

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UNPUBLISHED PRICE SENSITIVE INFORMATION**

1. Introduction:

The functioning of Vijaya Diagnostic Centre Limited (“VDCL” or the “Company”) is based on ethical business practices, absolute customer satisfaction, high integrity & good corporate governance. The Board of Directors (the Board) has adopted a code of fair disclosure (the code).

Pursuant to Regulation 8(1) of the Regulations, VDCL is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Fair Disclosure Code”). Accordingly the Board of Directors of VDCL has formulated the Fair Disclosure Code and approved the same at its meeting held on 26th May, 2021.

2. Scope

- 2.1. VDCL endeavors to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the Regulations, VDCL has adopted this Fair Disclosure Code.
- 2.2. This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stake holders.
- 2.3. VDCL is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

3. Terms and Definition:

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made there under, as the case may be or in any amendment thereto.

4. Principles of Fair Disclosure:

- 4.1. The Company shall promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.
- 4.2. (a) The Company shall uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website;
(b) Disclose press releases issued by it from time to time which are considered to be important for the general public besides putting the same on Company’s website;
(c) Put on Company’s website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.

4.3. The Compliance Officer of the Company will be the Chief Investor Relation Officer (CIRO) to deal with dissemination of information and disclosure of unpublished price sensitive information.

4.3. Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorised to do so by the Chief Investor Relations Officer (CIRO) or by the Chief Financial Officer (CFO) of the Company.

4.4. The Company shall promptly disseminate UPSI that gets disclosed selectively, in advertently or other wise to make such information generally available.

4.5. The company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities such as Stock Exchanges, etc.

(Note: The Company shall not comment on every market rumour. If Stock Exchange requests, the Company shall submit its response to the market rumour).

4.6. The Company shall ensure that information shared with analysts and research personnel is not UPSI.

4.7. The Company communicates with its Institutional shareholders through meetings with analysts and discussions between fund managers and management. The Company also participates at investor conferences from time to time. All interactions with institutional shareholders, fund managers and analysts are based on generally available information that is accessible to the public on a non-discriminative basis. Details relating to quarterly performance and financial results are disseminated to the shareholders through the press releases and uploaded on the Company's website.

4.8. The Company shall handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

5. Policy for determination of "Legitimate Purposes"

The Policy for Determination of Legitimate Purposes is being framed in compliance with the requirement stipulated under Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the Regulations), for determination of legitimate purposes.

The Policy shall form part of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct.

An insider shall not communicate or share any unpublished price sensitive information (UPSI) relating to the Company or securities listed or proposed to be listed, to any person, except in furtherance of legitimate purposes as under:

1. The sharing of UPSI shall be in the ordinary course of business.
2. The sharing of UPSI is strictly on a 'need-to-know' basis.
3. The sharing of UPSI shall be in connection with plans of the Company, relating to the operations, diversification, expansion, restructuring or discharge of legal obligations.
4. Such sharing of UPSI shall be with partners, collaborators, lenders, customers, merchant bankers, legal advisors, auditors, or other advisors or consultants.
5. The sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the Regulations.

Any person who is in receipt of UPSI pursuant to a legitimate purpose shall be deemed to be an insider for the purpose of compliance with the Regulations. Such person(s) shall be informed for the purpose of maintaining confidentiality of UPSI in accordance with the provisions of the Regulations.

6. Digital Database.

A structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such databases shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

7. Restrictions on Communication and Trading By Insiders

Company shall execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

8. The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary.