



KASHYAP TELE-MEDICINES LIMITED

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

**In pursuant to SEBI (Prohibition of Insider Trading) Regulations,
2015 and subsequent Amendments thereof**

This code shall come into effect from 1st April, 2019

1. PREAMBLE:

The “**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**” has been formulated in pursuance to the Regulation 9 of Chapter IV of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”) and subsequent amendments thereof.

SEBI vide its Notification No. LAD-NRO/GN/2014-15/21/85, dated 15th January, 2015 has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, to be effective from 15th May, 2015. Regulation 9 of Chapter-IV of (Prohibition of Insider Trading) Regulations, 2015, provides for the formulation of a “Code of Conduct” (hereinafter referred to as the “Code”) to regulate, monitor and report trading by its employees and other connected persons towards achieving compliances with the Regulation.

KASHYAP TELE-MEDICINES LIMITED (hereinafter referred to as “the Company” or “KTML”) endeavors to preserve the confidentiality of un-published price sensitive information and to prevent the misuse of such information. To achieve these objectives, and in compliance with the aforesaid SEBI regulations, the Company hereby notifies this Code.

Any subsequent modification and/or amendments brought about by SEBI in the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

2. APPLICABILITY :

The Code was first made applicable with effective from 15th May, 2015. Further SEBI vide notification dated 31st December, 2018 has notified the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which amended the SEBI (Prohibition of Insider Trading) Regulations, 2015 to be effective from 1st April, 2019.

In compliance with the above requirements, the Company has introduced a Revised Code of Conduct for Prevention of Insider Trading (hereinafter referred to as the “Code”) w.e.f. 1st April, 2019, in supersession of the previous Code. The Designated Persons shall be governed by an internal code of conduct governing dealing of securities.

3. PURPOSE:

This document embodies the Code of Conduct for prevention of Insider Trading (“Code”) to be adopted by the Company and to be followed by Designated Persons. The Code is based on the principle that Designated Persons of the Company owns a fiduciary duty to, amongst others, the shareholders of the Company, to place the interest of the shareholders above their own and conduct their personal securities transaction in a manner that does not create any situation of conflict of interest. The Code is also intended to serve as a guiding charter for all concerned persons associated with the functioning of the Company and their dealings in Securities of the Company. Further, the Code also seeks to ensure timely and adequate disclosure Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company’s Securities.

4. DEFINITIONS:

- a.) **“Act”** means the Securities and Exchange Board of India Act, 1992.
- b.) **“Board”** means the Board of Directors of the Company.
- c.) **“Code” or “Code of Conduct”** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of **KASHYAP TELE-MEDICINES LIMITED** as amended from time to time.
- d.) **“The Company”** means **“KASHYAP TELE-MEDICINES LIMITED”**
- e.) **“Compliance Officer”** means any senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors 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.
- f.) **“Connected Person”** means:
 - I. any person who is or has during the six months prior to the concerned act been associated with the 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,
 - a) an immediate relative of connected persons specified in clause (I); or
 - b) a holding company or associate company or subsidiary company; or
 - c) an intermediary 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

g.) "Dealing in Securities" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

h.) Designated Person means Promoter & Promoter Group, KMPs, Directors, Designated Employee, connected person & their immediate relatives. Designated Employee shall include :

- i. Employees of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors.
- ii. Employees of material subsidiaries of the Company (if any) designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
- iii. Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information;
- iv. Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staffs who have access to unpublished price sensitive information.
- v. any other employee as may be determined and informed by the Compliance Officer from time to time.)

i.) "Director" means a member of the Board of Directors of the Company.

j.) "Employee" means every employee of the Company including the Directors in the employment of the Company.

k.) "Generally available Information" means information that is accessible to the public on a non-discriminatory basis.

l.) "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.

m.) "Insider" means any person who,

- I. a connected person; or
- II. in possession of or having access to unpublished price sensitive information.

- n.) **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013
- o.) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- p.) **"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- q.) **"Regulations"** shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- r.) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- s.) **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- t.) **"SEBI"** means Securities Exchange Board of India.
- u.) **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto
- v.) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- w.) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- x.) **"Unpublished Price Sensitive Information"** means: 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, delistings, disposals and expansion of business and such other transactions;
 - (v) Changes in key managerial personnel.

5. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS :-

A. Procurement Of “Price Sensitive Information”

- i.) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities 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.
- ii.) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- iii.) The information shall be shared/communicated with any person on a ‘need to know’ basis, in ordinary course of business and in discharge of legal obligations of the business.

