



**CODE OF PRACTICES
AND PROCEDURES
FOR
FAIR DISCLOSURE OF UNPUBLISHED
PRICE SENSITIVE INFORMATION
("UPSI")
OF
GALAXY MEDICARE LIMITED**



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1. INTRODUCTION:

In Pursuance to the Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("Insider Trading Regulations"), it is required that the Board of Directors of every Listed Company shall formulate a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information ("Code"). In compliance of the above-said regulations, the Board of Directors of Galaxy Medicare Limited has framed this Code.

2. OBJECTIVE:

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the Company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

3. DEFINITIONS:

"**Board**" means the Board of Directors of the Company

"**Chief Investors Relations Officer**" means Compliance Officer of the Company.

"**Company**" means " Galaxy Medicare Limited".

"**Compliance Officer**" for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

Unpublished Price Sensitive Information" or "UPSI" means any information, relating to a company or its securities, directly or indirectly, that is not generally available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.
- (v) Changes in Key Managerial Personnel and

Words not defined in this Fair Disclosure Code shall have the meaning ascribed to them in the Regulations.

4. PRINCIPLES OF FAIR DISCLOSURE:

1. The Company will make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company will make uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Compliance Officer of the Company shall act as Chief Investor Relations Officer ("CIRO") to deal with dissemination of information and disclosure of UPSI.
4. The Company will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that information, if shared, with analysts and research personnel are not UPSI.
7. The Company will 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.
8. The Company will handle all UPSI on a need-to-know basis.

5. SHARING OF UPSI FOR LEGITIMATE PURPOSES:

The Term 'Legitimate Purposes' 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 or Other Advisors or Consultants, provided that such sharing has not been carried out to evade or circumvent the Prohibitions of the Regulations, or of any Other Applicable Laws that may be in force for the time being. Any Person in receipt of Unpublished Price Sensitive Information Pursuant to a Legitimate Purpose shall be considered an Insider for the Purposes of the Regulations and the Company shall give due notice to such Person to maintain Confidentiality of such Unpublished Price Sensitive Information in Compliance with the Regulations.

6. ISSUE OF NOTICE TO THE RECIPIENT OF UPSI:

Any Person in receipt of UPSI Pursuant to a "Legitimate Purpose" shall be considered an "Insider" for purposes of this Code and due notice shall be given to such Persons;

- i) To make such Person aware that the information shared is or would be UPSI.
- ii) To make such Person aware of the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use of such UPSI.
- iii) To instruct such Person to maintain confidentiality of such UPSI in compliance with these Regulations.

7. DIGITAL DATABASE OF RECIPIENT OF UPSI:

The CIRO shall be responsible to maintain a Structured Digital Database of such Persons or Entities as the case may be with whom the information is shared. which shall contain the following information;

- i) Name of Such Recipient of UPSI.
- (ii) Name of the Organization or entity to whom the Recipient Represent.
- (iii) Postal Address and E-Mail ID of such Recipient.
- (iv) Permanent Account Number (PAN) or any other Identifier Authorized by Law, if PAN is not available.

The CIRO shall also be responsible to ensure that such Databases shall be maintained with Adequate Internal Controls and checks such as Time Stamping and Audit Trails to ensure Non-Tampering of such Database.



8. AMENDMENTS TO THE CODE:

The Board of Directors may review or amend this code, in whole or in part, from time to time, as per the requirements of the Companies Act, 2013 or SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other Enactments/Rules as may be Applicable.
