, the Compliance Officer shall confirm that commencement of the Trading Plan shall stand deferred until such UPSI becomes Generally Available Information.

7.1.6 Non-Implementation of Trading Plan

In case of non-implementation, whether fully or partially, of a Trading Plan due to:

a) reasons permitted under applicable law;

b) permanent incapacity;

c) bankruptcy;

d) operation of law; or

e) failure of execution due to inadequate liquidity in the scrip,

the Insider shall intimate the Compliance Officer within two (2) Trading Days from expiry of the tenure of the Trading Plan, together with reasons and supporting documents.

Upon receipt of such information, the Compliance Officer shall place the same along with his/her recommendations before the Audit Committee at its immediate next meeting.

The Audit Committee shall determine whether the non-implementation was bona fide.

The decision of the Audit Committee shall be communicated to the Stock Exchange(s) on the same day.

Where the Audit Committee does not accept the submissions made by the Insider, action shall be initiated in accordance with this Code.

7.1.7 Exemption for Approved Trading Plans

Pre-clearance requirements, Trading Window restrictions and Contra Trade restrictions shall not apply to Trades executed pursuant to an approved Trading Plan.

7.2 Trading Window

7.2.1 General Restriction

Designated Persons and their Immediate Relatives shall execute Trades in the Securities of the Company only during a valid Trading Window.

No Designated Person shall execute any Trade in his/her own name or in the name of any Immediate Relative during the period when the Trading Window is closed.

The responsibility for communicating Trading Window restrictions to Immediate Relatives shall rest with the concerned Designated Person.

7.2.2 Closure of Trading Window

The Trading Window shall be closed for, inter alia:

a) declaration of quarterly and annual financial results (standalone and consolidated);

b) declaration of interim or final dividend;

c) issue of Securities, rights issue, bonus issue, buy-back, fundraising and changes in capital structure;

d) change in Key Managerial Personnel;

e) mergers, demergers, amalgamations, acquisitions, delisting, disposals, restructuring, expansion of business and similar transactions;

f) material events under the SEBI Listing Regulations; and

g) any other matter which, in the opinion of the Compliance Officer, constitutes UPSI.

7.2.3 Additional Closure by Compliance Officer

The Trading Window may also be closed where the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to be in possession of UPSI.

For UPSI not emanating from within the Company, the Compliance Officer may determine that closure of the Trading Window is not required.

7.2.4 Closure for Financial Results

The Trading Window shall remain closed from the end of every financial quarter or financial period for which financial results are required to be announced and shall reopen forty-eight (48) hours after public disclosure of such results.

The gap between clearance of accounts by the Audit Committee and consideration by the Board shall be as narrow as possible and preferably on the same day.

7.2.5 Silent Period

The Company shall observe a Silent Period to prevent any inadvertent disclosure of Unpublished Price Sensitive Information ("UPSI"), selective disclosure, or the appearance of providing insider information to select investors or analysts.

For the purpose of financial results, the Silent Period shall commence from the end of each financial quarter or financial period for which financial results are required to be announced and shall continue for such period until the financial results for such quarter or period are made publicly available by the Company through an intimation to the Stock Exchanges.

During the Silent Period:

a) the Company shall ordinarily not initiate meetings, conference calls, email communications, telephone discussions, investor conferences, group meetings or one-on-one interactions with analysts or investors;

b) the Company may respond to unsolicited queries relating to factual matters, previously disclosed information, historical data available in the public domain, or general information regarding the Company's business, provided that no UPSI is disclosed;

c) if the Company is invited to participate in investor meetings, conferences or similar events organised by third parties during the Silent Period, the Chief Investor Relations Officer ("CIRO") shall determine, on a case-by-case basis, whether participation is appropriate, having regard to the nature of the event and the participants involved. Any Company representative attending such events shall ensure that no UPSI is shared or discussed;

d) social interactions not involving discussions on Company affairs shall not be considered a violation of the Silent Period; and

e) notwithstanding the above, the Company may interact with analysts and investors during the Silent Period where a material event has occurred and has already been publicly disclosed by the Company, provided that discussions are limited to information available in the public domain.

7.2.6 Re-opening of Trading Window

The Compliance Officer shall determine the timing of re-opening of the Trading Window after considering:

a) whether the UPSI has become Generally Available Information; and

b) whether sufficient time has elapsed for assimilation by the market.

In no event shall the Trading Window reopen earlier than forty-eight (48) hours after UPSI becomes Generally Available Information.

7.2.7 Intimation of Closure

Notice of closure and reopening of the Trading Window shall be communicated to all relevant persons through e-mail, compliance software, electronic communication systems or such other mode as may be determined by the

Compliance Officer. Where required under applicable law, such information shall also be communicated to the Stock Exchange(s).

7.2.8 Exempt Transactions

Trading Window restrictions shall not apply to:

a) off-market inter-se transfers between Insiders possessing the same UPSI and having taken a conscious and informed trading decision;

b) transactions through the block deal window mechanism between persons possessing the same UPSI and having taken a conscious and informed trading decision;

c) transactions carried out pursuant to a statutory or regulatory obligation;

d) exercise of stock options with a predetermined exercise price;

e) Trades executed pursuant to an approved Trading Plan;

f) pledge of Securities for bona fide purposes such as raising funds, subject to pre-clearance and applicable regulations;

g) acquisition pursuant to conversion of warrants or debentures, rights issue, preferential allotment, public issue, buy-back, open offer, delisting offer or such other SEBI-approved mechanisms; and

h) any other transaction exempted under the PIT Regulations or SEBI circulars from time to time.

7.3 PRE-CLEARANCE OF TRADES

7.3.1 Applicability

During an open Trading Window, Designated Persons and/or their Immediate Relatives intending to Trade in the Securities of the Company shall comply with the pre-clearance requirements specified under this Code.

All Designated Persons and/or their Immediate Relatives proposing to Trade in the Securities of the Company shall obtain prior approval from the Compliance Officer in accordance with the provisions of this Code and such procedures as may be prescribed by the Company from time to time.

7.3.2 Threshold for Pre-Clearance

Pre-clearance shall be mandatory where the aggregate value of Securities proposed to be traded, whether through a single transaction or a series of transactions during a calendar quarter, exceeds ₹10,00,000 (Rupees Ten Lakh) or such other threshold as may be prescribed by the Company or applicable law from time to time.

Provided that the Company may require all Designated Persons and/or their Immediate Relatives to seek pre-clearance irrespective of the value or number of Securities proposed to be traded, through an online compliance platform or such other mechanism as may be specified by the Compliance Officer.

7.3.3 Application for Pre-Clearance

An application for pre-clearance of Trade shall be made to the Compliance Officer in the prescribed form (Annexure B / Form E) or through such online software or digital platform as may be implemented by the Company from time to time.

The application shall contain, inter alia:

a) estimated number and/or value of Securities proposed to be traded;

b) nature of the proposed transaction;

c) details of the Depository Participant and demat account;

d) particulars of the Securities proposed to be traded; and

e) such other information, declarations and undertakings as may be prescribed by the Compliance Officer.

7.3.4 Undertaking by Applicant

Every application for pre-clearance shall be accompanied by an undertaking in the prescribed format (Annexure C) confirming, inter alia, that:

a) the applicant is not in possession of any UPSI;

b) the applicant has not received UPSI from any source;

c) if the applicant receives or comes into possession of UPSI after obtaining pre-clearance but before execution of the Trade, he/she shall immediately inform the Compliance Officer and shall refrain from Trading until such UPSI becomes Generally Available Information; and

d) the proposed Trade shall be undertaken in compliance with the PIT Regulations and this Code.

7.3.5 Processing of Applications

Upon receipt of a complete application, the Compliance Officer shall:

a) acknowledge receipt of the application in physical or electronic form;

b) review the application and seek such additional information, clarifications, declarations or undertakings as may be considered necessary;

c) satisfy himself/herself that the applicant is not in possession of UPSI; and

d) grant or reject approval within two (2) Trading Days from the date of receipt of complete information.

Approval may be granted in the prescribed format (Annexure D) or through the digital platform implemented by the Company.

The Compliance Officer shall maintain copies of all applications, acknowledgements, approvals, rejections and related documents in physical and/or electronic form.

7.3.6 Pre-Clearance for Trades by Compliance Officer

Where the Compliance Officer and/or his/her Immediate Relative proposes to Trade in the Securities of the Company, prior approval shall be obtained from the Managing Director, Deputy Managing Director, Whole-Time Director, Chief Financial Officer or such other authority as may be authorized by the Board.

In the absence of such authority, approval shall be obtained from the Chairman of the Board.

7.3.7 Refusal of Pre-Clearance

The Compliance Officer may refuse pre-clearance if, in his/her opinion:

a) the proposed Trade may be based on possession of UPSI;

b) the proposed Trade may result in a violation of the PIT Regulations or this Code; or

c) the declarations furnished by the applicant are incomplete, inaccurate or unreliable.

The Compliance Officer shall not be under any obligation to assign reasons for withholding approval.

7.3.8 Restrictions While in Possession of UPSI

No Designated Person or Immediate Relative shall:

a) seek pre-clearance while in possession of UPSI; or

b) execute a Trade pursuant to an approval already obtained after subsequently coming into possession of UPSI.

Where a Designated Person gains access to UPSI after obtaining pre-clearance but before execution of the proposed Trade, he/she shall immediately inform the Compliance Officer and shall refrain from Trading until such UPSI becomes Generally Available Information.

7.3.9 Trading During Closure of Trading Window

No Designated Person or Immediate Relative shall Trade in the Securities of the Company when the Trading Window is closed.

Any pre-clearance granted while the Trading Window was open shall automatically lapse if the Trading Window closes before the approved transaction is executed and fresh approval shall be required after reopening of the Trading Window.

7.4 VALIDITY OF PRE-CLEARANCE

7.4.1 Validity Period

All Trades approved pursuant to the pre-clearance process shall be executed within seven (7) Trading Days from the date of approval.

Where the approved Trade is not executed within the prescribed period, fresh pre-clearance shall be obtained prior to execution of such Trade.

7.5 REPORTING OF PRE-CLEARED TRADES

7.5.1 Reporting of Executed Trades

Every Designated Person who executes a Trade pursuant to pre-clearance shall report the details of such Trade to the Compliance Officer within two (2) Trading Days of execution of the Trade in the prescribed format (Annexure E / Form D) or through the online compliance platform specified by the Company.

7.5.2 Reporting of Non-Execution of Trades

Where a Trade approved pursuant to the pre-clearance process is not executed, the Designated Person shall submit a NIL report together with the reasons for non-execution within two (2) Trading Days from expiry of the validity period or prior to seeking fresh pre-clearance, whichever is earlier.

7.5.3 Trades by Immediate Relatives

The disclosures required under this Clause shall include Trades undertaken by:

a) Immediate Relatives; and

b) any other person for whom the Designated Person takes Trading decisions.

The concerned Designated Person shall be responsible for ensuring compliance with the requirements of this Code in respect of such persons**.**

7.5.4 Derivative Transactions

For the purposes of disclosures under this Code, Trading in derivatives of Securities shall also be reported and the traded value of such derivatives shall be taken into account wherever applicable.

7.6 EXEMPTIONS FROM PRE-CLEARANCE

Pre-clearance shall not be required for:

a) Trades executed pursuant to an approved Trading Plan;

b) transmission or inheritance of Securities;

c) exercise of employee stock options where the exercise price is pre-determined in accordance with applicable regulations;

d) transactions carried out pursuant to statutory or regulatory obligations;

e) acquisitions pursuant to rights issues, bonus issues, preferential allotments, conversion of warrants or debentures, further public issues, open offers, buy-back offers, delisting offers or such other transactions as may be specified by SEBI from time to time; and

f) such other transactions as may be exempted under the PIT Regulations or applicable law.

7.7 CONTRA TRADES AND RELATED RESTRICTIONS

7.7.1 Restriction on Contra Trades

No Designated Person who is permitted to Trade in the Securities of the Company shall execute a Contra Trade within six (6) months from the date of the immediately preceding Trade.

For the purpose of this Clause, a Contra Trade shall mean an opposite transaction involving purchase followed by sale or sale followed by purchase of the Securities of the Company.

7.7.2 Waiver in Case of Personal Emergency

In exceptional circumstances involving personal emergency, the Compliance Officer may waive the restriction on Contra Trades after recording reasons in writing, provided such waiver does not result in violation of the PIT Regulations or this Code.

Where the Compliance Officer seeks such waiver, approval shall be obtained from the Managing Director, Deputy Managing Director, Whole-Time Director, Chief Financial Officer or Chairman of the Board, as applicable.

Applications for waiver shall be made in the prescribed format (Annexure F / Form F).

7.7.3 Disgorgement of Profits

Where a Contra Trade is executed in violation of this Code, whether inadvertently or otherwise, any profit earned from such transaction shall be liable to be disgorged and remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

7.7.4 Exemptions from Contra Trade Restrictions

The restrictions contained in this Clause shall not apply to:

a) Trades executed pursuant to an approved Trading Plan;

b) exercise of employee stock options;

c) acquisition of Securities pursuant to rights issues, bonus issues, follow-on public offers, offer for sale, stock split, merger, amalgamation, demerger or similar corporate actions, provided the original transaction was undertaken in compliance with applicable law;

d) disposal of Securities pursuant to buy-back offers, open offers, exit offers, delisting offers, merger, amalgamation or similar corporate actions, provided the original acquisition was undertaken in compliance with applicable law; and

e) such other transactions as may be exempted under the PIT Regulations or applicable law from time to time.

8. DISCLOSURES AND REPORTING REQUIREMENTS

8.1 General Provisions

All disclosures required to be made pursuant to the PIT Regulations and this Code shall be made in the forms and manner specified under the PIT Regulations, applicable circulars and this Code from time to time.

The disclosures to be made by any person under this Code shall include disclosures relating to:

a) Trading by such person's Immediate Relatives; and

b) Trading by any other person for whom such person takes Trading decisions.

The disclosure requirements under this Code shall also apply to Trading in derivatives of Securities, to the extent permitted under applicable law, and the traded value of such derivatives shall be taken into account for the purpose of determining disclosure thresholds.

8.2 Initial Disclosures

8.2.1

Every person on appointment as:

a) a Director of the Company;

b) a Key Managerial Personnel of the Company; or

c) upon becoming a Promoter or member of the Promoter Group,

shall disclose his/her holding of Securities of the Company as on the date of such appointment or becoming a Promoter or member of the Promoter Group, within seven (7) days of such appointment or becoming a Promoter or member of the Promoter Group, in the prescribed format (**Annexure H / Form A**).

8.2.2

Promoters, members of the Promoter Group, Directors and Key Managerial Personnel shall disclose their holding of Securities of the Company in accordance with the requirements prescribed under the PIT Regulations and in the format specified under **Annexure G**, wherever applicable.

8.3 Continual Disclosures

8.3.1

Every Promoter, member of the Promoter Group, Director and Designated Person shall disclose to the Company the number of Securities acquired or disposed of within two (2) 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 ₹10,00,000 (Rupees Ten Lakh) or such other threshold as may be prescribed under applicable law from time to time.

Such disclosure shall be made in the prescribed format (**Annexure I / Form B**) through:

a) the online compliance software implemented by the Company; or

b) such other mode as may be specified by the Compliance Officer.

8.3.2

The disclosure shall be made within two (2) Trading Days of:

a) receipt of intimation of allotment of Securities; or

b) acquisition, disposal or transfer of Securities or voting rights, as the case may be.

