

**NIVA BUPA HEALTH INSURANCE COMPANY LIMITED**  
**("the Company")**

**CODE TO REGULATE, MONITOR AND REPORT TRADING BY  
DESIGNATED PERSONS**

<b>Version</b>	<b>Approved Date</b>
V.01	May 10, 2024
V.02	September 30, 2024
V.03	February 04, 2025
V.04	April 2025
V. 05	July 2025

## **1. BACKGROUND**

Regulation 9(1) of the PIT Regulations requires the Company to formulate a code of conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the PIT Regulations. In compliance with the foregoing, the Code of the Company is set out below.

## **2. OBJECTIVE**

This Code aims to formulate a framework for prohibition of insider trading and to provide a code of conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons, towards achieving compliance with the PIT Regulations.

## **3. DEFINITIONS AND INTERPRETATIONS**

In this Code, the following words and expressions shall have the meanings set forth below:

- 3.1.1. Board** means the board of directors of the Company;
- 3.1.2. Company** means Niva Bupa Health Insurance Company Limited (formerly known as Max Bupa Health Insurance Company Limited);
- 3.1.3. Companies Act** means the Companies Act, 2013 and rules made thereunder, as amended from time to time;
- 3.1.4. Compliance Officer** means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under PIT Regulations 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in PIT Regulations under the overall supervision of the Board of the Company;  

Explanation: “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.
- 3.1.5. Directors** shall mean the members of the Board including the independent directors of the Company;
- 3.1.6. Designated person** shall mean such persons as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and such other persons as may be identified by the Company Secretary & Compliance Officer from time to time.
- 3.1.7. 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;
- 3.1.8. Inquiry Committee** means the inquiry committee constituted by the Board to conduct/investigate instances, allegations or suspicion of a breach or violation or leak of UPSI in accordance with the principles laid down in the Code;
- 3.1.9. Insider** means any person who is a connected person; or in possession of

or having access to unpublished price sensitive information;

- 3.1.10.** Legitimate Purpose means mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of PIT Regulations.
- 3.1.11.** LODR means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- 3.1.12.** Material Financial Relationship means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.
- 3.1.13.** PIT Regulations means SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
- 3.1.14.** Code means this Code to regulate, monitor and report trading by Designated Persons;
- 3.1.15.** SEBI means the Securities and Exchange Board of India;
- 3.1.16.** Suspect means the person or persons against or in relation to whom an Inquiry is initiated in case of Leak (or Suspected Leak) of UPSI or breach or violation of principles of the Code; and
- 3.1.17.** Trading means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 3.1.18.** UPSI or Unpublished Price Sensitive Information 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:
- a) financial results;
  - b) dividends;
  - c) change in capital structure;
  - d) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
  - e) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
  - f) change in rating(s), other than ESG rating(s);
  - g) fund raising proposed to be undertaken;
  - h) agreements, by whatever name called, which may impact the management or control of the company;
  - i) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
  - j) resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
  - k) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution

process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

- l) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- m) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- n) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- o) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- p) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For identification of events enumerated in this clause as UPSI, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the SEBI (LODR) Regulations, 2015 shall be applicable.

Capitalised terms used in this Code and not defined above shall have the same meaning as assigned to them under PIT Regulations or any other applicable law.

#### **4. COMPLIANCE OFFICER**

The Board of Directors shall designate a senior level officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the PIT Regulations, to be the Compliance Officer for the purpose of the PIT Regulations and this Code. The Company Secretary shall be the Compliance officer for the purpose of PIT Regulations.

The Compliance Officer will be responsible for:

- 4.1 ensuring compliance with policies, procedures, and record-keeping related to the preservation of UPSI;
- 4.2 pre-clearing trades made by Designated Persons and their Immediate Relatives;
- 4.3 reviewing trading plans to ensure compliance with the PIT Regulations, seeking necessary undertakings, approving and monitoring the implementation of the plan;
- 4.4 monitoring trades made by Designated Persons and their Immediate Relatives and the implementation of codes specified under the applicable PIT Regulations; and
- 4.5 providing reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors on a quarterly basis on the compliance status of the Code and such other additional reports as the situations may warrant.
- 4.6 The Compliance Officer shall administer the code of conduct and other

requirements under the PIT Regulations, facilitate the Designated persons in addressing any clarifications with regard to the PIT Regulations and this Code.

## **5. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

- 5.1.** Employees and Designated Persons are required to maintain the confidentiality of all UPSI and share it only on a "need to know" basis. They are not allowed to share UPSI with anyone, including other Employees, directly or indirectly, except for Legitimate Purposes, performing their duties, or fulfilling legal obligations.
- 5.2.** If a Designated Person needs to disclose any unpublished price sensitive information to a person outside the Company, such as advisors, auditors, consultants, merchant bankers, etc., in the course of their duties, they must ensure that the concerned person executes an Agreement with the Company. The concerned person must be notified of the restrictions on communication of UPSI and on trading while in possession of UPSI.
- 5.3.** Confidential files must be stored securely, and computer files must have sufficient login and password protection.
- 5.4.** If Chinese Wall arrangements are in place, Employees working within an Insider Area are not allowed to share any price sensitive information with Employees in Public Areas without prior approval from the Compliance Officer.
- 5.5.** Employees working within a Chinese Wall must ensure that the wall is not breached intentionally or unintentionally. They should be careful not to post price sensitive information on IT systems that are accessible outside specific Insider areas, such as the Intranet. Any known or suspected breaches of the Chinese Wall must be reported to the Compliance Officer immediately.

## **6. RESTRICTION ON TRADING**

- 6.1.** Insiders are not allowed to trade in Securities that are listed or proposed to be listed on a stock exchange while in possession of UPSI.
- 6.2.** If a person who has traded in Securities was in possession of UPSI, it will be assumed that their trades were motivated by the knowledge and awareness of such information in their possession.
- 6.3.** If there is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without breaching Clause 5 of this Code, and both parties made a conscious and informed decision, the Insiders must report it to the Company within 2 (two) working days through FINTRAK module.

## **7. TRADING WINDOW**

- 7.1.** The Compliance Officer is responsible for notifying a "trading window" during which Designated Persons can trade in the Company's securities after obtaining pre-clearance from the Compliance Officer in accordance with this Code. The Board is the competent authority for pre-clearing the

Trade of the Compliance Officer.

- 7.2.** The trading window will be closed for a Designated Person or class of Designated Persons when the Compliance Officer determines that they may have possession of UPSI, for a period determined by the Compliance Officer. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed. The Designated Person or class of Designated Persons will receive a notification of such special blackout periods.
- 7.3.** The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- 7.4.** The Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information. The trading window closure may not be required for UPSI which are not emanating from within the Company.
- 7.5.** The Trading Window restrictions above shall not apply in respect of:
- 7.5.1.** a transaction which:
- is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of the Prohibition on Communication and both parties had made a conscious and informed trade decision;
  - was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of the Prohibition on Communication and both parties had made a conscious and informed trade decision;
  - was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
  - was undertaken pursuant to exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
  - was pursuant to a Trading Plan set up by the Insider in accordance with the Regulations; and
  - was in respect of a pledge of Securities for a bona fide purpose such as raising of funds,
  - subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by the SEBI;

and

- transactions which are undertaken in accordance with respective regulations made by the SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer and/or delisting offer.

## **8. PRE-CLEARANCE OF TRADE**

- 8.1.** When the trading window is open, all the Designated Persons (and/or their immediate relatives) who intends to trade in Securities of the Company and where value of the securities likely to be traded, whether in one transaction or a series of transaction, aggregates to a traded value exceeding Rs. 10,00,000/- (Rupees Ten Lakhs Only) over a calendar quarter, should seek pre-clearance by making an application along with an undertaking to the Compliance Officer through FINTRAK module.
- 8.2.** Designated Persons (and/or their immediate relatives) who wish to execute trades in Securities of the Company must submit a duly filled and signed application to the Compliance Officer. The designated person should submit the application on behalf of their immediate relative(s) for trades proposed to be executed by the immediate relative(s).
- 8.3.** Before approving any trades, the Compliance Officer must seek declarations to ensure that the applicant for pre-clearance is not in possession of any UPSI. The Compliance Officer must also consider whether any such declaration is reasonably capable of being rendered inaccurate.
- 8.4.** The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.
- 8.5.** The Designated Person shall report the trade details to the Compliance Officer within two trading days from the trade through FINTRAK module. If there is no trading, the Designated Person must report their decision of non-trading along with reasons to the Compliance Officer.
- 8.6.** If a Designated Person (and/or their immediate relative) fails to execute a trade within seven trading days, they must obtain fresh pre-clearance for the trades to be executed.

## **9. RESTRICTION ON CONTRA TRADE**

- 9.1.** All Designated Persons who Trade in the securities of the company shall not enter into a 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI.
- 9.2.** The above restriction on contra trade shall not apply in case of exercise / sale of ESOP shares provided the Designated Persons do not possess UPSI and the sale is executed when the trading window is open and after

obtaining pre-clearance.

### **9.3. TRADING PLAN**

**9.4.** A Designated Person is allowed to create a Trading Plan that complies with the SEBI Regulations and present it to the Compliance Officer for approval and public disclosure. The Trading Plan can only be executed after it is approved by the Compliance Officer and disclosed to the stock exchanges on which the Company's securities are listed.

**9.5.** Designated Persons are not allowed to influence the amount of securities to be traded, the price at which they are to be traded, or the date of the trade. They may delegate discretionary authority to their broker, but they cannot consult with the broker regarding executing transactions or disclose information to the broker concerning the Company that might influence the execution of transactions under the Trading Plan after it commences.

**9.6.** Once approved, the Trading Plan is irrevocable, and the Designated Person must implement the plan without deviating from it or executing any trade in the securities outside the scope of the Trading Plan. However, if the Designated Person is in possession of UPSI at the time of formulating the plan, and the information has not become generally available at the time of the commencement of implementation, the implementation of the Trading Plan must be deferred until such UPSI becomes generally available information.

## **10. DISCLOSURE REQUIREMENTS**

### **10.1. Initial disclosure:**

Every person appointed as a Key Managerial Personnel or a director of the Company or becomes a Promoter or member of the promoter group, they must disclose their and their Immediate Relatives' holding of securities of the Company as of the date of appointment or becoming a promoter to the Company within seven days of such appointment or becoming a promoter through FINTRAK module.

### **10.2. Continual disclosure**

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- immediate relatives
- persons with whom such designated person(s) shares a Material Financial Relationship
- Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be



disclosed on a one time basis.

## **11. PROCEDURE FOR BREACH/VIOLATION OF THE CODE**

In case of any suspected breach or violation of the Code, the Inquiry Committee shall conduct its inquiry or examine records, papers, call upon suspected person and submit its report to the Audit Committee with their suggestions. Inquiry committee shall be a Committee as defined in Policy for inquiry in case of leak or suspected leak of UPSI.

## **12. MECHANISM ON INTERNAL CONTROL**

**12.1.** To ensure that an adequate and effective system of internal controls is in place in accordance with the PIT Regulations, the following procedures must be followed:

**12.1.1.** All employees who have access to UPSI must be identified as designated persons;

**12.1.2.** All UPSI must be identified, and its confidentiality must be maintained in accordance with the requirements of the PIT regulations;

**12.1.3.** Adequate restrictions must be placed on the communication or procurement of UPSI as required under the PIT Regulations;

**12.1.4.** A list of all employees and other persons with whom UPSI is shared must be maintained, and confidentiality agreements must be signed or notice must be served to all such employees and persons;

**12.1.5.** All other relevant requirements specified under these regulations must be complied with;

**12.1.6.** Periodic process reviews must be conducted to evaluate the effectiveness of such internal controls;

The Audit Committee must review compliance with the provisions of the PIT Regulations and this Code at least once in a financial year.

## **13. REVIEW AND APPROVAL OF CODE**

The Committee or the Board shall review this Policy atleast once in every two years or as and when required, to the extent changes required by applicable laws, whichever is earlier.

## **14. INTERPRETATION**

**14.1.** In all circumstances where the terms of this Code are inconsistent with any existing or newly enacted law, rule, regulation, or standard governing the Company, the said law, rule, regulation, or standard will take precedence over this Code.

**14.2.** Any and all terms which have been defined under the Companies Act, PIT Regulations and/or the LODR (including subordinate legislations thereunder) shall be construed as per such definitions in these laws.