

ABH HEALTHCARE LIMITED

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

1. Background

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**SEBI Regulations**") came into force on 15th May, 2015 and provides the legal and regulatory framework for prohibiting the communication and procurement of Unpublished Price Sensitive Information ("**UPSI**"). Further, the SEBI Regulations also prohibits the trading in securities when in possession of UPSI. Regulation 9 requires the board of directors of every listed company to ensure that the chief executive officer or managing director shall formulate with their approval, a code of conduct (**the "Code"**) to regulate, monitor and report trading by its designated persons and their immediate relatives.

2. Objective of the Code

The Objective of the Code is to lay down guidance for Designated Persons and their Immediate Relatives, to understand their obligations under the SEBI Regulations, including the procedures to be followed at the time of trading in the securities and dealing with UPSI related to the Company or its securities. The Code also defines the responsibilities of various stakeholders including the management for ensuring compliance with the SEBI Regulations.

This Code is in addition to the SEBI Regulations, the Designated Persons and their Immediate Relatives should be aware of and comply with the provisions of the SEBI Regulations and this Code.

3. Important definitions

Words and expressions used but not defined in the Code, shall have the meaning ascribed to such terms in the Securities and Exchange Board of India Act, 1992, Securities Contracts (Regulation) Act, 1956, Companies Act, 2013 and the rules and regulations made thereunder (as amended from time to time).

For the purpose of this Code:

- a) "**Board**" refers to the board of directors of the Company.
- b) "**Company**" refers to ABH Healthcare Limited.
- c) "**Compliance Officer**" means any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company.
- d) "**Designated Person**" shall mean persons specified in Clause 4 of this Code.
- e) "**Immediate Relative**" means a spouse of a person, and includes parents, 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.
- f) "**Share Based Employee Benefit Scheme**" includes stock options and/or ESARs and/or any other schemes or benefit granted by the Company under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- g) "**Unpublished Price Sensitive Information (UPSI)**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
 - I. financial results;
 - II. dividends;
 - III. change in capital structure;
 - IV. mergers, de-mergers, acquisitions, delisting, disposals, expansion of business and such other transactions;
 - V. changes in key managerial personnel.

4. Applicability of the Code

The Code is applicable to all Designated Persons and their Immediate Relatives. The term **Designated Persons** include:

- a. all Directors
- b. all promoters of the Company (Company/individual)
- c. any other employee of the Company designated by the Board of Directors on the basis of their functional role and access to Unpublished Price Sensitive Information (UPSI) in consultation with the Compliance officer, from time to time.
- d. all Key Managerial Personnel;
- e. all employees of the Company who are up to two levels below the Chief Executive Officer irrespective of their functional role in the company or ability to have access to UPSI;
- f. functional or departmental heads of the Company, by whatever name called, who are not covered in (e) above and who have access to UPSI;
- g. all employees of the Company in finance, accounts, legal, costing, MIS, IT Staff and secretarial department;
- h. support staff of the Company including part – time employees, secondees, interns, secretaries etc. who have access to UPSI;
- i. any other person, as may be designated or notified by the Company from time to time for meeting the objectives of the Code.

5. Compliance Officer

Compliance Officer" in this Code, refers to the Company Secretary appointed by the Company and designated for the purpose of the Code, by the Board. In case Compliance officer is not available either on account of his/her being on leave or for any other reason, He/ She shall delegate his/her authority to any executive who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations, who shall act as Compliance Officer and be responsible for all the duties and responsibilities of Compliance Officer, during the period of his/her absence.

6. Handling of UPSI

I. Trading Window Closure

6.1 Trading Window Closure means the period when the Designated Persons and their Immediate Relatives are not allowed to trade in securities of the Company. The Company has the following Trading Window Closure periods:

6.1.1. Standard Trading Window Closure

For the declaration of financial results, the trading window shall be closed from the end of every half year. The trading window shall re-open 48 (forty-eight) hours after the declaration of the financial results.

6.1.2. Event Specific Trading Window Closure

The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI.

The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

6.2 The restrictions under trading window closure will not be applicable for:

- (i) exercise of stock options / stock appreciation rights under Company's Share Based Employee Benefit Schemes; or
- (ii) in respect of transactions which are undertaken in respective Regulations made by SEBI from time to time, as exceptions to restrictions on trading when in possession of UPSI.

6.3 The restrictions under trading window closure apply to trades done by the Designated Persons directly, or indirectly through Immediate Relatives or portfolio manager / wealth manager or under any similar arrangement. It will be the responsibility of the Designated Persons to

communicate the trading window closure period to their Immediate Relatives, portfolio manager, wealth manager, etc. to avoid non-compliance. In the event, a trade is undertaken by a portfolio manager/ wealth manager on behalf of a Designated Person, the Designated Person will be held responsible for any non-compliance under the provisions of the Code and/or the SEBI Regulations.

- 6.4 Any leak or suspected leak of UPSI shall be dealt in accordance with Vigil Mechanism Policy. This policy entails the process and enables employees to report leak of UPSI.

II. Structured Digital Database

- 6.5 The Company shall maintain a structured digital database providing the nature of UPSI, the names of Designated Persons who are in receipt of UPSI, the names of such persons who have shared such information and names of such persons with whom such information is shared, along with permanent account number (PAN) or any other identifier where PAN is not available and such other details as are necessary to be maintained in the database.
- 6.6 The Compliance Officer will maintain and preserve the records in the structured digital database as per the SEBI Regulations.
- 6.7 Every UPSI recipient, who disseminates the information to any person for a legitimate purpose or on a need-to-know basis, will be responsible to sensitize the recipient that such information is UPSI and needs to be maintained under strict confidentiality.
- 6.8 Every UPSI dissemination needs to be intimated to the Compliance Officer for entering in the digital database. The UPSI recipient, who disseminates the information to any person for a legitimate purpose or on a need-to-know basis, will be responsible for updating the details of dissemination in the digital database maintained for such UPSI.
- 6.9 The database shall be maintained internally with adequate internal controls, time stamping and audit trails to ensure non-tampering of the data
- 6.10 Such digital database shall be preserved for such period as stated in the SEBI Regulations and on completion of the statutory period, will be dealt as per Company's internal policy and process.

III. Chinese Wall

- 6.11 While dealing with or handling UPSI, the Designated Persons shall take reasonable steps to prevent inadvertent leakage, spread or misuse of UPSI and shall maintain appropriate Chinese wall.
- 6.12A Designated Person in possession of UPSI has the responsibility to ensure that the Chinese wall is not breached deliberately or inadvertently. Any known or suspected breach of the Chinese wall must be reported to the Compliance Officer immediately.
- 6.13A Designated Person may cross the Chinese Wall i.e. share the UPSI, strictly on need-to-know basis, in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, as permitted under the SEBI Regulations.
- 6.14 Employees who are not Designated Persons and who do not have access to UPSI, can be given access to UPSI or brought 'inside' on sensitive transactions, strictly on a need-to-know basis and in furtherance of legitimate purposes. Every UPSI recipient, who further disseminates such UPSI will be responsible to sensitize the recipient that such information is UPSI and needs to be maintained under strict confidentiality and also the liability that attaches on misuse or unwarranted use of such information. Information related to such persons will be updated in the structured digital database of the Company. Such persons, with whom UPSI is shared, shall not deal in the securities of the Company until such information becomes generally available.

7. Dealing in Company's securities

7.1. Permitted Transactions

Designated Persons and their Immediate Relatives are permitted to trade in securities, through

either of the following ways, after complying with the other conditions of this Code and the SEBI Regulations.

7.1.1. Trading where Pre-clearance is not mandatory

Designated Persons can enter into one transaction or a series of transactions in the securities of the Company for an aggregated traded value of up to Rs. 10 (ten) lakhs in a calendar quarter, without obtaining any pre-clearance for the transactions, subject to the satisfaction of the following conditions:

- i. The trading window is open and
- ii. The Designated Persons are not in possession of any UPSI.

It is clarified that Clause 7.1.1 of this Code, shall apply *mutatis mutandis* to trades of Immediate Relatives of Designated Persons.

