

METROPOLIS HEALTHCARE LIMITED
CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION
& POLICY FOR LEGITIMATE PURPOSE

<i>Approving Authority:</i>	<i>Board of Directors of the Company</i>
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CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION & POLICY FOR LEGITIMATE PURPOSE (“CODE”)

1. Principles of Fair Disclosure of “Unpublished Price Sensitive Information” (“UPSI”):

The Company shall follow below principles to ensure timely, fair and adequate disclosure of UPSI with respect to it or its securities which is likely to affect price of its securities:

- 1) The Compliance Officer and Chief Financial Officer shall be Chief Investor Relations Officers (CIROs) who shall be jointly responsible for the administration and dissemination of information or UPSI, which requires disclosure in compliance with this Code.
- 2) The Company will strive to make prompt public disclosure of UPSI in an accurate, fair and timely manner, that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available to the public. Such disclosure shall be subject to internal approvals and made through authorized personnel of the Company. If any such information is accidentally disclosed without such approval, the person making such disclosure shall immediately inform the CIROs.
- 3) The Company will strive to make uniform and universal dissemination of UPSI by communicating the same to the stock exchange(s) and disclosing the same on website of the Company, to avoid selective disclosures.
The Employees of the Company handling the UPSI are responsible to inform the CIROs about such UPSI, once the information becomes concrete and credible.
- 4) No one shall disclose the UPSI with anyone otherwise in compliance with this Code. If any UPSI gets disclosed selectively, inadvertently, or otherwise, then such person disclosing the UPSI shall immediately inform the CIROs about the occurrence of such event.
If it is determined that the information so disclosed is material and non-public, then the CIROs will promptly disclose such UPSI to the stock exchange(s) to make said information generally available.
- 5) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 6) Authorised spokesperson who interacts with analysts and research personnel on behalf of the Company must use the publicly available information and shall make sure that information shared with them is not UPSI.
In case any UPSI gets disclosed inadvertently, then they shall comply with paragraph 4 of this Code.

- 7) 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.
- 8) No person shall share the UPSI with any other person except on a need-to-know basis and for legitimate purpose.

While sharing the UPSI with the recipient, the recipient shall be informed that they shall maintain utmost confidentiality of UPSI and shall not trade or advise anyone to deal in securities of the Company while in possession of UPSI, until such UPSI become generally available or irrelevant/redundant and they shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. Policy for determination of Legitimate Purpose

- 1) “legitimate purpose” shall include (but not limited to) the sharing of information by an insider in following manner:
 - i. in ordinary course of business by an insider with promoters, promoter group, collaborators, lenders, underwriters, insurance brokers, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants (“Relevant Persons”), provided that such sharing of UPSI has not been carried out to evade or circumvent the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (Insider Trading Regulations).
 - ii. during the course of performance of official duties.
 - iii. pursuant to a legal or regulatory obligation owed to a third party; and
 - iv. in compliance with the provisions of Insider Trading Regulations or any other law for the time being in force applicable on sharing of information by an insider to any third person.

This shall also include any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company.

- 2) Whether sharing of UPSI for a particular instance tantamount to ‘legitimate purpose’ would entirely depend on the specific facts and circumstances of each case. Primarily, the following factors should be considered for determination of “Legitimate purpose”:
 - a. whether sharing of such information is in the ordinary course of business of the Company;
 - b. whether information is sought to be shared to evade or circumvent the prohibitions of the Insider Trading Regulations;
 - c. whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose or for execution of specific projects;
 - d. whether the information is required to be shared for enabling the Company to discharge its legal obligations;

- e. whether sharing of information to intermediaries and fiduciaries is for market sounding purposes to obtain feedback from potential / existing investors about a transaction involving the Company;
- f. whether sharing of information is pertaining to due diligence for Merger & Amalgamation or any corporate restructuring.
- g. whether the nature of information being shared is commensurate to the purpose for which access is sought to be provided to the recipient.

No person defined as an Insider under the Company's Code of Conduct for Prevention of Insider Trading shall communicate, provide, or allow access to any UPSI, relating to the Company or its securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Note: Any information shared pursuant to the above provisions, the recipient of the information shall be considered as Insider for the purpose of this Code and is expected to maintain confidentiality of such information till such information has been released by authorised representative of the Company in public domain, violation of which shall attract severe punishment/ penalty.

3. Amendments to the Code:

This Code shall be reviewed from time to time and any amendments or modifications in this Code shall be subject to the review and approval by the Board of Directors of the Company. However, the amendment in the regulatory requirements shall be binding on the Company and shall prevail over this Code, even if not incorporated in the Code.

4. Communication and Dissemination of the Code:

A copy of this Code and every amendment thereto shall be promptly intimated to the Stock Exchange(s) where the securities of the Company are listed. This Code shall also be posted on the website of the Company.
