

## **QUALITY CARE INDIA LIMITED**

### **CODE OF BUSINESS CONDUCT AND ETHICS**

#### **INTRODUCTION**

Quality Care India Limited (the Company) is committed to provide healthcare to the patients while adhering to the highest standards of ethics and simultaneously complying with all the applicable laws. The Code of Business Conduct and Ethics (“Code of Conduct” or “Code”) is intended to provide guidance to and help in recognizing and dealing with ethical issues, provide mechanisms to report the unethical conduct and to help foster a culture of honesty and accountability.

This (“Code of Conduct” or “Code”) helps ensure compliance with our standards of business conduct & ethics and also with regulatory requirements. All Personnel, designated General Manager and above, are expected to read and understand this Code of Business Conduct and Ethics, uphold these standards in day-to-day activities and also comply with all applicable standards, policies and procedures of the company.

This policy should be read in conjunction with applicable regulations & existing policies & procedures of the Company. You can also contact the Legal & Secretarial Department if you have any questions or clarifications

#### **APPLICABILITY**

This Code of Conduct is applicable to all Personnel, designated General Manager and above which would include the directors of the Company, all functional heads (including management personnel with direct functional reporting to directors), Medical Directors of the units, General Managers, Chief Hospital Administrators, and such other personnel as the Board may decide from time to time (hereinafter referred to as the General Manager and above Personnel). All General Manager and above Personnel are expected to comply with the letter and spirit of this Code. They should continue to comply with other applicable laws & regulations and the relevant policies, rules and procedures of the Company.

The term “Company” shall include all its subsidiaries and affiliates.

#### **INTERPRETATION OF THE CODE**

In this Code the term “Relative” shall have the same meaning as defined in Section 2(77) of the Companies Act, 2013 as revised from time to time. In this Code, words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa. Any question or interpretation under this Code of Business Conduct and Ethics will be considered and dealt with by the Board or any person authorized by the Board on their behalf.

## **COMPLIANCE WITH APPLICABLE LAWS & REGULATIONS**

General Manager and above Personnel must comply and where applicable, oversee compliance by employees with all the laws, rules and regulations applicable to the Company and its employees. Each General Manager and above Personnel must acquire appropriate knowledge of the requirements relating to his duties sufficient to enable him to recognize potential non-compliance issues and to know when to seek advice from the Legal & Secretarial Department on specific Company policies and procedures.

No payment or transaction should be made or undertaken, by a General Manager and above Personnel or authorized or instructed to be made or undertaken by any other person of the Company, if the consequence of that transaction or payment would be the violation of any law in force.

## **HONESTY, INTEGRITY & ETHICAL CONDUCT**

General Manager and above Personnel shall act in accordance with the highest standards of integrity, honesty, fairness and ethical conduct while working for the Company as well when representing the Company. Honest conduct means conduct that is free from fraud or deception. Integrity & ethical conduct includes ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

General Manager and above Personnel should promote ethical behavior and take steps to ensure that the Company promotes ethical behavior and also encourages employees to freely report violations of laws, rules, regulations or the Company's Code of Conduct to the appropriate personnel.

## **CONFLICT OF INTEREST**

General Manager and above Personnel must avoid and promptly disclose to the Company potential conflicts of interest regarding any matters concerning the Company (including its subsidiaries & joint ventures). A conflict of interest exists where the interests or benefits of General Manager and above Personnel conflict with the interests or benefits of the Company.

## **BUSINESS INTEREST**

If any General Manager and above Personnel is considering investing in any customer, supplier, developer or competitor of the Company, he or she must first take care to ensure that these investments do not compromise on their responsibilities to the Company. Several factors are involved in determining whether a conflict exists, including the size and nature of the investment; the General Manager and above Personnel's ability to influence the Company's decisions; his access to confidential information of the Company and the nature of the

relationship between the Company and the other Company or person. Accordingly, it is appropriate that the General Manager and above Personnel make a disclosure to the Board before making such an investment and obtains a “pre-approval”/“no objection” from the Board of Directors.

#### **RELATED PARTY TRANSACTIONS**

A General Manager and above Personnel or any of his relatives/associates should not derive any undue personal benefit or advantage by virtue of his position or relationship with the Company. As a general rule, General Manager and above Personnel should avoid conducting Company business with a relative, or with a business in which a relative is associated in any significant role. Any dealings with a related party must be conducted in such a way that no preferential treatment is given and adequate disclosures are made as required by law and as per the applicable policies of the Company.

#### **GIFTS**

General Manager and above Personnel shall not offer, give or receive gifts from persons or entities dealing with the Company, where any such gift is perceived as intended directly or indirectly, to influence any business decision. General Manager and above Personnel of the Company shall not accept or permit any member of his family or any other person acting on his behalf to accept any gift from Vendor, Dealer, Contractor, Suppliers and anyone having business dealings with the Company. The gift shall also include free boarding, transport, lodging or other service or any other pecuniary advantage when provided by any person other than a near relative or a personal friend having no official dealings with the General Manager and above Personnel. General Manager and above Personnel should also avoid acceptance of any, hospitality from any individual or firm having official dealings with the Company which may be construed to be detrimental to the interest of the Company,

#### **BUSINESS OPPORTUNITIES**

General Manager and above Personnel should not exploit for their own benefit, opportunities that are discovered through the use of Corporate property, information or position unless the opportunity is disclosed fully in writing to the Company’s Board of Directors and the Board of Directors authorizes the said General Manager and above Personnel to pursue such opportunity. Further, the General Manager and above Personnel must refrain from using the Company’s property or information for personal gain.

## **CONFIDENTIALITY**

General Manager and above Personnel must maintain the confidentiality of sensitive information (that is not in public domain) relating to the Company which comes to their knowledge in the course of the discharge of their functions and any other confidential information about the Company that comes to them, from whatever source, except when such disclosure is authorized or legally mandated. No General Manager and above Personnel shall provide any confidential or sensitive information either formally or informally, to the press or any other publicity media, unless specifically authorized to do so.

## **REPORTING**

Company Secretary shall be the Compliance Officer for the purpose of this Code. General Manager and above Personnel are required to report observed violations of the Code and illegal or unethical behavior to the Compliance Officer. All reports will be treated in a confidential manner and it is Company's policy to not allow retaliation for reports made in good faith of misconduct by others. In accordance with an established, documented & approved process, the Company will undertake review & where appropriate, investigations of alleged violations or misconduct. General Manager and above Personnel are expected to cooperate in internal investigations of misconduct and violations of this Code.

## **WAIVERS & AMENDMENTS**

Any waiver of any provision of this Code for a General Manager and above Personnel must be approved in writing by the Company's Board of Directors and appropriately disclosed. Based on the business requirements and applicable regulations the Code may be amended by the Board of Directors from time to time

## **ACKNOWLEDGEMENT**

All General Manager and above Personnel shall acknowledge the receipt of this Code in the acknowledgement form appended to this Code indicating that they have received, read and understood, and agreed to comply with the Code and send the same to the Compliance Officer. New General Manager and above Personnel will submit such an acknowledgment at the time when their directorship/employment begins/when they assume a General Manager and above position.

## **ANNUAL AFFIRMATION**

All the General Manager and above personnel shall within fifteen days of close of every financial year affirm compliance with the code (refer Annexure I ). The duly signed Annual Compliance declaration shall be forwarded to the compliance officer of the company.

**ACKNOWLEDGMENT OF RECEIPT OF CODE OF BUSINESS CONDUCT AND ETHICS**

I have received and read the Company’s Code of Business Conduct and Ethics. I understand the standards and policies contained in the Company Code of Business Conduct and Ethics and understand that there may be additional policies or laws specific to my job or role. I further agree to comply with the Company Code of Business Conduct and Ethics.

If I have questions concerning the meaning or application of the Company Code of Business Conduct and Ethics, any Company policies, or the legal and regulatory requirements applicable to my role or job, I know I can consult the Secretarial & Legal Department knowing that my questions or reports to these sources will be maintained in confidence.

Name: \_\_\_\_\_ Designation: \_\_\_\_\_

Employee ID \_\_\_\_\_

(if applicable)

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Please sign and return this form to the Compliance Officer/Company Secretary

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**ANNUAL DECLARATION**

I hereby confirm that during the financial year ended March 31, \_\_\_\_\_

- I have not violated nor am I aware of any violation of the Code of Business Conduct & Ethics by any other person to whom the said Code is applicable.\*
- I have come across the following instances of violations of the Code:\*

Brief description of the nature of violation	Person Responsible	Date & Mode of intimation to the Compliance Officer

The above declaration is to the best of my knowledge.

Name: \_\_\_\_\_ Designation: \_\_\_\_\_

Employee ID. \_\_\_\_\_  
(if applicable)

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Please sign and return this form to the Compliance Officer/Company Secretary.

\* Please tick '✓' against the applicable statement and strike off whichever is not applicable