

POLICY / CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING OF FORTIS HEALTHCARE LIMITED



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CHAPTER – 1

INTRODUCTION

The Securities and Exchange Board of India ('SEBI'), for protection of investors and to regulate the securities market, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (including its amendments, modifications, statutory re-enactments thereof, formats of disclosure, rules, regulations, circulars, notifications, guidelines, guidance notes, frequently asked questions, circulars issued by BSE Limited or National Stock Exchange of India Limited, clarifications made or issued in relation thereto, from time to time) ('SEBI PIT' / the 'Regulations') under the powers conferred on it under the SEBI Act, 1992.

The present Insider Trading Policy / Code of **Fortis Healthcare Limited** (the '**Company**'), as amended from time to time, has been framed in accordance with the Regulations (hereinafter referred as '**Policy**' / '**Code**').

OBJECTIVE

The objective of this Code is to prevent dealing in Securities of the Company by any person either on his/her own behalf or on behalf of any other person, while in possession of Unpublished Price Sensitive Information ('**UPSI**') and to prevent unauthorized sharing or dissemination of UPSI.

In order to achieve this objective, this Code outlines the prohibitions in relation to Insider Trading and also provides guidance on processes and procedure to be followed when dealing with Company's Securities / UPSI. Such processes, if followed, would ensure compliance to regulatory norms.

The employees and Insiders shall endeavor to preserve the confidentiality of UPSI and to prevent misuse of such information by ensuring due compliance to the Code. The employees and Insiders are committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all applicable laws and regulations.

APPLICABILITY

This Code, to the extent applicable, shall cover the Designated Persons (and their Immediate Relatives) and Insiders of the Company.

1.1 DEFINITIONS

(1) For the purposes of this Code, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:-

- (a) "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992) as amended or modified from time to time.
- (b) "**Board of Directors**" means the board of directors of the Company, at any given time.
- (c) "**CA 13**" means Companies Act 2013, as amended from time to time.
- (d) "**Chinese Walls**" means the mechanisms and practices adopted by the Company to ensure that all Unpublished Price Sensitive Information being handled within the Company is handled on a need to know basis and no UPSI is communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations or as

permitted under this Code;

- (e) **“Compliance Officer”** means any senior officer, designated so and reporting to the Board of Directors, or head of organization in case board is not there, 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 the implementation of this Code under the overall supervision of the Board of Directors.

Explanation – For the purpose of this definition, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e., balance sheet, profit and loss account, and statement of cash flows.

- (f) **“Connected Person”** means, -

- (i) any person who is or has been, during the six months prior to the concerned act, associated with the Company, in any capacity, directly or indirectly, including by reason of frequent communication with its officer, or by being in any contractual, fiduciary or employment relationship, or by being a Director, officer or an employee of the Company or holds any position including a professional or business relationship, whether temporary or permanent, with the Company that allows such a person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons unless the contrary is established, -
 - (a) A Relative of Connected Persons specified in sub-clause (i) above; 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 a 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 asset management company of a mutual fund or 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 CA 13; or
 - (h) An official or an employee of a self-regulatory organization recognized or authorized by SEBI; 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 the Company or his Relative or banker of the Company, has more than ten per cent. of the holding or interest; or
- (k) A firm or its partner or its employee in which a Connected Person specified in sub-clause (i) above is also a partner; or
- (l) a person sharing household or residence with a Connected Person specified in sub-clause (i) above.

(g) “Designated Persons”¹ shall include –

- (i) Directors of the Company;
- (ii) Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company;
- (iii) Employees upto two levels below Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the Company or ability to have access to Unpublished Price Sensitive Information.

Provided that an employee of the Company three levels or more below the Chief Executive Officer shall not be deemed to be a Designated Person on account of any vacancy arising at the first or second level below the Chief Executive Officer, unless such employee is promoted to a first or second level position or is performing the functions that an employee at the first or second level below the Chief Executive Officer of the Company would have performed;

- (iv) All Promoters and members of the Promoter Group of the Company;
- (v) Employees of the Company and its material subsidiaries designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by the Board of Directors ;
- (vi) Any support staff of the Company such as IT staff or secretarial staff who have access to Unpublished Price Sensitive Information;
- (vii) Such other persons as the Compliance Officer may notify from time to time basis seniority and professional designation or basis role and criticality of function that may entail such person to have availability of UPSI.

(h) “Director(s)” means the member of Board of Directors of the Company as in force from time to time.

(i) “Generally Available Information” means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

¹ Regulation 9(4) of SEBI PIT.

- (j) **"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.
- (k) **"Insider"** means any person who is:
- (i) a Connected Person, or
 - (ii) in possession of or having access to Unpublished Price Sensitive Information.
- (l) **"Key Managerial Personnel" / "KMP"** mean key managerial personnel as defined in CA 13 and designated as KMPs by the Company.
- (m) **"Promoter"** shall have the meaning assigned to it under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (n) **"Promoter Group"** shall have meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (o) **"Relative"** shall mean the following:
- (i) spouse of the person;
 - (ii) parent of the person and parent of its spouse;
 - (iii) sibling of the person and sibling of its spouse;
 - (iv) child of the person and child of its spouse;
 - (v) spouse of the person listed at sub-clause (iii); and
 - (vi) spouse of the person listed at sub-clause (iv).
- (p) **"SEBI"** means the Securities and Exchange Board of India.
- (q) **"SEBI LODR"** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.
- (r) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof.
- (s) **"Takeover Regulations"** means the SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- (t) **"Trading"** means and includes subscribing, redeeming, switching, buying, selling, dealing, creation/invocation/revocation of a pledge or agreeing to subscribe, redeem, switch, buy, sell, deal in any Securities, and "trade" shall be construed accordingly.
- (u) **"Trading day"** means a day on which the recognized stock exchanges are open for Trading.
- (v) **"Unpublished Price Sensitive Information" or "UPSI"** means any information, relating to the

Company (which expression shall, for the avoidance of doubt, include its subsidiaries) 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.

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

- a. '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 as amended from time to time.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of Paragraph A of Part A of Schedule III of SEBI LODR.

Explanation 2- For identification of events enumerated in this clause as Unpublished Price Sensitive Information, the guidelines for materiality referred at Paragraph A of Part A of Schedule III of the SEBI LODR as may be specified by SEBI from time to time and materiality as referred at Paragraph B of Part A of Schedule III of the SEBI LODR shall be applicable.

Words denoting the singular shall include the plural and vice versa and words denoting masculine gender shall include reference to feminine or neuter gender.

Words and expressions used and not defined in this Code but defined in the Regulations, the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or CA 13 and rules and regulations made thereunder shall have the meanings respectively assigned to them in such legislations.

Unless the context otherwise requires employee shall mean employee of the Company and its subsidiaries.

CHAPTER – 2
RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

2.1 COMPLIANCE OFFICER AND HIS ROLE IN PREVENTION OF INSIDER TRADING

- 2.1.1 Company Secretary of the Company or any other person as designated by the Board of Directors, shall act as the Compliance Officer and shall be responsible for setting forth policies, pre-clearing, disclosure of trades and such other functions as may be delegated by the Board of Directors or as required under applicable laws as well as the implementation of this Code under the overall supervision of the Board of Directors.
- 2.1.2 ²The Compliance Officer shall report to the Board of Directors and shall provide reports to the Chairman of the Audit Committee on quarterly basis, with respect to the changes in Designated Persons, the details of Trading Plans received, pre- clearance given, any reported violation of the Regulations or this Code and / or such other additional reports as may be required by the Board of Directors (at its discretion) from time to time.

2.2 COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- 2.2.1 ³No Insider shall communicate, provide or allow access to any Unpublished Price Sensitive Information, relating to the Company or its Securities, to any person including other Insiders except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- 2.2.2 ⁴Any person in receipt of Unpublished Price Sensitive Information pursuant to a Legitimate Purpose shall be considered an Insider for purposes of this Code and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations and this Code.
- 2.2.3 ⁵No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to the Company or its Securities , except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- 2.2.4 ⁶Notwithstanding anything contained in Clauses 2.2.1 & 2.2.3 above, Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
- (i) entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors is of informed opinion that sharing of such information is in the best interests of the Company;
 - (ii) not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute

² Clause 1 of Schedule B under Regulation 9 of SEBI PIT

³ Clause 2 of Schedule B under Regulation 9 & Regulation 3(1) of SEBI PIT

⁴ Regulation 3(2B) of SEBI PIT

⁵ Regulation 3(2) of SEBI PIT

⁶ Regulation 3(3) of SEBI PIT

Unpublished Price Sensitive Information is disseminated to be made generally available at least two Trading 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.

2.2.5 ⁷For the purpose of aforesaid Clause 2.2.4, 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 mentioned under Clause 2.2.4, and shall not otherwise Trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

2.2.6 ⁸Digital Database- The Board of Directors shall ensure that a structured digital database is maintained containing the nature of Unpublished Price Sensitive Information and names of such persons or entities, as the case may be, who have shared the information and also the names of such persons with whom information is shared under this Clause 2.2 along with the Permanent Account Number and if the same is not available, then Aadhar number or passport number/ any other identifier authorized by law. The Digital database shall be maintained internally and not be outsourced.

For the purpose of the above clause, the Managing Director & CEO, being the head of the Company shall ensure that structured digital database is maintained 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 Company, in structured digital database may be done not later than 2 (two) calendar days from the receipt of such information.

2.2.7 ⁹The Board of Directors / Managing Director & CEO shall ensure that the structured digital database is preserved for a period of not less than 8 (eight) years after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information shall be preserved till the completion of such proceedings.

2.2.8 The Compliance Officer will seek quarterly compliance confirmation from all the Department Heads of the Company regarding confirmation to compliance requirements under this Policy. Format of Compliance Certificate is enclosed as **Annexure-A**.

2.3 TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

2.3.1 ¹⁰No Insider shall Trade in Securities of the Company, when in possession of Unpublished Price Sensitive Information:

Explanation - When a person who has Traded in Securities has been in possession of Unpublished Price Sensitive Information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

⁷ Regulation 3(4) of SEBI PIT

⁸ Regulation 3(5) of SEBI PIT

⁹ Regulation 3(6) of SEBI PIT

¹⁰ Regulation 4(1) of SEBI PIT

Provided that the Insider may Trade in the following circumstances: –

- (i) the transaction is an off-market *inter-se* transfer between Insiders who were in possession of the same Unpublished Price Sensitive Information without being in breach of Clause 2.2 above and both parties had made a conscious and informed trade decision;

Provided that such Unpublished Price Sensitive Information was not obtained under Clause 2.2.4 of this Code.

- (ii) the transaction is to be 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 Clause 2.2 above and both parties had made a conscious and informed trade decision;

Provided that such Unpublished Price Sensitive Information was not obtained by either person under Clause 2.2.4 of this Code.

- (iii) the transaction in question is to be carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

- (iv) the transaction in question is to be undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

- (v) in the case of non-individual Insiders: –

- (a) the individuals who were in possession of such Unpublished Price Sensitive Information are different from the individuals taking Trading decisions and such decision-making individuals are not in possession of such Unpublished Price Sensitive Information when they take the decision to Trade; and

- (b) appropriate and adequate arrangements are in place to ensure that the Regulations and this Code 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;

- (vi) the Trades are pursuant to a Trading Plan set up in accordance with Clause 3.4 of this Code.

- 2.3.2 ¹¹In the case of Connected Person the onus of establishing, that they were not in possession of Unpublished Price Sensitive Information, shall be on such Connected Persons and in other cases, the onus would be on SEBI.

¹¹ Regulation 4(2) of SEBI PIT

CHAPTER – 3
PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

3.1 TRADING WINDOW

- 3.1.1 ¹²The Company shall specify a trading period, to be called “Trading Window”, for Trading in the Company’s Securities by the Designated Persons. 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 Unpublished Price Sensitive Information, and shall communicate the closure of the trading window to all Designated Persons. Such closure shall be imposed in relation to such Securities to which such Unpublished Price Sensitive Information relates. Designated Persons and their Immediate Relatives shall not Trade in Securities when the trading window is closed. The Trading Window may not be closed for UPSI not emanating from within the Company.
- 3.1.2 The trading window shall be closed from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee of the Company and Board of Directors meeting shall be as narrow as possible and preferably on the same day to avoid leakage of material information. Employee stock options may be exercised when the trading window is designated as closed.
- 3.1.3 The trading window restrictions mentioned in this clause 3.1 shall not apply in respect of:
- (a) Transactions specified in sub-clauses (i) to (iv) and (vi) of the proviso to Clause 2.3.1 of this Code and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer in accordance with this Code and compliance with the respective regulations made by SEBI;
 - (b) transactions which are undertaken in accordance with respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time; and
 - (c) transmission of shares, provided that the disclosure requirements contained under this Code shall continue to remain applicable on such transmission of shares.
- 3.1.4 ¹³The time for re-opening of 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 48 hours after the information becomes generally available.
- 3.1.5 ¹⁴Subject to Clause 3.1.3, all Designated Persons (including their Immediate Relatives) shall Trade in the Securities of the Company only when the trading window is open and after procuring pre-clearance (as mentioned under Form II) in accordance with clause 3.2 of this Code, or as per an approved Trading Plan.

¹² Clause 4 of Schedule B under Regulation 9 of SEBI PIT

¹³ Clause 5 of Schedule B under Regulation 9 of SEBI PIT

¹⁴ Clause 6 of Schedule B under Regulation 9 of SEBI PIT

3.2 PRE- CLEARANCE OF TRADES

3.2.1 ¹⁵Where any transaction has been pre-cleared in accordance with this Clause 3.2, the Designated Persons and their Immediate Relatives shall execute the Trade within 7 (seven) Trading Days of the pre-clearance of the transaction and where any transaction has been approved with any additional restrictions, the same shall be executed within the above time in accordance with the additional restrictions specified. If the Trade is not executed within the aforesaid 7 (seven) Trading Days period after the approval is given, the Designated Persons must get the transaction pre-cleared again.

3.2.2 Application for pre-clearance should be submitted to Compliance Officer and Compliance Officer shall dispose-off / clear the application within 1 (one) Trading Day from the receipt of the application. However, if no communication is received from the Compliance Officer within 1 (one) Trading Day, the application for pre-clearance shall be deemed to be rejected.

In case, the applicant is not satisfied with the decision of the Compliance Officer or no communication is received within 1 (one) Trading Day of submitting the application, he may appeal to the Chairman of the Company immediately, who shall dispose-off such appeal within 1 (one) Trading Day of the receipt of such application and the Chairman's decision shall be final and binding on the applicant.

The Compliance Officer shall have a right to revoke any clearance granted to any transaction or add further additional restrictions to any clearance, before the relevant transaction has been executed.

3.2.3 Trades of the **Compliance Officer and** Executive Directors which require pre-clearance in terms of the above shall be approved by the Chairman of the Company and the responsibilities with regard to Compliance Officer shall lie on the Chairman *mutatis mutandis*. Further, in such case the decision of Chairman of the Company shall be final and non-appealable.

3.2.4 ¹⁶Pre-clearance of Trades would be applicable wherever Designated Persons (and their Immediate Relatives) intend to deal in the Securities of the Company, when the trading window is open, and the value of the proposed Trades, whether in one transaction or a series of transactions over any calendar quarter, exceeds Rs. 1,00,000 cumulatively, provided that in such case, the Designated Persons must intimate particulars of the Trade to the Compliance Officer within 1 (One) Trading Day of execution of such Trade with a confirmation that deal was not done while in possession of any UPSI.

3.2.5 All applications for pre-clearance shall be made to the Compliance Officer in '**Form II**', indicating the estimated number of Securities that Designated Persons and/or their Immediate Relatives intend to Trade in and details of depository with which he/she has a depository account and such other details as may be required by any rule made by the Company in this behalf.

3.2.6 ¹⁷An Undertaking under '**Form II**' shall be executed in favour of the Company by such

¹⁵ Clause 9 of Schedule B under Regulation 9 of SEBI PIT

¹⁶ Clause 6 of Schedule B under Regulation 9 of SEBI PIT

¹⁷ Clause 8 of Schedule B under Regulation 9 of SEBI PIT

Designated Persons (including their Immediate Relatives) who intend to deal in the Securities of the Company to the effect that the applicant for pre-clearance is not in possession of any UPSI.

3.2.7 ¹⁸The following formats are forming part of the Code of the Company to monitor compliance with the Regulations (to be submitted by Designated Persons and/or their Immediate Relatives):-

- (i) Application for Pre-clearance of Trades (**Ref Form II**);
- (ii) Reporting of Trades executed/not executed after securing pre-clearance and for reporting level of holdings in Securities (**Ref Form III**). Such disclosure(s) shall be submitted to the Company/Compliance Officer within 7 (seven) trading days of execution / non- execution of pre-cleared trades; and
- (iii) Annual disclosure of holding as on March 31 (**Ref Form IV**). These details have to be submitted to the Company/Compliance Officer within 30 days from the end of each financial year.

3.2.8 No pre-clearance shall be required for exercise of employee stock options (irrespective of any number or value) granted by the Company. It is clarified for the avoidance of doubt that pre-clearance shall still be required for exercise of cashless employee stock options (if any) No pre-clearance shall also be required for transmission of shares.

However other requirements as to disclosures shall be applicable on receipt of Securities pursuant to exercise of employee stock options.

3.3 CONTRA TRADING

3.3.1 ¹⁹All Designated Persons and their Immediate Relatives who buy or sell any number of Securities of the Company shall not enter into a contra trade or opposite transaction during the next six months following the prior transaction.

²⁰However, buying of shares pursuant to exercising of employee stock options and then selling of those shares within a period of six months shall not be deemed to a contra trade provided such Trade does not violate this Code and the Regulations. Transmission of shares shall also not be subject to the contra trade restrictions.

3.3.2 ²¹In case the sale of Securities is necessitated by factors such as a personal emergency, the contra trade restriction may be waived by the Compliance Officer, after recording in writing his/her reasons in this regard, provided such relaxation does not violate the Regulations.

3.3.3 If a contra trade is executed by a Designated Person (or their Immediate Relatives), inadvertently or otherwise, in violation of this Clause 3.3, the profits from such Trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection

¹⁸ Clause 11 of Schedule B under Regulation 9 of SEBI PIT

¹⁹ Clause 10 of Schedule B under Regulation 9 of SEBI PIT

²⁰ Clause 10 of Schedule B under Regulation 9 of SEBI PIT

²¹ Clause 10 of Schedule B under Regulation 9 of SEBI PIT

and Education Fund administered by it under the Act.

- 3.3.4 Any acquisition of securities by way of rights issue, follow-on public offer (FPO), offer for sale (OFS), bonus issue, share split, merger/amalgamation, demerger, would not attract restriction of contra trade, provided the initial transaction of disposal was completed in accordance with the Regulations. Further, any disposal of securities by way of buy back, open offer, exit offer, merger/amalgamation etc. would not attract restriction of contra trade, provided the initial transaction of acquisition was completed in accordance with the Regulations.

3.4 TRADING PLAN

- 3.4.1. A trading plan is a plan which gives an option to Insiders who may be perpetually in possession of Unpublished Price Sensitive Information and enabling them to Trade in Securities in a compliant manner subject to the below mentioned clauses (a “**Trading Plan**”).
- 3.4.2. ²²Every Insider shall be entitled to formulate a Trading Plan as per ‘**Form I**’ and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out on his behalf in accordance with such plan.
- 3.4.3. ²³Such Trading Plan shall:
- (i) not entail commencement of Trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan.
 - (ii) not entail overlap of any period for which another Trading Plan is already in existence. In this regard, the Compliance Officer to check the validity of the existing Trading Plans before approving the new Trading Plans to avoid over lapping;
 - (iii) set out the following parameters for each Trade to be executed:
 - (a) either the value of Trade to be effected or the number of Securities of the Company proposed to be Traded;
 - (b) nature of the Trade;
 - (c) either specific date or time period not exceeding five consecutive Trading Days;
 - (d) price limit, that is an upper price limit for a buy Trade and a lower price limit for a sell Trade, subject to the range as specified below:
 - (1) for a buy Trade: the upper price limit shall be between the closing price on the day before submission of the Trading Plan and upto twenty per cent higher than such closing price;
 - (2) for a sell Trade: the lower price limit shall be between the closing price on the

²² Regulation 5(1) of SEBI PIT

²³ Regulation 5(2) of SEBI PIT

day before submission of the Trading Plan and upto twenty per cent lower than such closing price.

Explanation:

- (1) While the parameters in sub-clauses (a), (b) and (c) above shall be mandatorily mentioned for each Trade, the parameter in sub-clause (d) shall be optional.
- (2) The price limit in sub-clause (d) shall be rounded off to the nearest numeral.
- (3) Insider may make adjustments, with the approval of the Compliance Officer, in the number of Securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of Trading Plan and the same shall be notified on the stock exchanges on which Securities of the Company are listed.

(iv) not entail Trading in Securities for market abuse.

3.4.4. ²⁶The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the Regulations and is also entitled to seek express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. Additionally, the Trading Plan of the Compliance Officer shall be reviewed by the Managing Director of the Company.

3.4.5. ²⁴The requirement of pre-clearance of Trades (prescribed under Clause 3.2 of this Code) and trading window norms (prescribed under Clause 3.1 of this Code) shall not be applicable for Trades executed as per an approved Trading Plan. It is clarified herein that the restrictions on contra trade (prescribed under Clause 3.3 of this Code) shall remain applicable even on Trades carried out in accordance with an approved Trading Plan.

3.4.6. ²⁵Once satisfied, the Compliance Officer shall approve or reject the Trading Plan within two trading days of receipt of the Trading Plan and notify the same to the stock exchange(s) on which the Securities of the Company are listed, on the day of approval.

3.4.7. ²⁶The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any Trade in the Securities outside the scope of the Trading Plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the Trading Plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a Trade under sub-clause (iii)(d) of Clause 3.4.3, the Insider shall execute the Trade only if the execution price of the Security is within such limit. If price of the Security is outside the price limit set by the Insider, the Trade shall not be executed.

²⁴ Proviso to Regulation 5(3) of SEBI PIT

²⁵ Regulation 5(5) of SEBI PIT

²⁶ Regulation 5(4) of SEBI PIT

3.4.8. In case of non-implementation (full/partial) of Trading Plan due to either reasons enumerated in Clause 3.4.6 above 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 of the Company in the immediate next meeting. The Audit Committee of the Company shall decide whether such non-implementation (full/partial) was bona fide or not.
- (iii) The decision of the Audit Committee of the Company 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 of the Company does not accept the submissions made by the Insider, then the Compliance Officer shall take action against the Insider as per this Code.

3.5 CHINESE WALLS

²⁷The Company shall ensure adherence of the appropriate Chinese Walls procedures and processes mentioned herein:-

- a) Areas of the Company which routinely have access to Unpublished Price Sensitive Information, shall be considered “restricted areas” and be separated from those areas which deal with sale/marketing/investment advice or other departments providing support services, considered “public areas” by a Chinese Wall.
- b) The employees in the “restricted area” shall not communicate any Unpublished Price Sensitive Information to anyone in the “public area”.
- c) The employees within the “restricted area” shall share/ communicate the Unpublished Price Sensitive Information with other employees within the “restricted area” only on a “need to know” basis and for Legitimate Purposes.
- d) In exceptional circumstances, an Insider may “cross the wall” and share confidential information only on “need to know” basis criteria in furtherance of their Legitimate Purposes, performance of duties or discharge of legal obligations. Insiders / employees shall ensure that any breach of the Chinese Walls principles contained under this Code is reported to the Compliance Officer as soon as the existence of such breach comes to the knowledge of such Insider /employee.
- e) Files/data containing Unpublished Price Sensitive Information shall be kept secure.
- f) Computer/system which contains Unpublished Price Sensitive Information must have

²⁷ Clause 2 of Schedule B under Regulation 9 of SEBI PIT

adequate security of all the files and folders or login through a password with complete audit trail of activities.

CHAPTER – 4

DISCLOSURE OF TRADING

- 4.1** ²⁸All Designated Persons/ Insiders/ Promoters/ members of the Promoter Group/ Directors / Key Managerial Personnel and/or their Immediate Relatives, and any other person for whom such person takes Trading decisions, are required to disclose the details of Trading in the Securities of the Company in the formats prescribed by SEBI (annexed herewith) to the Compliance Officer, wherever applicable, as per Clause 4.2, 4.3 and 4.4 of this Code given below.

Explanation: The disclosures of Trading in Securities shall also include Trading in derivatives of Securities (if permitted by law) and the traded value of the derivatives shall be taken into account for the purposes of this Chapter.

4.2 ²⁹**Initial Disclosures**

- (a) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of Promoter Group, shall disclose the details of his/her holding (including that of their Immediate Relatives) of Securities of the Company in 'Form B' (annexed herewith) as on the date of appointment or becoming a Promoter, to the Company / Compliance Officer **within seven (7) days** of such appointment or becoming a Promoter.

4.3 ³⁰**Continual Disclosures**

- (a) Every Promoter, member of Promoter Group, Designated Person, Director of the Company shall disclose, to the Company/Compliance Officer the number of Securities acquired or disposed of by them (including by their Immediate Relatives) in 'Form C' (annexed herewith), **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 Rs. 10,00,000/- (Rupees Ten Lacs)**;
- (b) The Company shall notify the particulars of such Trading to the stock exchange on which the Securities of the Company are listed in 'Form C' (annexed herewith) **within two (2) Trading Days** of receipt of the disclosure or from becoming aware of such information.

Explanation — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified in sub-clause (a) above.

- (c) ³¹(i) Every Insider shall report off-market *inter-se* Trades with another Insider who is in possession of same UPSI, as detailed under the proviso to Clause 2.3.1 of this Code, to the Company **within two working days** in 'Form C' (annexed herewith).
- (ii) The Company shall notify the particulars of such trades to the stock exchange on which the Securities of the Company are listed **within two Trading Days** from receipt of the disclosure or from becoming aware of such information.

²⁸ Regulation 6(1) of SEBI PIT

²⁹ Regulation 7(1) of SEBI PIT

³⁰ Regulation 7(2) of SEBI PIT

³¹ Proviso to Regulation 4(1)(i) of SEBI PIT

4.4 ³²Disclosures by other Connected Persons

The Company may, at its discretion, require any other Connected Person or class of Connected Persons to make disclosures of holdings and Trading in Securities of the Company in **Form D** and at such frequency as may be determined in order to monitor compliance of the Regulations and this Policy.

4.5 ³³The Company, through the Compliance Officer, shall maintain records of all the declarations given and disclosure made under this Code for a minimum period of 5 (five) years in such form as may be specified by SEBI.

³² Regulation 7(3) of SEBI PIT

³³ Regulation 6(4) of SEBI PIT

CHAPTER - 5
CODE OF FAIR DISCLOSURE

5.1 ³⁴**Code of Fair Disclosure**

- 5.1.1 The Board of Directors has formulated, 'a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information', including therein policy for determination of Legitimate Purpose, which is set out in "**Schedule A**" of this Code.
- 5.1.2 The Code of Fair Disclosure and every amendment thereto shall be promptly intimated by the Company/Compliance Officer to the stock exchange(s) where the Securities of the Company are listed.

³⁴ Regulation 8 of SEBI PIT

CHAPTER - 6
CODE OF CONDUCT

6.1 Code of Conduct

6.1.1 ³⁵The Board of Directors shall ensure that the Chief Executive Officer or Managing Director of the Company, through this Code, regulate, monitor and report Trading by the Designated Persons and their Immediate Relatives towards achieving compliance with the Regulations.

6.1.2 ³⁶The Compliance Officer of the Company is designated by the Board of Directors to administer the Code and other requirements of the Regulations.

6.1.3 ³⁷Designated Persons and their Immediate Relatives shall be governed by this Code.

6.1.4 ³⁸Designated Persons shall be required to disclose names and Permanent Account Number and if the same is not available then Aadhar Number or Passport Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:

(a) Immediate Relatives;

(b) persons with whom such Designated Person(s) shares a material financial relationship; and

(c) Phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one time basis. An undertaking (**Ref Form E**) to be provided by Designated Persons in this regard, forms part of the Code.

Explanation – 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 from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm’s length transactions.

³⁵ Regulation 9(1) of SEBI PIT and Regulation 9A(3) of SEBI PIT

³⁶ Regulation 9(3) of SEBI PIT

³⁷ Clause 3 of Schedule B of Regulation 9 of SEBI PIT

³⁸ Clause 14 of Schedule B under Regulation 9 of SEBI PIT

³⁹**CHAPTER - 7**
INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

- 7.1 Formulation of mechanism for prevention of Insider Trading** - ⁴⁰The Chief Executive Officer or Managing Director of the Company shall put in place adequate and effective system of internal controls through this Code, to ensure compliance with requirements of the Regulations to prevent insider trading.

For this purpose, the Chief Executive Officer or Managing Director of the Company or Compliance Officer may hire external agencies for monitoring Trading in Securities by Designated Persons / Insiders of the Company.

7.2 INTERNAL CONTROLS

- 7.2.1 ⁴¹The internal controls shall include the following:

- a) all employees who have access to Unpublished Price Sensitive Information are identified as Designated Persons;
- b) all the Unpublished Price Sensitive Information shall be identified and kept confidential as per the requirements of the Regulations and this Code;
- c) the Insiders shall ensure adequate restrictions on communication or procurement of Unpublished Price Sensitive Information as per the requirements of the Regulations and this Code;
- d) maintaining of list of all persons, including Designated Persons, with whom Unpublished Price Sensitive Information is shared and confidentiality agreements shall be signed or notice shall be served to all such persons;
- e) all other relevant requirements specified under the Regulations shall be complied with; and
- f) the Compliance Officer shall periodically conduct a process review to evaluate effectiveness of such internal controls.

- 7.2.2 ⁴²The Audit Committee of the Company shall review compliance with the provisions of the Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

- 7.2.3 ⁴³The Company shall make employees aware of its Whistle-Blower Policy to enable them to report instances of leak of Unpublished Price Sensitive Information.

³⁹ Regulation 9A of SEBI PIT

⁴⁰ Regulation 9A(1) of SEBI PIT

⁴¹ Regulation 9A(2) of SEBI PIT

⁴² Regulation 9A(4) of SEBI PIT

⁴³ Regulation 9A(6) of SEBI PIT

CHAPTER - 8
VIOLATIONS OF THE REGULATIONS / CODE OF CONDUCT

- 8.1** Any Insider or Designated Person who Trades in Securities of the Company or communicates any UPSI in contravention of the Regulations and this Code may be penalised by SEBI and appropriate action may be taken by the Audit Committee/ Board of Directors of the Company.
- 8.2** ⁴⁴Without prejudice to the powers of SEBI under the Act, any Insider /Designated Person who violates the Regulations, this Code, as applicable, shall also be subject to disciplinary actions by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc. as may be decided by the Board of Directors.
- 8.3** ⁴⁵In case any violation of this Code is observed, the Compliance Officer shall promptly inform the stock exchanges where the Securities of the Company are traded of such violations, in such manner as may be specified by SEBI from time to time.
- 8.4** ⁴⁶The action by the Company shall not preclude SEBI or stock exchanges from taking any action in case of violation of the Regulations.
- 8.5** ⁴⁷The Company shall vide its policy on 'Consequences Management' initiate appropriate inquiries on becoming aware of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information and inform the Board of Directors promptly of such leaks, inquiries and results of such inquiries.
- 8.6** Retaliation for reporting suspected violations of this Code is strictly prohibited.
- 8.7** An employee who reports any alleged violations of the Regulations or this Code in accordance with the 'Informant' mechanism provided under Chapter III-A of the Regulations, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination, irrespective of whether the information is considered or rejected by SEBI or if the employee is eligible for a 'Reward' under the Regulations.

⁴⁴ Clause 12 of Schedule B under Regulation 9 of SEBI PIT

⁴⁵ Clause 13 of Schedule B under Regulation 9 of SEBI PIT

⁴⁶ Regulation 10 of SEBI (PIT)

⁴⁷ Regulation 9A(5) of SEBI PIT

CHAPTER – 9
MISCELLANEOUS

- 9.1** The Board of Directors shall be empowered to amend, modify, and interpret this Code.
- 9.2** The Code is the internal policy of the Company to regulate Designated Persons/ Insiders and ensure compliance with the requirements given under the Regulations to prevent insider trading. It is however the responsibility of each Designated Person/ Insider to ensure compliance with the provisions of the Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any Designated Person/ Insider, of the Regulations or other related laws.
- 9.3** In the event of any conflict between the provisions of this Code and the applicable law (including the SEBI PIT), the provisions of the SEBI PIT would prevail.

ANNEXURES / FORMS / SCHEDULES

FORM I
TRADING PLAN

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 5]

To
Board of Directors / Compliance Officer Fortis Healthcare Limited
Fortis Hospital, Sector 62 Phase VIII, Mohali-160062

I hereby submit the following trading plan with respect to dealing in securities of the Company:

Sn.	Particulars	Details
1.	<i>Full Name</i>	
2.	<i>Designation / Relationship with the Company / Immediate Relative / trading or dealing decision taker</i>	
3.	<i>*Period of Plan</i>	
4.	<i>PAN No.</i>	
5.	<i>Address</i>	
6.	<i>Details (Date, Number / value and Type) of trades / deals done during six months before the date of this trading plan application by the Insider</i>	
7.	<i>Name of Depository Participant and details of DP ID & Client ID</i>	
8.	<i>Type / Nature of trading / dealing</i>	
9.	<i>Number and percentage of Securities / voting rights / derivatives held, if any, at the time of submitting the Trading Plan</i>	
10.	<i>Number or approximate aggregate value (as per latest available current market price) of Securities /derivatives to be traded / dealt and expiry of such derivatives, if any</i>	
12	<i>Specific dates / periods, if any fixed, for trade / deal, not exceeding five consecutive trading days</i>	
13.	<i>Price Limits for the trade / deal (Specify upper price limit in case of a buy trade and lower price limit in case of a sell trade)#</i>	

13.	<i>Whether the proposed transaction will be through stock exchange or off-market trade</i>	
14.	<i>Other Details, if any</i>	

** Trade should commence only after one hundred and twenty calendar days from the public disclosure of the Plan.*

This disclosure is optional. If this price limit is specified, then the trade shall only be executed if the execution price of the security is within such limit. If price of the security is outside the price limit, the trade shall not be executed.

I hereby undertake that

- (a) I will execute the transaction as per duly approved Trading Plan on the dates / intervals as specified in the plan, which shall not exceed five consecutive trading days.
- (b) In the event that any Unpublished Price Sensitive Information at the time of formulation of the Trading Plan has not become generally available at the time of commencement of implementation of the plan, 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 generally available;
- (c) I have not contravened / will not contravene any provisions of the Code as notified by the Company from time to time;
- (d) I have made complete and true disclosures in the matter.
- (e) In case any of the above is found to be incorrect/partially correct, I shall be liable for the consequences prescribed under the Code and applicable laws and any profit made from the trade shall be returned to the Company for onward deposit with Investor Protection and Education Fund.
- (f) Trading plan shall not entail overlap of any period for which another trading plan is already in existence.
- (g) Trading plan shall not entail trading in securities for market abuse.
- (h) I will only execute the trades pursuant to the trading plan in compliance with the applicable laws and regulations prescribed by SEBI and the internal codes/policies of the Company.

Place:

Signature:

Date:

Name:

NB: The trading plan once approved shall be irrevocable and the insider 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.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

OFFICE USE ONLY APPROVAL / DIS-APPROVAL

This is to inform you that your (Name - _____)
Trading Plan dated _____ for dealing in:

<i>Number or aggregate value of Securities / derivatives</i>	
<i>Specific dates / intervals, if any fixed, for trade / deal</i>	
<i>Price limit for the trades, if any set</i>	

is hereby approved/disapproved

Conditions (if any)

--

For **Fortis Healthcare Limited**

Place:

Date:

Compliance Officer

FORM II
PRE-CLEARANCE OF TRADES

To
Board of Directors / Compliance Officer Fortis Healthcare Limited
Fortis Hospital, Sector 62 Phase VIII, Mohali-160062

Re: Application for pre-clearance for trades in the Securities of the Company

With reference to the Policies/ Code of Conduct for Prevention of Insider Trading of the Company, I, the undersigned, seek your approval to trade in _____ *Securities / voting rights / derivatives* of the Company.

STATEMENT OF HOLDINGS OF DESIGNATED PERSONS AT THE TIME OF PRE-CLEARANCE

Sn.	Particulars	Details
1	<i>Full Name</i>	
2	<i>Designation & Department / Relationship with the Company / Immediate Relative / trading or dealing decision taker</i>	
3	<i>PAN No.</i>	
4	<i>Address</i>	
5	<i>Details (Date, Number / value and Type) of trades / deals done during six months before the date of this pre-clearance application</i>	
6	<i>Name of Depository Participant and details of DP ID & Client ID</i>	
7	<i>Type / Nature of trading / dealing</i>	
8	<i>Number and percentage of Securities / voting rights / derivatives held, if any, at the time of submitting the pre-clearance</i>	
9	<i>Number of Securities /derivatives to be traded / dealt and expiry of such derivatives, if any</i>	
10	<i>Approximate Aggregate Value of trade / deal to be effected (as per latest available Current market price)</i>	
11	<i>Whether the proposed transaction will be through stock exchange or off-market trade</i>	
12	<i>Other Details, if any</i>	

As required by the Code, I hereby undertake that –

- (a) I have no access to nor do I have any information that could be construed as “Unpublished Price Sensitive Information” as defined in the Code as on the date of signing this undertaking;

- (b) 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 trading in the Securities of the Company until such information becomes generally available;
- (c) I shall execute the trade(s), that has been pre-cleared, within a period of seven trading days from the approval. If the trade(s) is not executed within the aforesaid seven trading days’ period, I shall duly inform the Compliance Officer regarding the same in the format prescribed under the Code and refrain from executing the trade until the same is pre-cleared again.
- (d) I shall not execute a contra trade within a period of six months from the executed trade.
- (e) I have not contravened any provisions of the applicable rules and regulations prescribed by SEBI and the Code as notified by the Company from time to time;
- (f) I hereby undertake not to transact in securities in the sanctioned period in case trading window is declared closed subsequently.
- (g) I have made a full and true disclosure in the matter.

In the event of any statement made above is found to be untrue or in the event of my failure to comply with the assurance and undertaking given by me as above, I shall assume total responsibility for any consequences whatsoever including by way of penalties, claims, damages, expenses and losses arising as a result of such failure.

In case any of the above is found to be incorrect/partially correct, I shall be entitled to the consequences under the Code and applicable laws and any profit made from the trade shall be returned to the Company for onward deposit with Investor Protection and Education Fund.

Place:
Date:

Signature:
Name:

FOR OFFICE USE ONLY PRE-CLEARANCE ORDER

This is to inform you that your (Name - _____) request
dated _____ for trading in _____
(nos.) of _____

Securities / derivatives of the Company is approved / disapproved. Please note that the said transaction must be completed within seven trading days from the date of this order.

Conditions (if any)

[illegible]

For **Fortis Healthcare Limited**

Place:

Date:

Chairman / Compliance Officer

FORM III
REPORTING OF EXECUTION / NON-EXECUTION OF PRE-CLEARED TRADES

To
Board of Directors / Compliance Officer Fortis Healthcare Limited
Fortis Hospital, Sector 62 Phase VIII, Mohali-160062
Name:
Designation:
Department:

With reference to the Insider Trading Policy / Code of Conduct of the Company please find below details of execution / non-execution of pre-cleared trades dated _____:

Sn.	Particulars	Details
1	<i>Full Name</i>	
2	<i>Designation & Department / Relationship with the Company / Immediate Relative / trading or dealing decision taker</i>	
3	<i>Number and percentage of Securities / voting rights / derivatives held, if any, before above-dated pre-clearance/trades</i>	
4	<i>Number of Securities /derivatives for which pre-clearance was obtained</i>	
5	<i>Name of Depository Participant and details of DP ID & Client ID through which trades have been executed (if applicable)</i>	
6	<i>Number and percentage of Securities / voting rights / derivatives held, if any, after execution of pre-cleared trades (if applicable)</i>	
7	<i>Reasons for variation including non-execution of pre-cleared trades, if applicable</i>	
8	<i>Date of execution of trades (if applicable)</i>	

Place:
Date:

Signature:
Name:

FORM IV
ANNUAL STATEMENT OF SHARES / SECURITIES HELD IN THE COMPANY

To
The Compliance Officer Fortis Healthcare Limited Fortis Hospital, Sector 62 Phase VIII, Mohali-
160062

Dear Sir / Madam,

Re: Annual Statement of shares / Securities held in the Company

Sn.	Particulars	Details
1	<i>Full Name</i>	
2	<i>PAN no.</i>	
3	<i>CIN / DIN (if applicable)</i>	
4	<i>Address with contact nos.</i>	
5.	<i>Securities held as on the first day of the Financial Year (i.e. 1st April)</i> <i>[Number of Securities & %]</i>	
6.	<i>Purchase/ Sale /Pledge during the financial year</i>	
7.	<i>No. of security held as on last day of the Financial Year (i.e. 31st March)</i> <i>[Number of Securities & %]</i>	
8	<i>Open Interest of the Future/Option contracts held as on the first day of the Financial Year (i.e. 1st April)</i> <i>[Number of units (contracts lot size) & Notional value in Rupee terms]</i>	
9	<i>Purchase/ Sale/Pledge of Future/Option during the financial year</i>	
10	<i>No. of Future/Options held as on last day of the Financial Year (i.e. 31st March)</i> <i>[Number of units (contracts lot size) & Notional value in Rupee terms]</i>	

Place:
Date:

Signature:
Name:
Designation:

‘FORM B’
INITIAL DISCLOSURE
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(1)(b) read with Regulation 6(2)]

Name of the Company:

ISIN of the Company:

Details of Securities held on appointment as Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of Promoter Group of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN / DIN & address with contact nos.	Category of Person (Promoters / member of Promoter Group/KMP / Directors / Immediate Relatives to/ others etc.)	Date of appointment as Director / KMP OR Date of becoming Promoter or member of Promoter Group	Securities held at the time of becoming Promoter / member of Promoter Group or appointment of Director / KMP		% of shareholding
			Type of Security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.	No.	
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 Promoter Group of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held at the time of becoming Promoter or member of Promoter Group or appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter or member of Promoter Group or appointment of Director/KMP		
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

Place:

Date:

Signature:

Name:

Designation:

'FORM C'

CONTINUAL DISCLOSURE

SEBI (Prohibition of Insider Trading) Regulations, 2015

**[Proviso to Regulation 4(1)(i), 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, member of Promoter Group, Designated Person or Director of the Company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2), as applicable

Name, PAN, CIN / DIN, & address with contact nos.	Category of Person (Promoters/ members of Promoter Group Designated Person / Directors/ immediate relative to/ others etc.)	Securities held prior to acquisition/ disposal	Securities acquired/Disposed	Securities held post acquisition/ disposal	Date of allotment advice/ acquisition of shares/ disposal of shares, specify	Date of intimation to company	Mode of acquisition / disposal (on market/ public / rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed

		Type of security (For e.g.— Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of security (For e.g.— Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.	Value	Transaction Type (Purchase/Sale/Pledge/Revocation/Invocation Others—please specify))	Type of security (For e.g.— Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of Trading in derivatives on the securities of the Company by Promoter, member of Promoter Group, Designated Person, or Director of the Company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2) as applicable

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name &

Signature:

Designation:

Date:

Place:

'FORM D'

**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

N a m e , P A N , C I N / D I N , & a d d r e s s w i t h c o n t a c t n o s . o f o t h	C o n n e c t i o n w i t h t h e C o m p a n y	Securities held prior to acquisition /disposal	Securities acquired/Disposed	Securities held post acquisition/ disposal	Date of allotment advice/ acquisition of shares/ disposal of shares specify	D a t e o f i n t i m a t i o n t o c o m p a n y	Mode of acq u i s i t i o n / d i s p o s a l (o n m a r k e t / p u b l i c / r i g h t s/ p r e f e r e n t i a l o f f e r / o f m a r k e t / I n	Exc h a n g e o n w h i c h t h e t r a d e w a s e x e c u t e d
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e r c o n n e c t e d p e r s o n s a s i d e n t i f i e d b y t h e c o m p a n y													te r- se tr a n s f e r, E S O P s e t c.)	
		Type of secu rit y (For eg. – Shar es, War ran ts, Con ver tible Deb ent ures, Righ ts entit leme nt,et c.)	N o . a n d % o f s h a r e h o l d i n g	Type of secu rit y (For eg. – Shar es, War ran ts, Con ver tible Deb ent ures, Righ ts entit leme nt,et c.)	N o .	V a l u e	Tr a n s a c t i o n T y p e (P u rc h a s e / S a l e / P l e d g e / R e v o c	Typ e of secu rit y (For eg. – Shar es, War rant s , Con verti ble Deb ent ures , Righ ts entit lem ente tc.)	N o . a n d % o f s h a r e h o l d i n g	F r o m	T o			

							at io n / In v o c a t io n, O t h e r s- pl e a s e s p e c i f y)							
1	2	3	4	5	6	7	8	9	1 0	1 1	1 2	1 3	1 4	1 5

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of Trading in derivatives on the securities of the Company by other Connected Persons as identified by the Company

Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchan ge on which the trade was execute d
Type of contrac t	Contract specificat ions	Buy	Sell	

		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name:

Signature:

Place:

'FORM E'-UNDERTAKING

In terms of Clause 14 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015 and Clause 3.2.9 of the Code, I _____, S/o or D/o

_____, R/o. _____, a Designated Person (as defined in the Code), hereby disclose the following:

List of my Immediate Relatives and their details:

S . N o .	*Particulars	Name	PAN or where PAN is not available, then Aadhar or Passport number/any other identifier authorized by law	Phone/ mobile numbers
1	Myself			
2	Spouse			
3	Father			
4	Mother			
5	Brother			
6	Sister			
7	Son			
8	Daughter			
9	Spouse's Father			
10	Spouse's Mother			
11	Spouse's Brother			
12	Spouse's Sister			
13	**Person(s) with whom you share Material Financial Relationship, not in ordinary course			

**Those who are either dependent financially or consults you in taking decisions relating to trading in securities*

***Any person who is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months from you, equivalent to at least 25% of your annual income, excluding those made on arm's length transaction basis*

Further, below are my additional details as required under the Regulations:

Names of Educational Institutional from which graduated	Course/Degree	Year of passing out

Names of Past Employers	Period	Designation

I hereby undertake that I will keep the Company informed by email at myhr@fortishealthcare.com / secretarial@fortishealthcare.com about any changes in above-mentioned details till one year post my transfer date / resignation date / last working day.

Date:
Place:

Signature:
Name:

SCHEDULE A

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

1. Head - Investor Relations, for the time being in employment of the Company shall act as “Chief Investor Relation Officer” to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
2. The Company to make prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
3. The Company would ensure uniform and universal dissemination of Unpublished Price Sensitive Information like publication of policy(s) related to Dividend, if any, inorganic growth pursuits, etc. to avoid selective disclosure, thereby providing equality of access to such price sensitive information to all concerned.
4. Post making the Unpublished Price Sensitive Information public i.e. dissemination to the stock exchange(s), if required and as deemed appropriate, the ‘Head - Corporate Communications’ will intimate the same to media. Further, the Chief Investor Relation Officer will disseminate such information to investors and analysts as well.
5. The Company shall promptly disseminate Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
6. The Company through the Chairman, Vice Chairman, CEO, CFO, Compliance Officer, Chief Investors Relations Officer and Head Corporate Communications shall jointly and/or severally provide appropriate and fair responses to queries on news reports and requests for verification of market rumors by regulatory authorities as per the Policies of the Company.
7. The Chief Investor Relations Officer would ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
8. The Chief Investor Relations Officer shall ensure that best practices are developed to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences and to host such transcripts, etc. on the official website to ensure official confirmation and documentation of disclosures made as per the SEBI LODR.
9. The Company to ensure that all Unpublished Price Sensitive Information is handled and shared only on a need-to-know basis.
10. ⁴⁸Determination of legitimate purpose

For the above purpose of this Code, the term “legitimate purpose” shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, Employees of Promoters/ Promoter Group as notified by the Board of Directors or any

⁴⁸ Regulation 2A of SEBI PIT

committee or Key Managerial Personnel from time to time, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

Annexure-A
COMPLIANCE CERTIFICATE

(Certificate confirming compliance to for the Quarter ended on

**To
MD & CEO
Fortis Healthcare Limited**

I, _____, **(Insert Name & Designation)** of the Company, hereby confirm that Unpublished Price Sensitive Information (UPSI), if any, that is shared by me / my team, within or outside the organisation during the quarter ended _____, was duly recorded in the Structured Digital Database portal (SDD) maintained in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 read with any amendment(s) and circulars issued by Stock Exchange(s) from time to time.

In the context of the above and to the best of my knowledge as on the date of this certificate, there has been due compliance with SDD requirements, except such information as provided in **'Part-A'** annexed to this Certificate.

Name:
Department:
Date:

Part- A

Sr. No.	Name & PAN of Person who have shared the information	Natur e of UPSI	Purpose of Sharing	Name & PAN of Person with whom information is shared	Date & time of Sharing