8.3.3

The disclosure of incremental transactions after any continual disclosure shall be required only when the transactions undertaken after the previous disclosure cross the threshold prescribed under Clause 8.3.1.

8.3.4

The Company shall disclose the particulars of Trading received under this Clause to the Stock Exchange(s), wherever required under applicable law, within the timelines prescribed under the PIT Regulations and SEBI circulars.

8.3.5

Where any SEBI circular, amendment or regulatory clarification modifies the disclosure requirements or Stock Exchange filing obligations, such revised requirements shall automatically apply and prevail over the provisions contained in this Code.

8.4 Disclosure by Other Connected Persons

8.4.1

The Compliance Officer or the Company may, at its discretion, require any Connected Person or class of Connected Persons to disclose:

a) holdings in Securities of the Company; and/or

b) Trading in Securities of the Company,

in the prescribed format (**Annexure J / Form C**) and at such frequency as may be determined by the Compliance Officer for monitoring compliance with the PIT Regulations.

8.5 Disclosures by Designated Persons

8.5.1 One-Time Disclosure

Every Designated Person shall furnish the following information to the Company within fifteen (15) days from the date on which this Code becomes applicable to such Designated Person or within such period as may be prescribed by the Company:

a) Permanent Account Number (PAN) or such other identifier authorized by law;

b) phone number, mobile number and contact details;

c) names of educational institutions from which the Designated Person has graduated; and

d) names of past employers.

8.5.2 Initial Declaration

Every Designated Person shall submit an initial declaration in the format prescribed by the Company containing, inter alia, the following details:

a) name of educational institutions from which the Designated Person has graduated;

b) names of all past employers;

c) PAN or any other identifier authorized by law and mobile numbers of the Designated Person;

d) details of Immediate Relatives;

e) PAN or any other identifier authorized by law and mobile numbers of Immediate Relatives; and

f) details of persons with whom such Designated Person shares a Material Financial Relationship.

8.5.3 Material Financial Relationship

For the purpose of this Code, "Material Financial Relationship" shall mean a relationship in which one person is a recipient of any kind of payment, including by way of loan or gift, from a Designated Person during the immediately preceding twelve (12) months, equivalent to at least twenty-five percent (25%) of the annual income of such Designated Person.

Provided that transactions undertaken on an arm's length basis shall not be regarded as a Material Financial Relationship.

8.6 Annual Disclosures

8.6.1 Annual Holding Disclosure

Every Designated Person shall submit to the Compliance Officer an annual statement of holdings in Securities of the Company as at the close of each financial year.

Such disclosure shall be submitted within thirty (30) days from the end of the financial year in the prescribed format (**Annexure K / Form G**) or through the online compliance platform designated by the Company.

8.6.2 Annual Confirmation of Information

Every Designated Person shall annually confirm and update the information provided under Clause 8.5, including:

a) Immediate Relatives;

b) Material Financial Relationships;

c) educational qualifications;

d) employment details;

e) PAN and other identifiers; and

f) contact details.

The annual confirmation as of 31 March shall be submitted on or before 30 April of each financial year or within such period as may be specified by the Compliance Officer, who may, at his/her discretion, extend or curtail such period.

8.6.3 Continual Update of Information

Any change in the information furnished by a Designated Person under this Code shall be reported to the Compliance Officer within seven (7) days of such change or within such period as may be prescribed by the Company.

8.7 Preservation of Disclosures and Records

All undertakings, disclosures, declarations, applications, approvals, reports, forms and records submitted or maintained under the PIT Regulations and this Code shall be preserved by the Compliance Officer in physical and/or electronic form for a minimum period of five (5) years or such longer period as may be prescribed under applicable law.

9. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

9.1 Internal Control Framework

The Chief Executive Officer, Managing Director, Deputy Managing Director or such analogous person as may be determined by the Board shall establish, implement and maintain adequate and effective systems of internal controls to ensure compliance with the PIT Regulations and this Code and to prevent insider trading.

9.2 Internal Controls

The internal control framework shall include, inter alia, the following measures:

a) identification of all Employees having access to UPSI and classification of such persons as Designated Persons, wherever applicable;

b) identification of UPSI and maintenance of confidentiality thereof in accordance with the PIT Regulations and this Code;

c) implementation of adequate restrictions on communication, sharing or procurement of UPSI;

d) maintenance of a list of Employees and other persons with whom UPSI is shared;

e) execution of confidentiality agreements and/or issuance of confidentiality notices to persons receiving UPSI;

f) compliance with all requirements prescribed under the PIT Regulations and this Code; and

g) periodic review and assessment of the effectiveness of internal controls and compliance procedures.

9.3 Oversight by the Board

The Board shall ensure that the Chief Executive Officer, Managing Director, Deputy Managing Director or such other authorized person establishes and maintains an adequate framework for compliance with the PIT Regulations and this Code.

9.4 Review by Audit Committee

The Audit Committee shall review compliance with the PIT Regulations and this Code at least once in every financial year and shall verify that adequate internal control systems have been established and are operating effectively.

Such review shall include, inter alia:

a) adequacy of controls for identification and handling of UPSI;

b) maintenance and effectiveness of the Structured Digital Database;

c) compliance with Trading Window restrictions, Trading Plans and disclosure requirements; and

d) effectiveness of measures adopted for prevention of insider trading.

9.5 Inquiry in Case of Leak of UPSI

The Company shall maintain a Policy and Procedure for Inquiry in Case of Leak or Suspected Leak of UPSI, which shall form an integral part of this Code.

9.6 Whistle Blower Mechanism

The Company shall maintain a Whistle Blower Policy and shall take appropriate measures to make Employees aware of the mechanism available for reporting:

a) actual leak of UPSI;

b) suspected leak of UPSI; and

c) violations of the PIT Regulations or this Code.

9.7 Cooperation During Investigations

Where an inquiry is initiated in relation to an actual or suspected leak of UPSI, all relevant intermediaries, fiduciaries, consultants, advisors and other concerned persons shall extend full cooperation to the Company in connection with such inquiry or investigation.

9.8 Obligations of Intermediaries and Fiduciaries

Every intermediary and fiduciary engaged by the Company shall establish adequate and effective systems of internal controls to ensure compliance with the PIT Regulations and prevention of insider trading.

9.9 Engagement of Compliant Intermediaries and Fiduciaries

The Company shall engage such intermediary or fiduciary who has:

a) formulated a Code of Conduct in accordance with the PIT Regulations; and

b) established appropriate controls for handling UPSI and monitoring Trading by its designated persons.

10. COMPLIANCE WITH THE CODE

10.1 Compliance Reporting

The Compliance Officer shall monitor compliance with this Code and the PIT Regulations and shall submit a compliance report to the Audit Committee on a half-yearly basis or at such intervals as may be prescribed under applicable law.

10.2 Responsibility for Compliance

Every Designated Person shall be responsible for compliance with this Code and the PIT Regulations, including compliance by his/her Immediate Relatives and any person for whom such Designated Person takes Trading decisions.

10.3 Presumption of Possession of UPSI

Where a person has Traded in the Securities of the Company while in possession of UPSI, such Trade shall be presumed to have been motivated by knowledge and awareness of such UPSI. The burden of proving otherwise shall lie on such person.

10.4 Disclosure by Designated Persons

The disclosure requirements applicable to Designated Persons, including disclosures relating to Immediate Relatives and persons for whom Trading decisions are taken, shall be governed by Clause 8.5 and Clause 8.6 of this Code. All Designated Persons shall comply with the disclosure, reporting and update requirements specified therein within the prescribed timelines.

10.5 Sharing of UPSI for Legitimate Purposes

Sharing of UPSI for Legitimate Purpose shall be governed by Clause 6.3 of this Code.

10.6 Obligations of Recipients of UPSI

Recipients of UPSI shall comply with the requirements relating to communication, sharing, confidentiality and use of UPSI set out under **Clause 6** of this Code and the applicable provisions of the PIT Regulations.

10.7 Policy on Legitimate Purpose

The Policy for Determination of Legitimate Purpose forms part of the Company's Code of Practices and Procedures for Fair Disclosure of UPSI and is incorporated by reference into this Code.

10.8 Reporting of Violations

Any violation of the PIT Regulations or this Code shall be reported by the Compliance Officer to the Stock Exchange(s) in accordance with applicable law.

11. CONSEQUENCES OF CONTRAVENTION

Any Insider, Designated Person or other person covered by this Code who Trades in Securities or communicates, procures, provides or permits access to UPSI in contravention of this Code or the PIT Regulations shall be subject to disciplinary action.

Without prejudice to any action by SEBI or any regulatory authority, the Company may impose one or more of the following actions:

a) warning or reprimand;

b) prohibition from Trading in the Securities of the Company;

c) wage freeze;

d) withholding of increments and/or bonus;

e) suspension;

f) recovery or clawback of gains or incentives;

g) ineligibility to participate in Employee Stock Option Schemes;

h) cancellation or lapse of outstanding stock options;

i) termination of employment or engagement; and/or

j) disgorgement of gains arising from transactions undertaken in violation of this Code.

The Compliance Officer shall report all violations of this Code to the Audit Committee.

Where a violation of the PIT Regulations is observed, the Company shall promptly inform the Stock Exchange(s) in the manner prescribed by SEBI.

The actions specified in this Code shall be without prejudice to any action that may be initiated by SEBI under the SEBI Act, the PIT Regulations or any other applicable law.

Any amount recovered or disgorged pursuant to this Code shall be remitted to SEBI for credit to the Investor Protection and Education Fund, where required under applicable law.

12. PROTECTION OF INFORMANTS

Any employee of the Company, whether regular or contractual, or any Director ("Informant"), who becomes aware of an actual, suspected or likely violation of insider trading laws may submit a Voluntary Information Disclosure Form ("VIDF") to SEBI.

The Company shall not discharge, terminate, demote, suspend, threaten, harass or discriminate against an Informant on account of:

a) filing a VIDF;

b) assisting, participating or testifying in any investigation, inquiry, audit, examination or proceeding conducted by SEBI; or

c) cooperating with SEBI in relation to any alleged violation of insider trading laws.

An Informant shall not be required to establish that:

a) SEBI has initiated any enforcement action based on the information provided; or

b) the information constitutes original information under the PIT Regulations.

Any Informant who believes that he/she has been subjected to retaliation or victimisation may approach the Compliance Officer, SEBI or any competent court or tribunal for appropriate relief.

The protection provided under this Clause shall not apply where the disclosure is made:

a) with mala fide intent;

b) to harass the Company or any person; or

c) to extort money or secure undue advantage.

13. SENSITIVE TRANSACTIONS

The handling, sharing and recording of UPSI in connection with sensitive transactions shall be governed by Clause 6 of this Code and the applicable provisions of the PIT Regulations.

14. AMENDMENTS AND REVIEW

The Board may amend, modify, substitute or review any provision of this Code from time to time in accordance with applicable law.

Any amendment, clarification, circular, notification or guidance issued by SEBI or any other regulatory authority shall prevail over the provisions of this Code to the extent of any inconsistency.

Any amendment to the PIT Regulations shall be deemed incorporated into this Code, notwithstanding that a formal amendment to this Code has not been carried out.

The decision of the Board regarding interpretation, implementation and administration of this Code shall be final and binding.

15. GRIEVANCE REDRESSAL MECHANISM

Any person seeking clarification or wishing to raise a grievance under this Code may contact the Compliance Officer at the details notified by the Company from time to time.

The Compliance Officer shall examine and address such grievance in accordance with this Code and applicable law.


POLYMED

ANNEXURE A

APPLICATION FOR ANNUAL TRADING PLAN

Date:_____

To,
The Compliance Officer,
Poly Medicure Limited,
232B, Okhla Industrial Estate,
New Delhi – 1100

1. Name of the Applicant : _____
   PAN _____

2. No. of securities held in the Company as on date: _____

3. Approval sought for: Self [ ] Immediate Relative (IR) [ ]

4. Trading plan belongs for a period of _____ months i.e. for a period commencing from _____ and ending on _____

5. Details of the proposed trade:

Sr. No.	Nature of Transaction (Sale/Purchase)	Date of transaction/period/interval for transaction	Value of trade/ No. of securities transacted	Conditions /Remarks

Undertaking:

a) I will not commence trading earlier than six months from the public disclosure of the plan.
b) I do not have overlapping trading plan for the same period.
c) In the event that I am in possession/knowledge of any information that is construed as "Unpublished Price Sensitive Information" as defined in the Policy, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in
d) the securities of the Company until such information becomes public;
e) I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time;
f) I have made full and true disclosure in the matter.
g) I undertake to abide by this trading plan once approved and shall furnish such declarations disclosures as may be deemed necessary by compliance officer for the monitoring of this plan.
h) I shall not use this trading plan as a tool for market abuse.

Date: Signature of Designated Employee

For use of Compliance Officer:

Application recd. date	Approval Date	Approval No.	Compliance Officer's signature

Approval granted for Trading Plan for a period of _____ months commencing from _____ uptil _____

Notification to Stock Exchange _____

Signature: _____

Compliance Officer

Please provide all the information. Incomplete forms will not be accepted.

ANNEXURE B

FORMAT OF APPLICATION FOR OBTAINING PRE-CLEARANCE APPROVAL

To,
The Compliance Officer,
Poly Medicure Limited,
232B, 3rd Floor, Okhla Industrial Estate,
Phase – III, New Delhi - 110020

Dear Sir,

I/We, ……. Designated Person(s) of Poly Medicure Limited intend to carry out transaction(s) in Securities of Poly Medicure Limited as per the details given below :-

Name:

Department:

PERMANENT ACCOUNT NUMBER (PAN):

Sr. No.	No. of Securities held (including by dependent family members) as on the date of application	Folio No./ DP ID & Client ID	Nature of trading	Estimated number of securities to be dealt	Estimated value
1	2	3	4	5	6

In this connection I solemnly confirm and declare:

a) THAT I do not have access to nor do I have any information that could be construed as Unpublished Price Sensitive Information as defined in the Code unto the time of signing this undertaking;
b) THAT in case I have access to receive Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in such position and that I shall completely refrain from dealing in the Securities of the Company till the time such information becomes public;
c) THAT I have not contravened the "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" for prevention of insider trading as notified by the Company from time to time;
d) THAT I shall hold the Securities for a minimum period of 6 (six) months from the date of trade/that I have complied with the requirement of minimum holding period of six (6) months with respect to the securities sold (applicable only in respect of sale transaction).

I hereby solemnly declare that I have made full and true disclosure in this regard to the best of my knowledge and belief.

Pre-clearance may kindly be accorded in terms of the requirement of the 'Code of Conduct to Regulate, Monitor and Report Trading by Insiders', of the Company.

Yours faithfully,

Signature:

(Name of the Designated Person)

Date:

Place:

ANNEXURE C

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

Date:_____

To,
The Compliance Officer,
Poly Medicure Limited,
232B, 3rd Floor, Okhla Industrial Estate,
Phase – III, New Delhi - 110020

Dear Sir/Madam,

I,_____ ,(Designation) residing at_____, am desirous of dealing in_____ shares 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 or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for Prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code, 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 dealing in the Securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within 2 (two) days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 (seven) trading days of the receipt of approval failing which I shall seek fresh pre-clearance.

I declare that I have made full and true disclosure in the matter.

Signature: _____

ANNEXURE D

Pre-Clearance Order/ Approval

Dear Sir/ Ma'am (Emp. Code),

With regard to your application dated _____ for pre clearance of trading in _____ no. of equity shares of the Company (belonging to you/ your relative). You are hereby informed that your application is approved, and you may execute your trades within 7 trading days of this approval _____ on or before the market closing hours on _____.

In case you fail to execute your trades within the above-mentioned time period, fresh pre - clearance approval would be needed for the trades to be executed.

Further, you shall update the details of the execution or non-execution of trades for which Pre-clearance approval has been received within 2 (two) trading days of the execution of the trade (in case of execution) and within 2 (two) trading days from the last date of execution (in case of non - execution) under the sub tab "Preclearance Status" under the tab "Preclearance".

In case of any query, feel free to contact _____ .

Thanks & Regards

Company Secretary & Compliance Officer

ANNEXURE E

FORMAT FOR DISCLOSURE OF TRANSACTIONS EXECUTED/NOT EXECUTED AFTER OBTAINING PRE-CLEARANCE

Date:_____

To,
The Compliance Officer,
Poly Medicure Limited,
232B, 3rd Floor, Okhla Industrial Estate,
Phase – III, New Delhi - 110020

With reference to trading approval granted by the Company to me on_____, I hereby inform that I have bought/sold/subscribed for _____ equity shares of the Company for Rs. _____ on _____.

In connection with the aforesaid transaction, please find enclosed copy of the following for your records:

Broker's contract note/Proof of payment to/from brokers/ Extract of bank passbook/statements (in case of demat transaction)/ Copy of Delivery instruction slips (applicable in case of sale transactions)

I hereby undertake to preserve the original copy of the above mentioned document for a period of 5 years and produce to the Compliance Officer/Securities Exchange Board of India, if required in future.

Yours truly,

Name & Signature:

Designation:

Date:

Place:

ANNEXURE F

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

Date:_____

To,
The Compliance Officer,
Poly Medicure Limited,
232B, 3rd Floor, Okhla Industrial Estate,
Phase – III, New Delhi - 110020

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Poly Medicure Limited Code of Conduct to Regulate, Monitor and Report Trading by Insiders,

I _____ (name and designation of the Designated Person) had _____ (provide the details of purchase/sale/subscribe for shares as the case may be)_____ (number of securities) of the Company on after obtaining pre-clearance on_____.

The details of transaction executed were submitted on_____ (date) in format prescribed. I seek your approval to waive off the time restrictions and permit to execute a contra-trade for _____ (number of securities) of the Company due to _____ (valid reason(s) for executing contra trade).

I declare that I am not in possession of any Unpublished Price Sensitive Information (as defined under the Poly Medicure Limited Code of Conduct to Regulate, Monitor and Report Trading by Insiders) up to the date of this application.

I further declare that in case I have access to any Unpublished Price Sensitive Information after the signing of this application and before executing a contra- trade (if permitted), I shall:

1. Promptly inform the Compliance Officer

2. Refrain from trading in securities of the Company.

Yours truly,

Name & Signature:

Designation:

Date:

Place:

Enclosed:
1. Copy of pre-clearance approval
2. Copy of execution of previous trade

ANNEXURE G

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:

ISIN of the company:

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/ members of the Promoter Group /KMP /Directors/immediate relative to/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For e.g., – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

Note: "Securities" shall have the 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 based on premium plus strike price of options

Name & Signature :
Designation :

Date :
Place :

ANNEXURE H

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/ Member of Promoter Group]

Name of the company:

ISIN of the company:

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

Name, PAN, CIN/ DIN & Address with contact nos	Category of Person (KMP/ Directors or Promoter or member of the promoter group/ immediate relative to/ others etc.)	Date of appointment of Director/ KMP or Date of becoming Promoter or member of Promoter Group	Securities held at the time of appointment of KMP/ Director/ or upon becoming a Promoter or member of the promoter group		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.		
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by 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
7	8	9	10	11	12

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

Name & Signature:

Designation:

Date:

Place:

ANNEXURE I

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015

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

Name of the company: _____

ISIN of the company: _____

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 No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase /public rights/ preferential offer / off market/ Inter-se	Trading in derivatives (Specify type of contract, Futures or Options etc)		Exchang on whic the trad was executed
		Type of security (For eg. –	No.	Type of security (For eg. –	No.	Pre transaction	Post transaction	From	To			Buy	Sell	

		Shares, Warrants, Convertible Debentures etc.)		Shares, Warrants, Convertible Debentures etc.)							transfer etc.					
												Valu	Num of ur (con ts * size)	Valu	Numb of unit (contra s * lot si	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:

Designation:

Date:

Place:

ANNEXURE J

FORM D (Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	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/Interse transfer, ESOPs etc.)
		Type of security (For e.g. – Shares, Warrants, Convertible	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible	No.	Value	Transaction Type (Buy/ Sale/	Type of security (For e.g. – Shares, Warrants, Convertible	No. and % of shareholding	From	To		

		Debentures etc.)		Debentures etc.)			Pledge/ Revoke/ Invoke)	Debentures etc.)					
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 by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sale		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

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

Name & Signature:

Designation:

Date:

Place:

ANNEXURE K

ANNUAL DISCLOSURE

Transactions by Designated Persons as identified by the Company

Details of transactions executed during the Financial Year _____ in securities of the Company

To,
The Compliance Officer,
Poly Medicure Limited,
232B, 3rd Floor, Okhla Industrial Estate,
Phase – III, New Delhi - 110020

I _____ (name of the Designated Person), _____ (designation) of the Company residing at _____ (address of the Designated Person) hereby declare that -

The following is the consolidated statement of transactions made during the Financial Year.

Opening balance of securities of the Company held as on 01.04.20___	Purchase/Sale made during the year	Closing balance of securities of the Company held as on 31.03.20___

*I was holding …… (number of securities) securities of the Company on 01 April 20…….(start of the financial year). However, I have not traded in securities of the Company during the Financial Year ended 31 March 20…… (end of the financial year).

Name & Signature

Designation:

Date:

Place:

* Please delete/modify as per the factual position

ANNEXURE L

ONE TIME DISCLOSURE

Disclosure of information by Designated Persons

To
The Compliance Officer
Poly Medicure Limited,

In compliance of clause 14 of the Schedule B of PIT Regulations and Clause 11 of the Code

Details relating to the Designated Person		
a)	Name of the person	
b)	Designation	
c)	Name of the organization and address	
d)	Permanent address	
e)	Current Personal address (if different from (d)	
f)	Permanent Account Number ("PAN") or any other identifier authorized by law where PAN is not available	
g)	Phone/ Mobile No.	
h)	DP ID & Client ID (All Demat Accounts)	
i)	Name & address of the educational institutions of Graduation and above (including institutions of Post – Graduation / Professional/ Programmes/ Diploma, etc.)	
j)	Name and address of Past Employers (including trainee)	

Date:
Place:

Signature:
Name:

ANNEXURE M

ANNUAL/ CONTINUAL DISCLOSURE

Disclosure of information by Designated Persons

Details relating to immediate relatives*					
Sr. No.	Name of the Person	Relationship	PAN or any other identifier authorized by law where PAN is not available	Phone/ Mobile No.	DP ID & Client ID (All Demat Accounts)
1					
2					
3					
4					
5					

*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;

Details relating to Person with whom the designated person shares a Material Financial Relationship**				
Sr. No.	Name of the Person with whom the designated person shares a Material Financial Relationship	PAN or any other identifier authorized by law where PAN is not available	Phone/ Mobile No.	DP ID & Client ID (All Demat Accounts)

** The term "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 during the immediately preceding 12 (twelve) months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

I,_____, hereby consent to provide the aforesaid information under the Data Privacy Laws or any other laws, to the Company and also consent to such information being put on the Digital Database of the Company.

I, _____, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of the knowledge. The information is provided in compliance with Clause 11 of the Code and as per the Schedule B of the Regulations. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances.

a. Under any proceedings or pursuant to any order of courts or tribunals;

b. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and

c. In compliance with applicable laws, regulations, rules and requirements;

Date: Signature:
Place: Name:

ANNEXURE N

FORMAT FOR REPORTING VIOLATIONS

Report By Poly Medicure Limited for Violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

Sr. No.	Particulars	Details
1.	Name of the Listed Company	
2.	Reporting in capacity of Listed Company	
3.	A. Details of Designated Person (DP)	
	i. Name of the DP	
	ii. PAN of the DP	
	iii. Designation of DP	
	iv. Functional Role of DP	
	v. Whether DP is Promoter or belongs to	
	B. If Reporting is for immediate relative of DP	
	i. Name of the immediate relative of DP	
	ii. PAN of the immediate relative of DP	
	C. Details of transaction(s)	
	i. Name of the scrip	
	ii. No of shares traded and value (Rs.) (Datewise)	
	D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter	
	i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015	
	ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015	
4.	Details of violations observed under Code of Conduct	
5.	Action taken by Listed company	
6.	Reasons recorded in writing for taking action stated above	
7.	Details of the previous instances of violations, if any, since last financial year	
8.	If any amount collected for Code of Conduct violation(s)	
	i. Mode of transfer to SEBI – IPEF (Online/Demand Draft)	
	ii. Details of transfer/payment	
	In case of Online:	
	Particulars	Details
	Name of the transferor	
	Bank Name, branch and	

	Account number	
	UTR/Transaction reference	
	Number	
	Transaction date	
	In case of Demand Draft (DD):	
	Particulars	Details
	Bank Name and branch	
	DD Number	
	DD date	
	DD amount (in Rs.)	
9.	Any other relevant information	

Yours faithfully,

Date and Place :

Name & Signature of Compliance Officer

PAN:

Email ID:

ANNEXURE – O

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. Whistle blower vide the whistle blower process as illustrated in the Company Whistle blower Policy;

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 Chief 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 Chief Compliance Officer and Company Secretary 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 employees or external agencies. If the Complaint implicates the Chief Compliance Officer and/or Company Secretary, then they shall recuse themselves from the said inquiry process;

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 Chief Compliance Officer. The executive summary of the investigation shall be reported to the Audit Committee by the Chief Compliance Officer;

5. Based on the update provided by the Chief Compliance Officer, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the next steps;

6. 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;

7. 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) Regulations, 2015 or any other relevant legislation/ law applicable to the Company, as amended from time to time.