



## **BAJAJ HEALTHCARE LIMITED**

**Reg. Off:** 602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39 A/1,  
Road No.23, Wagle Industrial Estate, Thane (West) - 400 604

## **INSIDER TRADING POLICY**



## **1. INTRODUCTION:**

The Board of Directors of the Company have adopted this Insider Trading Policy (the “Policy”) to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

This Insider Trading Policy (this “Policy”) provides guidelines to Directors, Officers, Designated Employees, Advisors and Consultants of Bajaj Healthcare Limited (the “Company”) with respect to trading in Company’s Securities.

Accordingly, ‘this Insider Trading Policy’ replace the erstwhile ‘code of conduct for prevention of Insider Trading’ to bring in line with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Board of the Company has adopted this Policy to regulate, monitor and report trading by the Designated Persons along with their Immediate Relatives as defined in this Policy to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) (“SEBI Regulations”).

This Policy shall be applicable to Designated Persons and Immediate Relatives of Designated Persons as defined in this Policy.

The Company reserves the right to amend or rescind this Policy or any portion of it at anytime and to adopt different policies and procedures as and when required. If a law conflicts with this Policy, you must comply with the law.

## **2. OBJECTIVE:**

The objective of this policy is to preserve the confidentiality of Un-Published Price Sensitive Information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

To achieve these objectives, Bajaj Healthcare Limited hereby notifies that this Code of conduct is to be followed by all Directors, Officers, Designated Employees and Connected Persons.

## **3. APPLICABILITY:**

This policy is applicable with effect from 09<sup>th</sup> May, 2016 to the Insiders including Designated Persons and their immediate relatives and reviewed and revised on 17<sup>th</sup> October 2025 as per amended terms of SEBI (Prohibition of Insider Trading) Regulations, 2015.



#### 4. DEFINITIONS:

1. **“Regulation”** means The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015
2. **“Act”** means The Companies Act, 2013 and rules made thereunder.
3. **“Board of Directors” or “Board”**, in relation to the company, means the collective body of the Directors of the Company.
4. **“Company”** means **“Bajaj Healthcare Limited”**.
5. **“Policy” or “this Policy”** means the Insider Trading Policy.
6. **“SEBI”** means Securities Exchange Board of India
7. **“SEBI Act”** means Securities and Exchange Board of India Act, 1992
8. **“Committee”** means the Audit Committee of the Board or such other committee as may be nominated by the Board for the purpose of this Policy.
9. **“Key Managerial Personnel” (KMP)** means
  - a The Managing Director
  - b A Whole-Time Director
  - b. The Company Secretary and
  - c. The Chief Financial Officeras per the provisions of the Act.
10. **“Compliance Officer”** The Company has appointed the Company Secretary as the Compliance Officer for the purposes of this Policy and SEBI Insider Regulations, who shall work under the guidance of the MD and report to the Board of Directors.
11. **Chief Investor Relation Officer”** The Company has appointed the Chief Financial Officer as the Chief Investor Relation Officer of the Company for the purpose of this Policy.
12. **“Designated Person(s)”** means and include:
  - a. All Promoters and Directors of the Company;
  - b. Key managerial Personnel (KMP) of the Company;
  - c. All Vice Presidents / General Managers of the Company;



- d. An officer or employee of the company who has an access to the Unpublished Price Sensitive Information relating to the company;
- e. Any person who is or has during the six months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity and has directly or indirectly, access to unpublished price sensitive information;
- f. Any person who in the opinion of the Board of Directors of the Company has access to or likely to have access to unpublished price sensitive information relating to the Company;
- g. An immediate relative of the persons stated in (a) to (f) above;
- h. any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company and having access to unpublished price sensitive information
- i. Such other Employee as may be determined and informed by the Compliance Officer in consultation with the Board from time to time. Such Employee would include any Employee who would be expected to or would indeed be in possession of UPSI in course of their employment.
- 13. "Senior Management"** means personnel of the company who are members of its core management team excluding Board of Directors.
- 14. "generally available information"** means information that is accessible to the public on a non-discriminatory basis;
- 15. "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;
- 16. "insider"** means any person who is:
- i) a connected person; or
  - ii) in possession of or having access to unpublished price sensitive information;
- 16.1 "connected person"** means any person who is or has during the six months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including the following, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- a) by reason of frequent communication with its officers or
  - b) by being in any contractual, fiduciary or employment relationship or
  - c) by being a director, officer or an employee of the company or
  - d) holds any position including a professional or business relationship between himself and the company whether temporary or permanent



- 16.2 **“Deemed to be connected person”** the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
- a) an immediate relative of connected persons specified in clause 16.1; or
  - b) a holding company or associate company or subsidiary company; or
  - c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
  - d) an investment company, trustee company, asset management company or an employee or director thereof; or
  - e) an official of a stock exchange or of clearing house or corporation; or
  - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Act; or
  - h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - i) a banker of the company; or
  - j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent. of the holding or interest;
  - (k). a firm or its partner or its employee in which a connected person specified in (a) to (d) of Clause 16.1 is also a partner; or
  - (l). a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);
17. **"promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
18. **"securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
19. **"specified"** means specified by the SEBI in writing;
20. **“takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;



21. **"trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
22. **"trading day"** means a day on which the recognized stock exchanges are open for trading;
23. **"Unpublished Price Sensitive Information (UPSII)"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- (i) financial results;
  - (ii) dividends;
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business [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.
- (xvii) Such other matters as may be specified under the SEBI regulations or decided by the Company from time to time.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Regulation, Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation as may be amended from time to time, shall have the meaning respectively assigned to them therein.

## **5. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

All Designated persons shall maintain confidentiality of all Price Sensitive Information. Designated persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities. Following practices should be followed in this regard.

### **5.1 NEED TO KNOW BASIS**

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

### **5.2 CONFIDENTIALITY OF UPSI**

All Unpublished Price Sensitive Information shall not be disclosed to any person except on need-to-know basis. If an Insider/Designated Person receives any query from outside the company for information that may be material, the inquiry should be referred to the Company's Chief Investor Relation Officer, who is responsible for coordinating and overseeing the release of that information to the investing public, securities analysts and others in compliance with applicable laws and regulations.



## **6. RESTRICTIONS ON COMMUNICATION OR PROCUREMENT OF UPSI**

6.1 An Insider/Designated Person shall not communicate, provide, or allow access to any UPSI, relating to the Company or its securities, to any person including other insiders, except as provided in the proviso.

6.2 No person shall procure from or cause the communication by any Insider/Designated Person of UPSI, relating to the Company or its securities;  
Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:

- A. Which would require an obligation to make an open offer under takeover regulations where Board of Directors of the listed company is of informed opinion that the sharing of such information is in the best interests of the Company.
- B. Which would not attract the obligation to make an open offer under takeover regulations but where the Board of Directors of the listed company is of the informed opinion that sharing of such information is in the best interests of the Company and UPSI is disseminated to be made generally available at least 2 working days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

6.3 In furtherance of legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate confidentiality and non-disclosure the board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose as mentioned in Pt. A & B above and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information;

6.4 The board of directors or head(s) of the organization of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Provided that entry of information, not emanating from within the organization, in structured



digital database may be done not later than 2 calendar days from the receipt of such information.

6.5 The board of directors or head(s) of the organization of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

## **7. RESTRICTIONS ON INSIDER TRADING**

An Insider/Designated Person shall not, directly or indirectly, trade in securities that are listed or proposed to be listed when in possession of UPSI

Provided that the restrictions mentioned above shall not apply when:

- (i). The trading window is open and Insider/Designated Person is not in possession of UPSI.
- (ii). A transaction is an an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of this Policy and both parties had made a conscious and informed trade decision;
- (iii) the transaction carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of this Policy and both parties had made a conscious and informed trade decision;
- (iv) the transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- (v) the transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

and

- (vi) Trades pursuant to a trading plan as set up in accordance with this policy and SEBI Regulations.



The exceptions in point 7 (i) to (vi) above reflect the statutory exceptions in Regulation 4(1) of the SEBI Regulations, and nothing above shall preclude the prior approval or other requirements in relation to Trading in Company's Securities under this Policy, as set out herein.

(vii). In case of non individual insiders:

- a. The individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
- b. appropriate and adequate arrangements are in place to ensure that the regulations are not violated and no unpublished price sensitive information is communicated by the individuals possessing the information to the Individuals taking trading decisions and there is no evidence of such arrangements having been breached;

## **8. TRADING PLANS**

An Insider/Designated Person who is perpetually in possession of the information shall be expected to trade in accordance with the approved Trading Plan.

The Trading Plan formulate by Insider/Designated Person shall be presented to the Compliance Officer for approval and public disclosure.

The Compliance Officer shall review and approve the Trading Plan if it complies with the SEBI Regulations and shall disclose the Trading Plan to the stock exchanges.

The provision intends to give an option to persons who may be perpetually in possession of unpublished price sensitive information and enabling them to trade in securities in a compliant manner.

Insiders desiring to formulate Trading Plan(s) may do so in accordance with the provisions of the SEBI Insider Regulations

The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the Trading Plan as otherwise provided under the SEBI regulations.

However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of UPSI and the said



information has not become generally available information at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information.

In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

(i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

(ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.

(iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.

(iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per this Policy.

## **7. TRADING WINDOW:**

7.1 Trading window shall be used as an instrument of monitoring trading by the Designated persons. The Compliance Officer shall notify a 'trading window' during which the Designated Persons may Trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with this policy.

7.2 All Designated persons and connected persons shall conduct all their dealings in the Securities of the Company only when the trading window is open and no Insider/Designated Person shall deal in the Securities of the Company during such period when the trading window is closed or during any other period as may be specified by the Compliance Officer from time to time. The period during which the trading window is closed shall be termed as prohibited period.

7.3 The trading window shall be, closed 3 days prior to UPSI becoming generally available and the same shall be opened 48 hours after the information becomes generally available.

## **8. PRECLEARANCE OF TRADES**

8.1 Every Designated Person (including his immediate relative) who intends to trade in the securities of the Company, when trading window is open, shall seek pre-clearance of transactions(s) before entering into such transaction(s) as per the pre-clearance procedure described hereafter, 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 Rs. 10 Lakhs.

8.2 No Designated Person shall apply for pre-clearance of any proposed trade if such person is in possession of unpublished price sensitive information.

8.3 The authority for pre -clearance of trades shall be as under:

<b>Trading by following designated persons (including their immediate relatives)</b>	<b>Authority for Pre-clearance</b>
Directors & Promoters	The Committee
CIRO / Compliance Officer	MD
Other Designated Employees	Compliance Officer

8.4 Prior to approving any trades, the compliance officer or the concerned authority shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. The authority shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

8.5 The approval shall be granted within Five trading days or such further time from the date of acknowledgement. In exceptional circumstances approval may not be given if there are reasons to believe that the proposed transaction is on the basis of possession of any unpublished price sensitive information. There shall be no obligation to give reasons for any withholding of approval.

8.6 Designated Persons who seeks pre-clearance shall execute the trade(s) in respect of securities of the Company within 7 (seven) trading days from the date of the approval for pre-clearance or such shorter period as may be specified in the pre-clearance approval. If the transaction is not executed within the time specified in the pre-clearance approval, the person shall pre-clear the transaction again.

8.7 Designated Persons who have dealt in securities of the Company after obtaining pre-clearance as aforesaid shall within 2 (two) trading days of such trading inform the actual details of their transaction(s) to the Compliance Officer.

8.8 The period, in any event, shall not be less than six months, with in which the designated person who is permitted to trade shall not execute a contra trade. The Compliance Officer in consultation with and as per advice of MD and Chief Investor Relation Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the



profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

## 9. DISCLOSURE REQUIREMENTS

### 9.1 INITIAL DISCLOSURES

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the Promoter Group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a Promoter.

Every Designated Person shall disclose names and Permanent Account Number or any other identified authorized by law of the following persons on an annual basis and as and when the information changes:

- (i) Immediate Relatives
- (ii) Persons with whom the designated person(s) shares a material financial relationship
- (iii) Phone, mobile, and cell numbers which is used by them

In addition, following details on a One-time basis:

- (iv) names of educational institutions from which they have graduated and
- (v) names of their past employers

### 9.2 CONTINUAL DISCLOSURES

9.2.1. Every Designated Person and member of Promoter Group of the Company including their Immediate relatives shall disclose to the Company the number of such 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 Rupees 10 Lacs, in the format prescribed under the SEBI Insider Regulations.

9.2.2. Every Designated Person shall disclose names and Permanent Account Number or any other identified authorized by law of the following persons on an annual basis and as and when the information changes:

- (i) Immediate Relatives
- (ii) Persons with whom the designated person(s) shares a material financial relationship
- (iii) Phone, mobile, and cell numbers which are used by them



In addition, following details on a One-time basis:

- (vi) names of educational institutions from which they have graduated and
- (vii) names of their past employers

For avoidance of doubt, it is clarified that the disclosure obligation under Clause 9.2.2. is in addition to the pre-clearance obligation set out in Clause 8.1.

#### 9.2.3 DISCLOSURES BY OTHER CONNECTED PERSONS.

The Compliance Officer may, at his discretion require any other connected person or deemed to be connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

Every disclosure shall be made in such form as specified under the regulation. Disclosures shall be made by the Designated Persons, their immediate relatives and by any other person for whom such Designated Person takes trading decision. Disclosures of trading in securities shall also include trading in derivatives of securities and traded value of derivatives shall be taken into account. Provided that trading in derivatives of securities is permitted by any law for the time being in force.

## 10. CODE OF FAIR DISCLOSURE AND CONDUCT

### 10.1 DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- 10.1.1 Disclosure/dissemination of any unpublished price sensitive information shall be done by, the Chief Investor Relations Officer and in his absence by the Compliance Officer after consultation with the MD & WTD and in his absence with the Chairman of the Board, by intimating to the Stock Exchanges and posting of the said information on the website of the Company and/ or otherwise making it Generally Available.
- 10.1.2 The Chief Investor Relations Officer or the Compliance Officer disseminating any unpublished price sensitive under clause 10.1. shall ensure uniform and universal dissemination / disclosure so as to avoid selective disclosure.
- 10.1.3 No unpublished price sensitive information shall be shared with any person unless the information is made Generally Available i.e. only public information can be shared.
- 10.1.4 In absence of Chief Investor Relations Officer and the Compliance Officer, such person as may be authorised by the Board of Directors of the Company, shall discharge the duties of Chief Investor Relations Officer as stated under Rules 10.1. to 10.3.



## **10.2 PROCEDURE FOR RESPONDING TO ANY QUERIES / REQUESTS FOR VERIFICATION OF MARKET RUMOURS BY STOCK EXCHANGES**

10.2.1. The Chief Investors Relation Officer and in his absence the Compliance Officer shall immediately consult the MD & WTD and in his absence the Chairman for:

- a. verification of any market rumors or queries forwarded by regulatory authorities.
- b. appropriate public announcement with respect to market rumors.
- c. a prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information Generally Available.

10.2.2. In absence of Chief Investor Relations Officer and the Compliance Officer, such person as may be authorised by the MD & WTD, shall discharge the duties of Chief Investor Relations Officer as stated above in 10.2.1.

## **10.3. DEALING WITH ANALYSTS/ INSTITUTIONAL INVESTORS/ MEDIA**

10.3.1. Only following persons are authorized to attend a meeting or interact with analysts/researchers, institutional and other investors or the media or any investor relations conference:

- i) Chairman and Managing Director
- ii) Managing Director and Whole Time Director of the Company
- iii) Chief Investor Relation Officer
- iv) Compliance Officer

10.3.2. No unpublished price sensitive information shall be disclosed to Analysts/ Researchers or Institutional and other large investors unless prior confirmation from the Chief Investor Relations Officer and in his absence the Compliance Officer is obtained confirming that the said unpublished price sensitive information has been made Generally Available.

10.3.3. If any UPSI is accidentally disclosed without prior approval, the person responsible may inform the Compliance Officer or the Chief Investor Relations Officer immediately of the same.

10.3.5. The Chief Investor Relations Officer, and in his absence the Compliance Officer, shall issue a press release/transcript or post relevant information on the Company's website immediately after every analyst meet. Simultaneously, such information shall also be



sent to the Stock Exchanges where any unpublished price sensitive information is disclosed. Alternatively, holding a live web casting of analysts meets may be considered.

10.4 All Unpublished Price Sensitive Information shall be handled as per clause 5 of this Policy.

#### **11. PENALTY(IES) AND DISCLOSURE TO SEBI**

The Designated persons who violate the clauses of this Policy or provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and The Companies Act, 2013 shall be subject to disciplinary actions taken by the Company which may include wage freeze, suspension, termination and ineligibility for future participation in the trading of securities of the Company.

The action by the company shall not restrict SEBI from taking any action in case of violation of any provisions of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Any contravention of provisions of this Policy, will also be subject to provisions laid down under The Companies Act, 2013 which inter alia provide that such an offence shall be punishable with imprisonment for a term which may extend to five years or with fine which shall not be less than five lakhs rupees or which may extend to Twenty Five crores rupees or three times the amount of profits made out of Insider Trading, whichever is high, or both.

#### **Intimation to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015**

In case it is observed by the Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, by the designated person or insider then, on behalf of the Company the Compliance Officer in consultation with Chief Investor Relation Office, shall intimate the SEBI at the earliest.



FORM - A

FORM FOR APPLICATION FOR PRE-CLEARANCE OF TRADES

To  
The Compliance Officer / MD & CEO/ Committee  
Bajaj Healthcare Limited  
602-606, Bhoomi Velocity Infotech Park  
Wagle Industrial Estate, Rd No. 23, Thane (West), Thane  
Maharashtra-400604

Date:

Dear Sir/ Madam,

I Mr./Ms. \_\_\_\_\_, hereby give a notice pursuant to Insider Trading Policy of your company, that I wish to trade in Securities of the Company as under:

1. Details of proposed transaction:

<i>Nature of Transaction (Whether "Buy" or "Sell")</i>	<i>Name of Proposed Buyer/Seller</i>	<i>No. of Equity Shares to be Bought/Sold</i>	<i>*Date of Purchase/ allotment</i>

2. Person executing the trade (please tick box)

Self

HUF

Immediate Relative

(specify name and relationship)

\_\_\_\_\_

3. Details of Intended trade:

Name of the Depository Participant (DP)	
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DP-ID/Client-ID / Folio Number:	
PAN Number	
Type of Transaction : (Open Market Purchase/ Open Market Sale/ ESOP Sale/ Off Market)	

In relation to the above trade(s), I declare that:

- (a) The securities in respect of which the approval is sought, will be held/have been held by the above named for a minimum period of six months
- (b) Neither me nor my dependents are in possession of or otherwise privy to unpublished Price Sensitive Information (as defined in the Company's Insider Trading Policy).
- (c) I have not contravened the Policy or the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (e) I have made a full and true disclosure in the matter.
- (f) If approval is granted, I shall execute the trade within 7 trading days of the receipt of approval or such shorter period permitted in the approval, failing which I shall again seek preclearance.

I am aware that I shall be liable to face penal consequences as set forth in the Company's Insider Trading Policy, in case the above declarations are found to be false or incorrect at any time. I hereby indemnify the Company and its Directors from and against any penalties imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of violation of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Company's Insider Trading Policy.

Yours faithfully,

(\_\_\_\_\_)

Name:

Designation:

Department:

Location:



FORM - B

FORM FOR INTIMATION OF ACTUAL TRADE AFTER OBTAINING PRECLEARANCE OF TRADES

To  
The Compliance Officer / MD & CEO/ Committee  
Bajaj Healthcare Limited  
602-606, Bhoomi Velocity Infotech Park  
Wagle Industrial Estate, Rd No. 23, Thane (West), Thane  
Maharashtra-400604

Date:

Dear Sir/ Madam,

I Mr./Ms. \_\_\_\_\_ hereby give a notice pursuant to Insider Trading Policy of your company, that I have traded in Securities of the Company as under:

2. Details of actual transaction:

<i>Nature of Transaction (Whether "Buy" or "Sell")</i>	<i>Name of Proposed Buyer/Seller</i>	<i>No. of Equity Shares to be Bought/Sold</i>	<i>*Date of Purchase/ allotment</i>

2. Person executing the trade (please tick box)

Self

HUF

Immediate Relative

(specify name and relationship)

\_\_\_\_\_

3. Date of application of Pre - Clearance:



**4. Date of Pre - Clearance obtained:**

**5. Details of actual trade:**

Name of the Depository Participant (DP)	
DP-ID/Client-ID / Folio Number:	
PAN Number	
Type of Transaction : (Open Market Purchase/ Open Market Sale/ ESOP Sale/ Off Market)	

**6. In relation to the above trade(s), I declare that:**

- (a) The securities in respect of which the approval is sought, will be held/have been held by the above named for a minimum period of six months
- (b) Neither me nor my dependents are in possession of or otherwise privy to unpublished Price Sensitive Information (as defined in the Company's Insider Trading Policy).
- (c) I have not contravened the Policy or the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (e) I have made a full and true disclosure in the matter.
- (f) If approval is granted, I shall execute the trade within 7 trading days of the receipt of approval or such shorter period permitted in the approval, failing which I shall again seek pre-clearance.

I am aware that I shall be liable to face penal consequences as set forth in the Company's Insider Trading Policy, in case the above declarations are found to be false or incorrect at any time. I hereby indemnify the Company and its Directors from and against any penalties imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of violation of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Company's Insider Trading Policy.

Yours faithfully,

(\_\_\_\_\_)

Name:

Designation:

Department:

Location:



**FORM - C**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (1) (a) read with Regulation 6 (2)]**

To  
Compliance Officer  
Bajaj Healthcare Limited  
602-606, Bhoomi Velocity Infotech Park  
Wagle Industrial Estate, Rd No. 23, Thane (West), Thane  
Maharashtra-400604

Date:

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/K MP/Directors/ Immediate relatives/other s etc)	Securities held as on the date of regulation coming into force		% of Shareholdin g	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	
		Type of Security (For eg. – shares  Warrant s, etc.)	No.		No. Number of units (contract s * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9

**Note:** "Securities" shall have the meaning as defined under Insider Trading Policy of the company.

Signature:

Name:

Designation:

Date:

Place:



**FORM - D**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (1) (b) read with Regulation 6(2)]**

To  
Compliance Officer  
Bajaj Healthcare Limited  
602-606, Bhoomi Velocity Infotech Park  
Wagle Industrial Estate, Rd No. 23, Thane (West), Thane  
Maharashtra-400604

Date:

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2) or on becoming a shareholder for the initial time.**

Name, PAN No., CIN / DIN & address with contact nos.	Category of Person (Promoters/KMP/Directors/Immediate relatives/others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of Security For eg. – shares, Warrants, etc.)	No.		No. of units (contracts * lot size)	Notional value in Rupee	Number of units (contract size)	Notional value in Rupees
1	2	3	4	5	6	7	8	9	10

Signature:  
Name:  
Designation:  
Date:  
Place:



**FORM - E**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6(2)]**

To  
Compliance Officer  
Bajaj Healthcare Limited  
602-606, Bhoomi Velocity Infotech Park  
Wagle Industrial Estate, Rd No. 23, Thane (West), Thane  
Maharashtra-400604

Date:

**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 transfer etc.
		Type of Security (For eg. shares, Warrants etc.)	No.	Type of Security (For eg. – shares Warrants, etc.)	No.	Pre transaction	Post transaction	From	To		
1	2	3	4	5	6	7	8	9	10	11	12

Signature:  
Name:  
Designation:  
Date:  
Place:



Form - F

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
Regulation 7(3) – Transactions by Other connected persons as identified by the company**

To

Date:

Compliance Officer

Bajaj Healthcare Limited

602-606, Bhoomi Velocity Infotech Park

Wagle Industrial Estate, Rd No. 23, Thane (West), Thane

Maharashtra-400604

Name, PAN No., CIN/DIN & address of Connected persons as identified by the Co. With contact nos.	Connection with the Company	Securities held prior To acquisition or 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 transfer etc.
		Type of Security (For eg. shares, Warrant, etc.)	No.	Type of Security (For eg. shares, Warrants etc.)	No.	Pre transaction	Post transaction	From	To		
1	2	3	4	5	6	7	8	9	10	11	12

Signature:

Name:

Designation:

Date:

Place:



**FORM - G**  
**FORMAT OF HALF-YEARLY/ ANNUAL STATEMENTS OF HOLDINGS BY**  
**DIRECTOR/ OFFICER/EMPLOYEES AND THEIR DEPENDANTS**

To  
Compliance Officer  
Bajaj Healthcare Limited  
602-606, Bhoomi Velocity Infotech Park  
Wagle Industrial Estate, Rd No. 23, Thane (West), Thane  
Maharashtra-400604

Date:

Dear Sir,

**Subject: Statement of Shareholdings in Bajaj Healthcare Limited**

As on 31<sup>st</sup> March \_\_\_\_/30<sup>th</sup> September\_\_\_\_, I and my dependents hold an aggregate of \_\_\_\_\_ equity shares in Bajaj Healthcare Limited, details whereof are as under:

Name of Holder	<i>Physical Holdings</i>			<i>Electronic Holdings</i>		
	<i>Folio No.</i>	<i>Cert. No.</i>	<i>Total holdings</i>	<i>DP ID</i>	<i>Client ID</i>	<i>Total holdings</i>

Yours truly,

Sign: \_\_\_\_\_

Name: \_\_\_\_\_

Emp No: \_\_\_\_\_



**FORM - H**  
APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

The Compliance Officer  
Through Division / Department Head

Date : \_\_\_\_\_

Dear Sir,

I request you to grant me waiver of the minimum holding period of 30 days as required under the Insider Trading Policy with respect to \_\_\_\_\_ shares of the Company held by me / \_\_\_\_\_ (name of relative) singly / jointly acquired by me/us on \_\_\_\_\_ (Date). I desire to deal in the said shares on account of \_\_\_\_\_ (give reasons).

Thanking you,

Yours faithfully

(Name)

(Designation)

(Department)