

JUVENOR HEALTHCARE LIMITED

POLICY FOR PREVENTION OF INSIDER TRADING

1. PREFACE

JUVENOR HEALTHCARE LIMITED (herein after referred to as the “Company”) is committed to the preserving the confidentiality and preventing the misuse of any un-published price sensitive information.

The Company is further committed to adherence to all applicable laws and regulations set forth by the Securities and Exchange Board of India (“SEBI”) or the Stock Exchanges with regards to prevention of insider trading.

Trading on insider information is not only illegal, but also tarnishes corporate credibility of the Company. The Company is committed to ensuring transparency and fairness in dealing with all stakeholders of the Company.

This insider trading policy (this “Policy”) aims to define and establish rules & process of the Company with respect to: Prevention of Insider trading of securities

- To ensure there is no violation of SEBI (Prohibition of Fraudulent and Unfair Trade)
- Maintenance of confidentiality of Unpublished Price Sensitive Information;
- Adherence to SEBI’s applicable guidelines by all Connected Persons including directors, officers and Designated Persons for prevention of insider trading.

2. DEFINITIONS

1) **“Act”** shall mean the Securities and Exchange Board of India Act, 1992.

2) **‘Audit Committee’** shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3) **‘Board’** shall mean the Board of Directors of JUVENOR HEALTHCARE LIMITED.

4) **‘Company’** means JUVENOR HEALTHCARE LIMITED.

5) **“Compliance Officer”** means the General Counsel and Chief Compliance Officer of the Company or the Company Secretary who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the 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unpublished price sensitive information, monitoring of trades and implementation of the codes specified under the SEBI Regulations under the overall supervision of the Board.

6) **“Connected Person,”** includes –

i. A director of the Company;

ii. A Key Managerial Personnel of the Company;

iii. An Officer of the Company

iv. Any person who is or has been in a contractual, fiduciary or employment relationship at any time in the six- month period prior to the date of determining whether that person, as a result of such relationship, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;

v. Any person who is or has been in frequent communication with an Officer of the Company at any time in the six-month period prior to the date of determining whether that person, as a result of such frequent communication, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;

vi. An employee of the Company who has access to UPSI or is reasonably expected to have access to UPSI; and

vii. Any person who has a professional or business relationship with the Company and that relationship directly or indirectly, allows access to UPSI or is reasonably expected to allow access to UPSI;

7) **“Contra Trade”**

means a trade or transaction which involves buying or selling any number of shares of the Company and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.”

8 “Designated Person”

It shall consist of:

I. Promoters of the Company

II. Directors of the Company and its subsidiaries;

III. All employees in the Finance and Accounts Department, Corporate Planning Department, Legal Department, Enterprise Risk Management Department, Corporate Strategy, Information Security and any other departments of the company and its material subsidiaries, if any on the basis of their functional role or access to unpublished price sensitive information

IV. Chief Executive Officer and employees up to two levels below Chief Executive Officer of the Company and material subsidiaries.

V. Executive Secretaries of Directors and Executive Officers of the Company, any support staff of the company, such as IT staff or secretarial staff who have access to unpublished price sensitive information;

VI. Immediate Relatives of persons specified in (I) to (V) above

VII. Any other Person designated by the Company on the basis of their functional role and such function would provide access to UPSI;

11) Insider

An “Insider” means any person who is:

(i) a Connected Person or

(ii) in possession of or having access to UPSI.

12) Key Managerial Personnel

“Key Managerial Personnel” shall have the meaning assigned to it under the Companies Act, 2013.

3. DUTIES OF COMPLIANCE OFFICER

The Company shall appoint any senior person as the Compliance Officer who shall report to the Board on matters relating to prevention of Insider trading as specified in the Policy. His duties shall include the following:

He shall be responsible for monitoring implementation of the Policy under the overall supervision of the Board;

He shall maintain a record of Designated Persons and any changes made to the list of Designated Persons;

He shall assist all the employees in addressing any clarification regarding the “Company’s Policy on Prevention of Insider Trading” and SEBI Insider Trading Regulations;

He may in consultation with the Chairman and/or Managing Director and shall as directed by the Board, specifies prohibited period from time to time and immediately make an announcement thereof;

He shall ensure that prohibited period is intimated to all concerned before the commencement of the said period;

He shall maintain records of all the declarations submitted in the appropriate form given by the Designated Persons;

He shall inform all Stock Exchanges on which the securities of the Company are listed, the information received under as required and disclose to the extent, as required under rules and regulations promulgated by SEBI or the Stock Exchanges;

He shall place details of the dealing in the securities by Designated Persons before the Managing Director/Chief Executive Officer on quarterly basis and the accompanying documents that such persons had executed under the pre-dealing procedure as mentioned in this Policy.

4. DISCLOSURES

A. INITIAL DISCLOSURES

(a) Every key managerial personnel, Designated Person and director of the Company shall disclose in Form 'A', the number of securities of the Company held by him, his immediate relatives and by any other person for whom he takes trading decisions, as on the date of the Regulations taking effect, to the Company within thirty days of the Regulations taking effect.

(b) Every person on appointment as a key managerial personnel or a director of the Company shall disclose in Form 'B', the number of securities of the Company held by him, his immediate relatives and by any other person for whom he takes trading decisions, as on the date of appointment, to the Company within 7 (seven) days of such appointment.

(c) Every person on appointment as a Designated Person of the Company shall disclose in Form 'B', the number of securities of the Company held by him, his immediate relatives and by any other person for whom he takes trading decisions, as on the date of appointment as a Designated Person, to the Company within seven days of such appointment.

B. CONTINUAL DISCLOSURES

Every employee and director of the Company shall disclose in Form 'C', to the Company the number of such securities acquired or disposed of by him, his immediate relatives and by any other person for whom he takes trading decisions, within two 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 the threshold limit.

5. PENALTY FOR CONTRAVENTION OF THE POLICY

1. Every Employee and Designated Person shall be individually responsible for complying with the applicable provisions of this Policy (including to the extent the provisions hereof are applicable to their immediate relatives).

2. The persons who violate this Policy shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an employee may include wage freeze, suspension or termination of employment.

3. Action taken by the Company for violation of the Policy against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

4. In case it is observed by the Compliance Officer that there has been a violation of the Policy by any person, he/she shall forthwith inform the Compensation Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Compensation Committee.

5. The Compliance Officer shall simultaneously inform SEBI about such violation. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Policy, shall provide all information and render necessary co-operation as may be required by the Company/Compliance Officer or SEBI in this connection.

6. Amendments

The Board may, subject to applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace this Policy entirely with a new Policy.