7.1.2. Trading through Pre-clearance Route i.e. prior approval route, when not in possession of UPSI:

- i. If a Designated Person intends to trade in the securities of the Company, whether in one transaction or a series of transactions, for an aggregated traded value of above Rs. 10 (ten) lakhs, in a calendar quarter, the Designated Person shall obtain pre-clearance for undertaking the proposed trades in the securities of the Company from the Compliance Officer. Such trading in securities by the Compliance Officer shall require pre-clearance from Managing Director.
- ii. An application for pre-clearance along with an undertaking, shall be made by the Designated Person in the prescribed format (See *Annexure -1*), to the Compliance Officer. While submitting the application for pre-clearance, the Designated Person should not be in possession of any UPSI.
- iii. The Compliance Officer shall process the pre-clearance request within 2 trading days from the date of receipt of request.
- iv. The approved pre-clearance of trades will be valid for 7 (seven) trading days or such lesser period as may be approved by the Compliance Officer. If trade(s) are not executed within the approval period after the receipt of pre-clearance, the Designated Person must obtain the pre-clearance for the transaction(s) again.
- v. In case the Designated Person procures or comes in possession of UPSI before execution of the trade during the subsistence of the pre-clearance sought, he / she shall refrain from executing the trades.
- vi. The Designated Person shall submit the details of the transaction(s) undertaken by him/ her and/or his/her Immediate Relative in the prescribed format (See *Annexure -2*), within 2 trading days, from the date of trading.
- vii. In case the Designated Person and/or his/ her Immediate Relative does not trade after securing pre-clearance, the Designated Person is required to inform the Compliance Officer in the prescribed format (See *Annexure -3*) regarding non-execution of trade, within two trading days of the expiry of validity of the pre-clearance.
- viii. It is clarified that the procedure laid down for pre-clearance of trades in securities of the Company shall apply *mutatis mutandis* to trades proposed to be carried out by Immediate Relatives of Designated Persons; provided that the obligations requiring communication

with the Compliance Officer shall continue to be upon the Designated Person.

7.2. Restrictions on Contra Trade:

7.2.1. Restrictions on Contra Trade means that securities shall not be sold within 6 (six) months of their last purchase and securities shall not be purchased within 6 (six) months of their last sale.

7.2.2. If the First transaction is a Corporate Action like Buy Back offers, Open offers, Right issue, Further Public offers, Bonus, Exit offers etc. and the second transaction is a transaction other than Corporate Action, then contra trade restrictions will apply. However, if the First transaction is a transaction other than Corporate Action and the second transaction is a Corporate Action like Buy Back offers, Open offers, Right issue, Further Public offers, Bonus, Exit offers etc. then contra trade restrictions will not apply.

7.2.3. The restriction of contra trade shall not be applicable on the sale of share acquired under stock options/ stock appreciation rights under Share based Employee Benefit schemes of the Company.

7.2.4. The compliance officer may, in his discretion, waive the restriction of Contra- trade in case of extreme urgency and on receiving a written undertaking from the Designated Person or his immediate relative that he is not in possession of any UPSI, provided such relaxation does not violate the SEBI Regulations or this Code.

7.2.5. Contra trade restrictions are applicable on each and every trade irrespective of whether the trades are below or above the threshold limit of Pre- clearance.

7.2.6. In case a Designated Person and/ or his/ her Immediate Relatives, executes a contra trade within a period of six months without pre-clearance, profit from such trade shall be deposited by the defaulting Designated Person and/ or his/ her Immediate Relatives, in the SEBI Investor Protection and Education Fund or to any other fund / account that may be specified by SEBI.

7.3. Trading Plan Route:

A Designated Person shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval.

8. Disclosure & Reporting

8.1. The following disclosures / reporting shall be made to the Compliance Officer, in such manner, as would be notified from time to time:

- i. Every designated person is required to disclose their holding of securities in the Company, within 7 (seven) days from the date of becoming a promoter or appointment as a KMP / Director in the prescribed format (*See Annexure -4*).
- ii. A Designated Person is required to submit on an annual basis (as of 31st March shall be provided by 30th April of each year) declaration in the prescribed format, which shall *inter alia* contain the following details of the Designated Person:
 - (a) name of educational institution, from which the Designated Person graduated,
 - (b) name of all his past employers,
 - (c) Permanent Account Number or in the absence of Permanent Account Number any other identifier permitted by law and mobile numbers.

These details shall be submitted by Designated Person for himself and also, for the following persons in the prescribed format (*See Annexure -5*).

- Immediate Relatives; and
- Persons with whom such Designated Person shares a material financial relationship, where '*material financial relationship*' refers to 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 excludes relationships in which the payment is based on arm's length transactions.