Need to Know: “need to know” basis means that Unpublished Price Sensitive Information 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 information directly received by any employee should immediately be reported to the head of the department.

The term “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 the Regulations.

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these Regulations.

- iv.) Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
 - an obligation to make an open offer under the takeover regulations where the Board of Directors of the Listed Company is of informed opinion that sharing of such information is in the best interests of the Company; or
 - not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Listed 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 disseminate to be made generally available at least two trading days prior to the proposed transaction being effected in such a form a the board of directors may determines to be adequate and fair 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 limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

v.) The Board of Director shall ensure that a structured digital database is maintained containing the names of such person or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non –tempering of the database .

Limited access to confidential information: Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, follow the guidelines for maintenance of electronic records and systems as may be prescribed by Compliance officer from time to time in consultation with Information & Technology department of the Company.

B. Trading When in Possession of Unpublished Price Sensitive Information:

Trading is prohibited by Insiders when in possession of unpublished price sensitive information and when any such insider trades into the securities of the Company while in possession of unpublished price sensitive information, their trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

The onus of establishing that the insider was not in possession of unpublished price sensitive information shall be on them and the insider has to prove his innocence by demonstrating the circumstances as specified in the Regulations.

C. Trading Plan - Prevention Of Misuse Of “Unpublished Price Sensitive Information”:

Employees and connected persons designated on the basis of their functional role ("designated persons") in the Company shall be governed by an internal code of conduct governing dealing in securities.

a.) Trading Plan

An insider shall be entitle 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.

b.) Trading Plan shall:

- i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- iii. entail trading for a period of not less than twelve months;
- iv. not entail overlap of any period for which another trading plan is already in existence;
- v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- vi. not entail trading in securities for market abuse.

c.) The Compliance Officer shall review the Trading Plan made to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

d.) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

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.

e.) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

6. MINIMUM STANDARDS FOR CODE OF CONDUCT:

A. ROLE OF COMPLIANCE OFFICER:

- a.) The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors. The Compliance Officer shall be responsible for setting forth policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of designated persons & their immediate relatives

trade, monitoring of trades and implementation of the code of conduct under the overall supervision of the Board of Directors of the Company.

- b.) The Compliance officer shall hold the position so long as he/she is in the employment of the Company. Till such time a successor is appointed the Head of Secretarial Department or in case the Head of Secretarial Department was the Compliance Officer, Managing Director shall, in the interim period act as the Compliance Officer.
- c.) The Compliance Officer shall also have authority to demand various supporting documents, declarations, undertakings, etc. from the designated persons and other insiders as he/she may deem fit.
- d.) It shall be duty and responsibility of the designated persons and insiders to inform the Compliance Officer that they are holding the position as such and are in possession of the unpublished price sensitive information from time to time in writing. The Compliance Officer shall not be responsible for the adherence to the code and regulations if he/she is not aware of the UPSI and the insider have not made the disclosure relating to the same.
- e.) The Compliance Officer shall maintain a record of the designated persons and place the same at the immediately next Board of Directors of the Company for consideration any changes made in the list of the designated persons shall be intimated to the Board from time to time.

7. CLOSURE OF TRADING WINDOW:

The Designated Persons shall strictly conduct all their dealings in the Securities of the Company only when the Trading Window is open and no Designated Person shall deal in the Securities of the Company during the period the Trading Window is closed.

Such Designated Persons may execute trades only subject to compliance of these Regulations. Thus, a notional trading window shall be used as an instrument of monitoring trading by the designated persons.

The Trading Window for Dealing in Securities of the Company shall be closed when it is determined that the designated persons are reasonably be expected to have possession of an unpublished price sensitive information which is likely to be published in general public.

The Compliance officer in consultation with the Managing Director of the Company shall have the discretion to make the period of closure of trading window more larger in addition to above period, as he/she may deem fit from time to time after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, **however in any**

event it shall not be earlier than forty-eight hours after the information becomes generally available.

In case of Declaration of Financial Results , the 'Trading Window' shall remained closed from the end of every quarter upto the closure of 48 hours till the such unpublished price sensitive information becomes generally available in public.

The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

8. PRE-CLEARANCE OF TRADES :

Every person, to whom the code is applicable, who intends to deal in any Securities of the Company shall obtain a pre-dealing approval for the proposed transaction as per the procedure prescribed hereunder. In respect of the designated persons such pre-dealing approval would be necessary, only if the values of the proposed trade, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 Lakhs or such thresholds limit as the board of directors may stipulate from time to time.

