CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) OF DOCMODE HEALTH TECHNOLOGIES LIMITED

Introduction:

The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") on January 15, 2015.

Pursuant to Regulation 8(1) of the Regulations, Docmode Health Technologies Limited ('Docmode') is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code").

The Board of Directors of Docmode Health Technologies Limited has formulated the Fair Disclosure Code and approved the same at its meeting held on 16th January, 2023.

Scope:

Docmode Health Technologies Limited endeavors to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse.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, Docmode Health Technologies Limited has adopted this Fair Disclosure Code.

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 stakeholders.

Docmode Health Technologies Limited is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

Terms and Definition:

"Board" in relation to a company, means the collective body of the Directors of the company.

"Chief Investors Relations Officer" (CIRO) shall be the Compliance Officer and the Chief Financial Officer of the Company or in his absence, a senior officer appointed by the Managing Director of the Company deal with dissemination of information and disclosure of unpublished price sensitive information.

"Company" shall be construed as reference to Docmode Health Technologies Limited

"Compliance Officer" for the purpose of this Code shall means the Company Secretary of the Company, or in his absence, such other Senior Officer of the Company as may be authorised by the Managing Director of the Company, who is financially literate and is capable of discharging the duties of Compliance Officer under this Code.

"Connected person" means:

i. any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity 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 between himself and the company whether temporary or permanent, that allows such 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:

- An immediate relative of connected persons specified in clause (i); or
- A holding company or associate company or subsidiary company; or
- An intermediary as specified in section 12 of the Act or an employee or director thereof; or
- An investment company, trustee company, asset management company or an employee or director thereof; or
- An official of a stock exchange or of clearing house or corporation; or
- 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
- 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
- An official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- A banker of the company; or
- Concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

"Generally available information" means information related to Docmode Health Technologies Limited that is accessible to the public on a non-discriminatory basis.

"Insider" means any person who is:

i. A connected person; or
ii. in possession of or having access to unpublished price sensitive information

Unpublished Price Sensitive Information" or "UPSI" means any information, relating to the 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) intended declaration of dividends (interim and final);
(iii) change in capital structure;

(iv) mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions;
(v) changes in key managerial personnel;

Principles of Fair Disclosure:

(i) The Company shall 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.

(ii) The Company shall make, uniform and universal dissemination of UPSI to avoid selective disclosure.

(iii) The Compliance Officer of the Company is designated as Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.

(iv) The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

(v) The Company shall provide, appropriate and fair response to queries on news reports and request for verification of market rumors by regulatory authorities.

(vi) The Company shall ensure that information, if any, shared with analysts and research personnel is not UPSI.

(vii) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.

(viii) The Company shall handle all UPSI on a need-to know basis i.e., UPSI shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(ix) "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 or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

(x) Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" and due notice shall be given to such person to maintain confidentiality of UPSI in compliance with the Regulations. The Compliance Officer shall ensure that such third party is also bound by non-disclosure or confidentiality agreements which shall also mention the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of these Regulations.

(xi) The Company shall enter the details of the person or entity with whom UPSI is shared in a digital database.

(xii) The Company will also promptly intimate any amendment to this Code for Fair Disclosure to the stock exchanges, as required under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Amendment:

This Policy shall stand amended in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. In the event of any conflict between this Policy and the Applicable Law, the Applicable Law shall prevail. The Board may review and amend this Policy from time to time. Any amendment to this Policy will be in writing.