8.2. In case of any Designated Persons and/or their Immediate Relatives who are not covered under the System Driven Disclosure and who have obtained pre-clearance, the Designated Person must file with the Compliance Officer the details of the transactions in the format provided (*See Annexure - 2*) or any format specified by SEBI within 2 trading days from the date of trading where the traded value whether in one transaction or a series of transactions, exceeds the threshold of Rs. 10 (ten) Lakhs in a calendar quarter.

8.3. The responsibility for disclosure and other obligations of the Designated Person, including those relating to trades by his/ her Immediate Relatives, is upon the said Designated Person.

9. Roles and Responsibilities under this Code

9.1. Designated Persons

9.1.1. No Designated Person shall:

- Communicate, provide, or allow access to any UPSI related to the Company or its securities, to any person (including other Designated Persons), except in furtherance of legitimate purpose, performance of duties, or discharge of legal obligation(s) as defined under the SEBI Regulations.
- Procure from, or cause communication, by any Designated Person, of UPSI related to the Company or its securities, except in furtherance of legitimate purpose, performance of duties or discharge of legal obligation(s) as defined under the SEBI Regulations.

Provided that the Designated Person may communicate, provide, or allow access to any UPSI only on need-to-know basis, in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, as permitted under the SEBI Regulations.

Determination of legitimate purposes forms part of the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The decision of the Company on what constitutes 'legitimate purpose' / 'fair disclosure' shall be final and binding.

9.2. Compliance Officer

- i. Administer the Code of Conduct.
- ii. Report to the Board of Directors.
- iii. Review and approve pre-clearance request(s) for trade(s) and trading plan(s) under the Code.
- iv. Maintain and preserve the records under this Code as per SEBI Regulations.
- v. Clarify issues regarding the Code and redress the grievances of the Designated Persons.
- vi. Close the trading window as per clause 6 of this Code.
- vii. The Compliance Officer shall send a report on compliance of the Code and the regulations to the Chairman of Audit Committee and shall also place it before the Audit Committee, on annual basis. The Report shall cover compliance status, coverage of Designated Persons, violations of the Code, if any, action taken in such violation cases, details of trades undertaken by a Designated Person and/or his/ her Immediate Relative(s).

9.3. Inquiry in case of leakage of UPSI

- 9.3.1. The Company has formulated written policies and procedures for inquiry, in case of an alleged leak or misuse of UPSI.
- 9.3.2. Employees can raise concerns against any alleged leak, or suspected attempt to leak UPSI, or unethical use of UPSI, in accordance with informant mechanism introduced by SEBI, or as per the procedure prescribed under Company's Vigil Mechanism Policy.
- 9.3.3. Retaliation for reporting suspected violations is strictly prohibited under the Code and the Company's Vigil Mechanism Policy. An employee who reports alleged violations of insider trading laws will be protected against any direct or indirect, discharge, discrimination, termination, demotion, suspension, threats and harassment.

10. Penal Consequences

10.1. By the Company:

- 10.1.1. Any Designated Person who violates any provision of the Code, may face disciplinary action / penal consequences such as monetary, penalties, salary suspension, wage freeze, suspension, ineligibility for future participation in the Company's Share Based Employee Benefit Schemes, cancellation of stock options or ESARs etc.
- 10.1.2. Intimation to stock exchanges: In the event that a Designated Person and/ or his/ her Immediate Relatives, contravenes the provisions of this Code and/or SEBI Regulations, the Company will report such contravention and action taken by the Company in this regard to the stock exchanges where such securities are traded, as may be required under the SEBI Regulations.
- 10.1.3. Any amount collected as a penalty shall be remitted to the SEBI Investor Protection and Education Fund or to any other fund / account that may be specified by SEBI.

10.2. By the Regulators:

- 10.2.1. If any Designated Person and/ or his/ her Immediate Relatives contravene any of the provisions of the Code and/or SEBI Regulations, such Designated Person and/or his/ her Immediate Relatives may also be liable for appropriate penal actions in accordance with the provisions of the Securities and Exchange Board of India Act, 1992 and the SEBI Regulations.

11. Miscellaneous

- 11.1. The Audit Committee shall monitor and periodically review the Code, to recommend necessary changes to the Board, for its approval.
- 11.2. All queries, matters and issues in relation to the Code, should be directed to the Compliance Officer. All communications under, and in relation to, the Code, should be addressed to the Compliance Officer and sent to the designated e-mail ID: cs@anilbaghihospital.com

12. Appendix

Requisite annexures are enclosed.