

**SURAKSHA DIAGNOSTIC LIMITED - CODE OF PRACTICES AND PROCEDURE
FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION (UPSI) AND CODE OF CONDUCT TO REGULATE, MONITOR
AND REPORT TRADING UNDER WITH SEBI (PROHIBITION OF INSIDER
TRADING) REGULATIONS, 2015**



**SURAKSHA DIAGNOSTIC
LIMITED**

**CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”) AND
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I. INTRODUCTION

The Securities and Exchange Board of India (SEBI) has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Insider trading means ‘trading in ‘Securities’ of a Company by its Directors, Employees or other ‘Insiders’ based on ‘Unpublished Price Sensitive Information’. Such activities by Insiders erode the investors’ confidence in the integrity of the management and are unhealthy for the capital markets. The PIT Regulations prohibits an insider of a Company to deal in the securities of such Company while in possession of any unpublished price sensitive information. The PIT Regulations also prohibits an insider to ‘communicate, counsel or procure’, whether ‘directly or indirectly’, any unpublished price sensitive information to any person including insiders, who while in possession of such information may ‘deal’ in the securities of the Company listed or proposed to be listed. Every Director, Officer, Designated Employee of the Company has a duty to safeguard the confidentiality of all the information obtained during the course of his /her employment at the Company.

II. SCOPE AND PURPOSE

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all the stakeholders and in ensuring adherence to all laws and regulations.

To achieve these objectives, the Company hereby notifies Suraksha Diagnostic Limited, Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information (“UPSI”) and Code of Conduct to Regulate, Monitor and Report Trading Under With SEBI (Prohibition Of Insider Trading) Regulations, 2015, hereinafter be referred to as “Code of PIT”.

This Code of Conduct has been made pursuant to Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (herein referred as Regulations) as amended and may be modified by the Board of Directors of the Company from time to time.

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III. PRINCIPLES ADOPTED

- i. 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.
- ii. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- iii. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- iv. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- v. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. (Note: The Company shall not comment on every market rumour. If Stock Exchange requests, the Company shall submit its response to the market rumour).
- vi. Ensuring that information shared with analysts and research personnel is not un-published price sensitive information.
- vii. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- viii. Handling of all un-published price sensitive information on a need-to-know basis.

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IV. DEFINITIONS

For the purpose of this Code of Conduct –

- a) **“Company”** means Suraksha Diagnostic Limited.
- b) **“Committee”** means the Audit Committee constituted by the Company which inter-alia will also look after the implementation of these Regulations.
- c) **“Chief Investor Relations Officer”** means the senior officer possessing the requisite qualification as mentioned in the Regulations and appointed by the Board of Directors of the Company to deal with dissemination of information and disclosure of UPSI in fair manner from time to time.
- d) **“Compliance Officer”** means any senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

Explanation - “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.

- e) **“Connected Person”** means:-
 - i. any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers 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.

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- 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 clause (i); or
 - b) a holding Company or associate Company or subsidiary Company; or
 - c) an intermediary viz. stock-broker, sub-broker, share transfer agent, banker to an issue, trustee of trust deed, registrar to an issue, merchant banker, underwriter, portfolio manager, investment adviser and such other intermediary who may be associated with securities market 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 Companies Act, 2013; or
 - h) an official or an employee of a self-regulatory organization recognised 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 sub-clause (i) of clause (d) is also a partner; or
 - l) person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

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- f) "**Dealing in securities**" means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent;
- g) "**Designated Employees**" means all members of Board of Directors and one level below the Board i.e all the designated Key Managerial Personnel and/or such other employees who may be so designated from time to time by the Company for the purpose of this Code of Conduct and who may be able to have access to any 'price sensitive information' as defined in the Code of Conduct.
- h) "**Designated Person**" means a Director/Officer/Designated employees of the Company and professional firms such as auditors, accountancy firms, law firms, analysts, consultants etc. assisting or advising the Company and such other person or persons whomay be so designated by the Company from time to time for the purpose of this Code of Conduct.
- i) "**Generally available information**" means information that is accessible to the public on a non- discriminatory and shall not include unverified event or information reported in print or electronic media.
- 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:-
- i. Designated persons including designated employees;
 - ii. Any person who is or was connected with the Company or is deemed to have been connected with the Company.
 - iii. Any person who is in receipt of unpublished price sensitive information in course of the "legitimate purpose"; and
 - iv. Any other person who is reasonably expected to have access to unpublished price sensitive information in respect of securities of a Company or who has received or has/had access to such unpublished price sensitive information.
- l) "**Legitimate purpose**" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners,

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collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

- m) **“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 during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.
- n) **“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)
- o) **“Trading”** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- p) **“Trading Day”** means a day on which the recognized stock exchanges are open for trading;
- q) **"Trading Window"** means a trading period for trading in Company's Securities as specified by the Company from time to time.
- r) **"Unpublished Price Sensitive Information" or “UPSI”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -
- i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;

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- v. changes in key managerial personnel; and
- vi. material events in accordance with the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015.