Pre-dealing Procedure:

- i. An application may be made in the prescribed Form (**Annexure 1**) to the Compliance officer indicating the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he/she has a security account & such other details as may be required by any rule made by the company in this behalf.
- ii. An undertaking (**Annexure 2**) shall be executed in favour of the Company by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:
 - That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
 - That in case the he/she has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - That he/she has made a full and true disclosure in the matter.
- iii. The Company shall issue the Pre-Clearance Order (**Annexure-3**) on receipt of above and if deems fit to issue.

- iv. **All Designated Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given.** The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. **(Annexure 4)**
- v. If the order is not executed within seven days after the approval is given, the designated person must pre-clear the transaction again.
- vi. **All Designated Persons who is permitted to trade shall not execute contra trade during the next six months following the prior transaction.** In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- vii. With effect from 1st April, 2019; All Designated Persons shall be required to disclose names & PAN of their immediate relative, persons with whom such designated persons a material financial relationship and contact numbers on an Annual Basis or whenever such information changes. Also names of education institutions from which designated persons have graduated and names of the past employers shall be disclosed on a one time basis. **(Annexure-5)**

9. DISCLOSURE OF TRADING BY INSIDERS :

- The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
 - The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
 - The disclosures made under this Code shall be maintained for a minimum period of five years.
- a. **Initial Disclosure under Regulation 7(1)(a) & (b) read with Regulation 6(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015-**
 - i. Every promoter, member of the promoter group, Key Managerial Personnel / Director of the Company, shall disclose his /her holding of securities of the Company as on the date of these Regulations taking effect to the Compliance Officer of the Company within thirty days of these regulations taking effect *in the* prescribed **"Form A"** by SEBI which can be downloaded from the SEBI or Stock Exchange Website.

- ii. Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter *in the prescribed "Form B" by SEBI which can be downloaded from the SEBI or Stock Exchange Website.*

b. Continual Disclosure under Regulation 7(2) read with Regulation 6(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015-

- i. 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 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 lakhs or such other value as may be specified by the Board of Directors; *in the prescribed "Form C" by SEBI which can be downloaded from the SEBI or Stock Exchange Website.*

c. Disclosures required to be made under the Code:

All the Designated Persons shall file with the Compliance Officer, inter alia, the following details of their immediate relatives holdings and/or dealings in the Securities of the Company within 30 (thirty) days of the date of adoption of the Code and thereafter within 7 (seven) days from the date of event (viz. Changes in Shareholding or any other details or any New Appointment in the Company and where such appointment has been categorized into "Designated Person" and etc.).

- (a) Annual statements of all holdings in Company's securities as on end of each Financial Year in such form and manner as prescribed by the Compliance Officer (**Annexure 5**).
- (b) Any changes in shareholding since last disclosure made (**Annexure 6**);

10. DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S):

The Compliance Officer shall disclose and notify the particulars of such trading to all Stock Exchanges on which the Company is listed within 2 trading days of the receipt of intimation/disclosure by the Insiders as detailed above or from becoming aware of such information .

11. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING:

- i.) The Board of Directors of the Company have in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.
- ii.) The internal controls shall include the following:

- a) all employees who have access to unpublished price sensitive information are identified as designated employee;
 - b) all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
 - c) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;
 - d) lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
 - e) all other relevant requirements specified under these regulations shall be complied with;
 - f) periodic process review to evaluate effectiveness of such internal controls.
- iii.) The board of directors of the Company shall ensure the compliance with Regulation 9 of this Regulations.
- iv.) The Audit Committee of the company shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- v.) For inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, the information shall be informed to the Board of Directors for taking results of such inquiries and such penalties shall be imposed as may be decided by the Board of Directors.
- vi.) Any Designated Persons may report instances of leak of unpublished price sensitive information as per the process mentioned in whistle-blower policy of the Company which the same is available at the website of the Company.
- vii.) If an inquiry has been initiated by the Company in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.

12. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:

- a. Every Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- b. Any Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- c. Any Person who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

d. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015. Any violation of the said Regulations may be reported by the Compliance Officer to SEBI and report thereof shall be put before Audit Committee for consideration.

13. DISCLOSURES / AMENDMENTS:

The Company shall place the aforesaid Code on its Website and further the Board of Directors of the Company shall have the power to amend or replace the said Code as and when it becomes necessary. Also, all such amendments or modifications as may be notified by SEBI from time to time in respect to the said Regulations shall be automatically be construed as a part of this Company's Code of Insider Trading.

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
KASHYAP TELE-MEDICINES LIMITED,
Mumbai

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1.	Name of the applicant		
2.	Designation		
3.	Number of securities held as on date		
4.	Folio No. / DP ID / Client ID No.)		
5.	The proposal is for		(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	Proposed date of dealing in securities		
7.	Estimated number of securities proposed to be acquired/subscribed/sold		
8.	Price at which the transaction is proposed		
9.	Current market price (as on date of application)		
10.	Whether the proposed transaction will be through stock exchange or off-market deal		
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited		

I enclose herewith the form of Undertaking signed by me.

Yours Faithfully,

(Signature of Employee)

**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE
APPLICATION FOR PRE-CLEARANCE**

UNDERTAKING

To,
KASHYAP TELE-MEDICINES LIMITED,
Mumbai

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date: _____

Signature: _____

Name:

Designation:

* Indicate number of shares

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name: _____
Designation: _____
Place: _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
For, KASHYAP TELE-MEDICINES LIMITED

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
KASHYAP TELE-MEDICINES LIMITED,
Mumbai

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DPID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription)*.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date: _____

Signature: _____

Name:

Designation:

FORMAT OF ANNUAL STATEMENT OF HOLDING AND OTHER DETAILS BY DESIGNATED PERSONS

To,
The Compliance Officer,
KASHYAP TELE-MEDICINES LIMITED,
Mumbai

ANNUAL DISCLOSURE FOR THE FINANCIAL YEAR ENDED 31ST MARCH, _____ / DATE OF EVENT _____

I. Details relating to Designated Person:

a.	Name	
b.	Designation & Department	
c.	Permanent Address	
d.	Correspondence Address (if different from (c))	
e.	Permanent Account Number ("PAN") or any other identifier authorized by law where PAN is not available	
f.	Number of Shares	
g.	Date of Acquisition/ Date of Change in Shareholding	
h.	Folio No./ DP ID & Client ID	
i.	Phone/ Mobile No.	
j.	Name & address of the educational institutions of Graduation and above (including institutions of Post Graduation /Professional Programmes/Diploma, etc.) * (to be submitted one time only at the time of first disclosure)*	
k.	Names and addresses of all Past employers (including training)	

II. Details relating to immediate relatives:

Sr. No.	Name	Relationship	PAN or any other identifier authorized by law where PAN is not available	No of Shares Held	Folio No/ DP ID & Client ID	Phone/ Mobile No.

III. Details relating to Person with whom the designated person shares a Material Financial Relationship:

Sr. No.	Name of the Person with whom the designated person shares a Material Financial Relationship	PAN or any other identifier authorized by law where PAN is not available	Phone/ Mobile No.

IV. Declaration:

I , the undersigned , also hereby submit and declare that:

- a.) the aforesaid information be put on the Digital Database of the Company.
- b.) the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s) (if any).
- c.) I have not entered into any contra trade i.e. sell or buy any number of shares during the Six(6) months following the prior transaction and have also not taken position in derivative transactions in the shares of the company at any time.

*d.) I was not in possession of any Unpublished Price Sensitive Information during the said period.

OR

I was in possession of Unpublished Price Sensitive Information during the said period, however I have neither communicated, provided or allowed to the Unpublished Price sensitive information to any person except where the communication was in furtherance of legitimate purpose, performance of duties of discharge of legitimate obligations nor traded in such securities at the time of possession of such information.

* Strike off whichever not applicable.

Date: _____

Signature: _____

Name:

Designation:

DISCLOSURE OF CHANGE IN SHAREHOLDING

To,
The Compliance Officer,
KASHYAP TELE-MEDICINES LIMITED,
Mumbai

I, _____, in my capacity as _____ of the Company hereby submit the following details of change in holding of securities of the Company:

Name, PAN No. & address of shareholder	No. of securities held before the transaction	Receipt of allotment advice/ acquisition of /sale of securities	Nature of transaction & quantity			Trading member through whom the trade was executed with SEBI Registration No. of the TM	Trading member through whom the trade was executed with SEBI Registration No. of the TM
			Purchase	Sale	Others		

Details of change in securities held by dependent family members:

Name, PAN No. & address of shareholder and relationship	No. of securities held before the transaction	Receipt of allotment advice/ acquisition of /sale of securities	Nature of transaction & quantity			Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed
			Purchase	Sale	Others		

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I hereby declare that the above details are true, correct and complete in all respects.

Date: _____

Signature: _____

Name:

Designation: