

Policy for Prevention of Insider Trading

[In Terms of SEBI (Prohibition of Insider Trading) Regulations, 1992]

1.Introduction

This **policy** aims to define and establish **DR.Agarwal's Eye Hospital Limited** (herein after referred to as "the Company), position and rules with respect to:

- **Prevention** of Insider trading of securities;
- **Maintenance** of confidentiality of Price Sensitive Information; and
- **Adherence** to Securities and Exchange Board of India's ('SEBI') applicable guidelines by all Connected or Deemed Connected persons including Director, Officer and Designated Employee for prevention of Insider trading.

2.Objective

The Company is committed to the preserving the confidentiality and preventing the **misuse of any un-published price sensitive information**. The Company is further committed to adherence to all applicable laws and regulations set forth by the Securities and Exchange Board of India ("SEBI") or the Stock Exchange with regards to prevention of Insider trading. Trading on insider information is not only illegal, but also tarnishes Company's corporate credibility. The Company is committed to ensuring transparency and fairness in dealing with all stakeholders of the Company. Any appearance of impropriety, however inadvertent, on the part of anyone connected or deemed to be connected with the Company could seriously harm the Companies reputation, besides invoking penalties and disciplinary actions from the Regulatory Authorities. The purpose of this document is to elucidate and inform to all Connected or any Deemed Connected persons to the Company that they have a responsibility and duty to preserve the confidentiality of all price sensitive information obtained in the course of his or her day to day operations and association with the Company. No Connected or Deemed Connected person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. To achieve these objectives, the Company hereby notifies that this policy be followed by all Connected or Deemed Connected persons of the Company.

3.Definitions

Definitions of some of the key terms used in this policy are given below:

- i. **"Company"** means DR.Agarwal's Eye Hospital Limited and its Group Companies;
- ii. **"Insider Trading"** means when insiders use unpublished price sensitive information to arrive at securities trading/dealing (including buying as well as selling) decisions, the action is referred to as insider trading;
- iii. **"Insider"** means any person who is or was a **"Connected Person"** or a **"Deemed Connected Person"** and who is reasonably expected to have access to unpublished price sensitive information in respect of securities of the Company or who has received or has had access to such unpublished price sensitive information;
- iv. **"Connected Persons"** means any person who is:
 - A Director of the Company;
 - An Officer or Designated Employee of the Company;
 - Has a professional or business relationship with the Company, such that he/she may be reasonably expected to have access to price sensitive information in relation to the company, which includes but not limited to the Legal Advisors, Solicitors, Auditors, Consultants and Tax Advisors;
- v. **"Deemed Connected Persons"** means and includes:
 - Dependent family members of Connected Persons;
 - Any group Company, Company under the same management of the Company;
 - Bankers of the Company;
 - Merchant banker, share transfer agent, registrar to an issue, portfolio manager, investment advisor, sub-broker or any employee thereof having a fiduciary relationship with the Company;

- Trustees of any trust the beneficiaries of which include any of the Connected Persons;
 - Trustees of any trust who are conferred with the Power of Attorney to act on behalf of beneficiaries in respect of securities of the Company;
 - Any person who was a Connected Person, whether temporary or permanent six months prior to an act of insider trading;
 - Any other person or category of persons mentioned in Regulation 2 of the SEBI (Prohibition of Insider trading) Regulations, 1992.
- vi. **"Dependent Family Members"** shall mean spouse, dependent parents and dependent children and any other person dependant on the Officer and Designated Employee;
- vii. **"Officer of a Company"** means any person as defined in clause (30) of section 2 of the Companies Act, 1956 (1 of 1956) including an auditor of the Company;
- viii. **"Designated Employee"** shall mean:
- Officer/employee comprising the top three tiers of the Company management, and include Directors, Vice President and General Managers including Executive Secretary or Personal Assistant attached with every such officer/ employee ;
 - Manager and above in the Finance, Accounts, Secretarial and Corporate Communications departments;
 - Such employees designated and notified by the Compliance Officer from time to time with the approval of the Managing Director;
- ix. **"Dealing in Securities"** means an act of subscribing, buying, selling or agreeing to subscribe, sell or deal in any securities either as principal or agent;
- x. **"Price Sensitive Information"** shall mean any information which relates directly or indirectly to Company and which if published is likely to materially affect the price of securities of Company.

The following shall be deemed to be price sensitive information:

- Ø Declaration of financial results.
- Ø Issue of securities by way of public/right/bonus etc.
- Ø Major expansion plans or execution of new projects.
- Ø Amalgamation, mergers, takeovers and buy back.
- Ø Disposal of whole or substantial part of the undertaking.
- Ø Any changes in plans, policies or operation of the company.

- xi. **"Unpublished"** means information which is not published by the Company or its agents and is not specific in nature.
- xii. **"Compliance Officer"** means an officer appointed by the Board for the purpose of monitoring, observing, educating the employees, setting forth the policies and administration of the procedure under the overall supervision of the Managing Director of the Company in relation to Compliance with this policy.

Words and expressions not defined in these Regulations shall have the same meaning as contained in SEBI (Prohibition of Insider Trading) Regulations, 1992 or the Securities and Exchange Board of India Act, 1992.

4. Policy For Prevention Of Insider Trading For DR.Agarwal's Eye Hospital Limited

A Compliance Officer

The Compliance Officer shall report to the Corporate Governance Committee of the Company on matters relating to prevention of Insider trading as specified in the policy. His duties should include the following:

- Ø He shall be responsible for monitoring implementation of the policy under the overall supervision of the Corporate Governance Committee/Board;
- Ø He shall maintain a record of Designated employees and any changes made to the list of Designated employees;

Ø He shall assist all the employees in addressing any clarification regarding the "Company's Policy on Prevention of Insider Trading" and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

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

Ø He shall maintain a record of prohibited period specified from time to time;

Ø He shall ensure that prohibited period is intimated to all concerned at least 24 hours before the commencement of the said period;

Ø He shall maintain records of all the declarations submitted in the appropriate form given by the Directors, Officers and Designated Employees;

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

Ø He shall place details of the dealing in the securities by Directors/Officer /Designated Employees before the Corporate Governance Committee on quarterly basis.

B. Preservation Of "Price Sensitive Information"

Maintenance Of Confidentiality

Ø All Connected and Deemed Connected persons including, Directors, Officers and Designated Employees of the Company shall maintain the confidentiality of all unpublished price sensitive information;

Ø Such persons shall also not pass on such information to any person directly or indirectly by means such as making a recommendation for the purchase or sale of securities etc.

Ø 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 such information to discharge their duties.

Ø All files, whether electronic or manual, containing confidential information shall be kept secure.

C. Prohibition On Dealing, Communication Or Counseling On Matters Relating To Insider Trading

No insider when in possession of unpublished price sensitive information shall:

Ø Either on his behalf or on behalf of any other person deal in securities on the company;

Ø Communicate or counsel directly or indirectly, any unpublished information to/from any person.

D. Restrictions And Procedure For Directors, Officers And Designated Employees While Dealing In Company Securities

Prohibition In Dealing In Securities Other Than During A Valid Trading Window

All Directors, Officers and Designated Employees shall conduct all their dealings in the securities of the Company only in a valid trading window within the threshold limit prescribed and shall not deal in any transactions involving the purchase or sale of the Company's securities during the period when the trading window is closed.