V. APPLICABILITY OF THIS CODE

This Code of Conduct will be applicable to Directors/KMPs/Officers/Designated Persons/Designated Employees/ Auditors/ Registrars & Share Transfer Agents/ Merchant Bankers/ Solicitors & Advocates/ Consultants and their relatives as defined herein.

VI. DUTIES OF COMPLIANCE OFFICER

- i. The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairperson of the Audit Committee, or to the chairperson of the Board of Directors at such frequency as may be stipulated by the Board of Directors, but not less than once in a year.
- ii. Prescribing procedures for various activities referred to in the Code.
- iii. Monitoring adherence to the regulations for the preservation of UPSI, Grant of pre-clearance approvals to the Designated Persons for dealings in the Company's Securities by them / their Dependents and monitoring of such dealings.
- iv. Maintenance of a record of prohibited periods specified from time to time.
- v. The Compliance Officer shall assist all the Employees in addressing any clarifications regarding the Regulations and this Code.
- vi. Determination of trading window closure and re-opening periods.
- vii. Seeking declarations from the applicant towards possession of UPSI and its accuracy.
- viii. The compliance officer shall approve and publicly disclose the trading plan presented to him/her by the insider after which trades may be carried out on behalf of the insider in accordance with such plan.

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- ix. The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of the regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- x. In case any UPSI is in possession of an insider at the time of formulation of trading plan, the compliance officer shall confirm that unless such unpublished price sensitive information becomes generally available, the commencement of any trading plan shall be deferred.
- xi. The compliance officer shall notify the trading plan to the stock exchanges on which the securities of the Company are listed.
- xii. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors/ officers / designated employees for a minimum period of five years.
- xiii. Compliance of policies, procedures, maintenance of records, preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the regulations under the overall supervision of the board of directors of the listed company.
- xiv. Ensuring that information shared with Analysts and Research Personnel is not UPSI.
- xv. Ensure that appropriate and fair response is given to queries on news reports and requests for verification or market rumours' by regulatory authorities.
- xvi. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- xvii. Where there is a violation of regulations, the compliance officer or the company shall immediately inform SEBI about such violation.

VII. PUBLICATION OF THE CODE

This Code upon its adoption by the Board of Directors of the Company shall be uploaded on the Company's website and any updates hereto shall be promptly reflected

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on the Company's website.

VIII. PRESERVATIONS OF "PRICE SENSITIVE INFORMATION"

All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of the duties or to discharge the legal obligations.

Need to know basis: means that UPSI 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 the information.

All non-public price sensitive information directly received by any employee should immediately be reported to the head of the department.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- a) an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company; or
- b) not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute 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 and the same to be adequate and fair and to cover all relevant and material facts.

However, 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 purposes as stated above and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

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IX. TRADING IN COMPANY SECURITIES

A. No Insider shall trade in the Company's securities at any time when he/she is in possession of any unpublished price sensitive information. Such Insider shall also maintain the confidentiality of all price sensitive information and:

- i) shall not pass on any price sensitive information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company:
- ii) shall not communicate any unpublished price sensitive information to any person except 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 the information; and
- iii) shall not communicate or counsel any unpublished price sensitive information to any person who, while in possession of such unpublished price sensitive information, shall not deal in the securities of the Company except communication required in the ordinary course of business or profession or employment or under any law.

B. An Insider who has traded in securities while in possession of unpublished price sensitive information, may prove his innocence by demonstrating the circumstances including the following:

- 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 Regulation 3 of Code of PIT and both parties had made a conscious and informed trade decision;

Provided that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such

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information

- ii) the transaction was 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 regulation 3 of Code of PIT and both parties had made a conscious and informed trade decision;
- iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction; and
- iv) the transaction in question was 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 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 were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached.

X. CHINESE WALL

To prevent the misuse of confidential information the Company shall adopt a “**Chinese Wall**” policy which separate those areas of the Company which routinely has access to the confidential information viz. Legal, Finance, Strategy, Secretarial departments regarded

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as the “insider areas” from those areas which deal with sales/marketing/investing advise or other departments providing support services, considered “public areas”.

- a) The employees in the inside areas shall not communicate any UPSI to anyone in the public area.
- b) In exceptional circumstances employees from the public area may be brought “over the wall” and given confidential information on the basis of “need to know” criteria after the approval of the relevant head of the departments.

XI. TRADING PLAN

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company 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.

The Trading Plan shall;

- a) not entail commencement of trading on behalf of the insider earlier than 120 calendar days from the public disclosure of the plan;
- b) not entail overlap of any period for which another trading plan is already in existence;
- c) set out following parameters for each trade to be executed;
 - i. either the value of trade to be effected or the number of securities to be traded;
 - ii. nature of the trade;
 - iii. either specific date or time period not exceeding five consecutive trading days;
 - iv. 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:
 - a. 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;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.
- d) not entail trading in securities for market abuse.

The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled

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to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

The 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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

The Compliance Officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

XII. TRADING RESTRICTIONS

The Designated Persons and immediate relatives shall be subject to trading restrictions in the following manner:

(A) Trading Window

The trading window will be closed during the time the price sensitive information is unpublished and shall open 48 hours after the publication of the price sensitive information.

The trading window shall be, inter alia closed at the time of:

- a) Declaration of Financial Results (Quarterly, Half Yearly and Annual).
- b) Declaration of Dividends (interim and final).

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- c) Issue of Securities by way of public/rights/bonus etc.
- d) Any major expansion plan or execution of new project.
- e) Amalgamation, mergers, takeovers and buy back.
- f) Disposal of the whole or substantially the whole of the undertaking.
- g) Any changes in policies, plans or operations of the Company.
- h) Any such matter / event which the Compliance Officer deem price sensitive information.

Trading window may be closed during such time in addition to the above period as may be deemed fit from time to time.

(B) Restriction on Trading

No Designated Person shall conduct any dealing in the securities of the Company during the closure of the Trading Window.

(C) Pre-clearance of Trades

- i. All Designated Persons of the Company intending to deal in the securities of the Company exceeding the threshold limit of 25,000 equity shares or INR 5.00 lakhs in value or 1% of the total holding of the Company, whichever is lower, will have to make an application to the Compliance Officer in **Form A** as attached for pre-clearance of the transaction.
- ii. An undertaking in **Form B** shall also be executed in favour of the Company by designated person incorporating, inter-alia, the following clauses, as may be applicable:
 - a) That the designated person does not have any access to or has not received "Price Sensitive Information" up to the time of signing the undertaking.
 - b) That in case designated person has access to or receives "Price Sensitive Information" after the signing of the undertaking but before execution of the transaction, he will inform the same to the Compliance Officer & would refrain from dealing in the securities of the Company till the time such information becomes public.
 - c) That he has not contravened this Code of Conduct.

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- d) That he has made a full and true disclosure in the matter.
- iii. Only after receiving the clearance in **Form C**, the transaction should be carried out.
- iv. The execution of the order in respect of the security of the Company will have to be completed not more than seven trading days of approval or pre-clearance failing which Fresh pre-clearance would be needed for the trades to be executed. The Designated Person or his/ her Dependent shall file within 2 (two) trading days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed **Form D**. In case the transaction is not undertaken, a report to that effect shall be filed.
- v. Designated person who is permitted to trade shall not execute a contra trade for six months from the date of entering into transaction. The Compliance 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.
- vi. Where any contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be surrendered for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- vii. The investment in securities will have to be held for a minimum period of 180 days from the date of purchase/actual allotment.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

XIII. REPORTING AND DISCLOSURE REQUIREMENTS

All Designated Persons will have to disclose their interest or holding in shares of the Company to the Compliance Officer in the following manner:-

A. Initial Disclosure

Every Key Managerial Personnel or a Director and Promoter of the company on his appointment shall disclose in prescribed format (Refer **Form E**) (as prescribed or amended by SEBI, from time to time) 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.

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B. Continual Disclosure

Every Promoter, member of the promoter group, designated person and Director of the Company shall disclose to the Company the number of such securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten Lakh) in **Form F** (as prescribed or amended by SEBI, from time to time).

Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information

C. Disclosures by other connected persons

The Compliance Officer at his/her discretion may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company as and when he/she deems fit in order to monitor compliance with these Regulations in the format set out in **Form G** (as prescribed or amended by SEBI, from time to time).

D. Annual Disclosure and Continual Disclosure

Designated persons shall be required to disclose names and Permanent Account 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
- 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.

E. Reporting to the Board and maintenance of disclosure

The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of Audit Committee/Board of Directors at such frequency as may be stipulated by the Board of Directors but not less than once in a year.

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XIV. MAINTENANCE OF STRUCTURED DIGITAL DATABASE

- i. The Company will maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under this Code of Conduct read with the Regulations, along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.
- ii. The said digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non- tampering of the database.

XV. PENALTY

- a) Every Designated Person shall be individually responsible for complying with the provisions of this Code of Conduct (including to the extent the provisions hereof are applicable to his/ her immediate Relatives).
- b) The Designated Person who contravenes the Code of Conduct shall be penalised and shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension etc.
- c) The Company shall promptly inform the SEBI regarding any violation of the Code of Conduct.
- d) The action by the Company shall not preclude the SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended.
- e) Further Non -Adherence to any of the Clause as mentioned in this Policy will attract penalty of twenty-five thousand rupees and which may extend to five lakh rupees as prescribed under Section 188 of the Companies Act, 2013, and a penalty of one lakh rupees which may extend to one crore rupees as prescribed under Section 15 HB of SEBI Act, 1992.

XVI. CODE OF FAIR DISCLOSURE

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Under Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The principles for fair disclosure, in terms of the Code adopted by the Company are as follows:

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- i. The Company shall 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.
 - ii. The Company shall make uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
 - iii. The Company Secretary shall serve as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
 - iv. The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
 - v. The Company shall make appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
 - vi. The Company shall make ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
 - vii. The Company shall make develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
 - viii. The Company shall make handle all unpublished price sensitive information on a need-to-know basis.
- XVII. The Company Secretary, will be the Compliance Officer/ Chief Investor Relation Officer (CIRO) for the purpose of this Code of Conduct.
- XVIII. All designated Persons will have to keep the files containing confidential information relating to price sensitive information fully secured. Computer files must be kept with adequate security of login and password etc.
- XIX. This Code of Conduct will be applicable to any transactions in securities of the Company exceeding 25,000 equity shares or INR 5.00 lakhs in value or 1% of the total holding of the Company whichever is lower.
- XX. The Board will be promptly informed in case it is observed that there is any violation of the regulations under which the Code has been formulated.

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- XXI. Designated Persons who trade in securities or communicate any information for trading in securities in contravention of this Code of Conduct will be penalised and appropriate action will be taken against them by the Company after giving reasonable opportunity to them to show cause. They shall also be subject to disciplinary action including wage freeze, suspension, in-eligibility for future participation in Employee Stock-option etc.
- XXII. The Compliance officer shall place before the Managing Director/Joint Managing Director, all the details of dealing in the securities by the designated persons.
- XXIII. In addition to the action which may be taken by the Company, the persons violating these Regulations will also be subject to action by SEBI as per SEBI Act. In case of any violation, the Company shall inform SEBI accordingly.
- XXIV. This Code may be modified/amended/replaced as and when necessary by the Board of Directors on recommendations of the Audit Committee or any other Committee to be formed by the Board for the purpose.

Note: This 'Code of Conduct' is subject to any further changes or amendments by Board of Directors of the Company, from time to time.

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Annexure-A

FORM A

“Form for Application/Undertaking to be made to the Compliance Officer of the Company for pre-clearance of transactions in Securities of the Company”

To
Compliance Officer
Suraksha Diagnostic Limited
12/1, Premises No. 02-0327,
DG Block, Action Area 1D,
New Town, Kolkata - 700156

Dear Sir/ Mam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading In terms of the Company’s Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015, I/We seek your approval for purchase/ sale/subscription of the securities of the Company as per the details provided below:

Name of the applicant	
Designation	
Number of securities held as on date	
Folio No. / DP ID / Client ID No.)	
The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
Proposed date of dealing in securities	
Estimated number of securities proposed to be acquired/ subscribed/ sold	
Price at which the transaction is proposed	

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Current market price (as on date of application)	
Whether the proposed transaction will be through stock exchange or off-market deal	Stock Exchange
Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

Thanking you,

Signature of the Designated Person

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Annexure-B

Date:

To,
Compliance Officer
Suraksha Diagnostic Limited
12/1, Premises No. 02-0327,
DG Block, Action Area 1D,
New Town, Kolkata - 700156

Dear Sir/ Madam,

Sub: Undertaking accompanying with Form "A"

I, (Name), (Designation) of the Company residing at _____ am desirous of dealing in _____ securities of the Company as mentioned in my pre-clearance application dated _____. I hereby undertake the following that:

- i. 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 (except for sale of shares acquired pursuant to ESOP Scheme).
- ii. I am not and do not expect to be in possession of any Unpublished Price Sensitive Information relating to the Securities at the time of the trading.
- iii. In case, I receive any Unpublished Price Sensitive Information after signing this Undertaking but before the execution of the deal, I shall inform the Compliance Officer of the change in the position and refrain from dealing in the securities till such information is made public.
- iv. I have not contravened the Company's Code of Conduct or the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended.
- v. I have made a full and true disclosure in the matter.
- vi. If approval is granted, I shall execute the deal within 7 (seven) trading days of the receipt of approval or such shorter period permitted in the approval, failing which I shall again seek pre-clearance.

Yours faithfully,

Name:
Employee No.:
CIN/DIN
Designation:
PAN:
Department:

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Annexure-C

APPROVAL/ REJECTION OF PRE- CLEARANCE

Date:

Name:

Designation:

Dear Sir/ Madam,

Sub: Approval/ Rejection of Pre-Clearance

With reference to your Application cum Undertaking for Pre-clearance dated _____, we would like to inform you that your application to purchase / sell securities of the Company is hereby approved / rejected, subject to the following provisions which you need to observe in terms of the Company's Code of Conduct or the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended while dealing in the securities:

- i. the transactions would have to be executed within 7 (seven) trading days and if the same is not executed within 7 (seven) trading days after the approval is given you would have to Pre- Clear the transactions once again;
- ii. you are not and do not expect to be in possession of any Unpublished Price Sensitive Information relating to the securities at the time of the Trading;
- iii. you have not contravened the Company's Code of Conduct or the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended.
- iv. any transactions with regard to the securities under this approval should be communicated to the Company within 2 (two) trading days of the conclusion of the transactions as pre enclosed Reporting of Trade/Transaction Form as per Form D; and
- v. you have made full and true disclosure in the matter.

Note 1: According to the Regulations, "All director's officers/ designated persons who buy or sell any number of shares of the Company cannot enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction."

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Exception:

An employee can exercise his ESOPs even if he has transacted in shares of the Company during the previous six months. However, once the shares acquired under the ESOP Scheme are sold in the market, the restriction on buying would become applicable for next six months.

Thus, after the current sell transaction, you may continue to sell shares in the market, but will not be allowed to buy for the next six months from the date of your latest sale & vice Versa.

Note 2: In case you have received any "Unpublished Price Sensitive Information" after submission of your application for sale of shares, please inform the Compliance Officer of the change in the position and refrain from trading in the Securities till such information is made public.

Thanking you,

Yours faithfully,
For Suraksha Diagnostic Limited,

Compliance Officer

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Annexure-D

REPORTING OF TRADE / TRANSACTION

Date:
To,
Compliance Officer
Suraksha Diagnostic Limited
12/1, Premises No. 02-0327,
DG Block, Action Area 1D,
New Town, Kolkata – 700156

Dear Sir/ Madam,

Sub: Reporting of Trade/ Transaction

I hereby give intimation under the Company's Code of Conduct and according to approval of pre-clearance dated, I have executed a trade/ transaction on (date).

The detail of said trade / transaction is as under:

Type of securities	No. of Securities purchased /Sold	Name of Company	Name in which Bought/Sold	Average Gross Price per Securities Contracted	DP & Client ID/ Folio No.

Further I enclose herewith copy of Contract Note for your ready reference.

I declare that the above information is correct and that no provision of the Code of Conduct and the Regulations have been violated while executing aforesaid trade / transaction.

I also declare that I have complied with the requirements of minimum period of 6 (six) months for entering into an opposite transaction in respect of said securities.

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Or

According to approval of pre-clearance dated, I have not executed a trade / transaction due to (reason of non-trading).

I will take fresh pre-clearance for trades as and when I propose to trade in securities of the Company.

Yours faithfully,

Name:
Employee No.:
CIN/DIN
Designation:
PAN:
Department:
Place:

Encl: As above

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Annexure-E

**Securities and Exchange Board of India (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 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).

Name, PAN No., CIN/DIN, & address of Promoter / Employee / Director with contact nos	Category of Person (Promoters/ KMP / Director / 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.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed	
		Type of security (Foreign - Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell			
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	

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

Signature:

Designation:

Date:

Place:

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Annexure-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**

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection with company)	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.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. - Shares, Warrants, Convertible Debenture etc.)	No.	Type of security (For eg. - Shares, Warrants, Convertible Debenture etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Name:
Signature:

Date:
Place: