



**VLCC HEALTH CARE LIMITED**

**CIN: U74899DL1996PLC082842**

**CODE OF CONDUCT  
(the “Code”)**

<b>Type:</b> Policy	<b>Owner:</b> Board of Directors	<b>Custodian:</b> Company Secretary
<b>Effective Date:</b>	<b>Latest Review:</b>	<b>Communication Plan:</b> Web
<b>Version:</b> 1	<b>Privacy Classification:</b> Open General	<b>Doc. No.</b> Listing Policy / FY 21-22

## 1. PREAMBLE

- 1.1. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) require the board of directors of listed companies to lay down a code of conduct for all members of the board of directors and senior management, which shall include the duties of the independent directors prescribed under the Companies Act, 2013.
- 1.2. VLCC Health Care Limited (the “**Company**”) is committed to conducting its business in accordance with the Applicable Laws (as defined below) and the highest standards of business ethics and ethical conduct.
- 1.3. This Code reflects the business practice and principles of behaviour that support this commitment. It helps in maintaining and following the standards of business conduct of the Company. The purpose of the Code is to deter wrong doing and promote ethical conduct in the Company. These are essential so that we can conduct our business in accordance with our stated values.

## 2. APPLICABILITY

The Code applies to all direct and indirect employees and associates of the Company (including Board of Directors), in all situations where the individual is seen as representing or being associated with the Company.

The terms of the Code are deemed to form part of every contract involving the organization, whether explicitly stated there under or not.

## 3. DEFINITIONS

- 3.1. “**Act**” means the Companies Act, 2013 along with rules, notifications and circulars made / issued thereunder, as amended from time to time.
- 3.2. “**Applicable Law(s)**” include any statute, law, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, notification and clarification issued by any governmental or statutory or regulatory authority or other governmental instruction and/or mandatory standards, as may be applicable to the Company, and as amended from time to time.
- 3.3. “**Board of Directors**” or “**Board**” means the board of directors of the Company.
- 3.4. “**Chief Executive Officer**” shall have the same meaning as assigned to it under the Act, and under the Listing Regulations.
- 3.5. “**Chief Financial Officer**” shall have the same meaning as assigned to it under the Act, and under the Listing Regulations.
- 3.6. “**Company Secretary**” shall have the same meaning as assigned to it under the Act.
- 3.7. “**Compliance Officer**” means a qualified Company Secretary so appointed and designated as such by the Company.
- 3.8. “**Confidential Information**” includes, but is not limited to, non-public information that might be of use to competitors of the Company, or harmful to the Company or its customers, if disclosed.
- 3.9. “**Director**” means a director appointed to the Board of the Company.
- 3.10. “**Independent Director**” means an independent director referred to in the Act, and applicable provisions of the Listing Regulations.

- 3.11. **“Interested Person”** shall mean any person holding voting rights in the Company and who is in any manner, whether directly or indirectly, interested in an agreement or proposed agreement, entered into or to be entered into by such a person or by any employee or KMP or Director or promoter of the Company with any shareholder or any other third party with respect to compensation or profit sharing in connection with the securities of the Company.
- 3.12. **“Key Managerial Personnel”** or **“KMP”** shall have the same meaning as assigned to it under the Act, and under the Listing Regulations.
- 3.13. **“Manager”** shall have the same meaning as assigned to it under the Act.
- 3.14. **“Managing Director”** shall have the same meaning as assigned to it under the Companies Act, and under the Listing Regulations.
- 3.15. **“Senior Management Personnel”** or **“Senior Management”** means officers/personnel of the Company who are members of its core management team (excluding Board of Directors), comprising all members of management one level below the Chief Executive Officer, Managing Director, Whole-time Director, or Manager, but it shall specifically include Chief Financial Officer, Company Secretary and the functional heads. The term “senior management personnel” or “senior management” shall include Chief Executive Officer or Manager, in case they are not part of the Board).
- 3.16. **“Whole-time Director”** shall have the same meaning as assigned to it under the Act.
- 3.17. Any other terms used in this Code, and not defined herein, shall have the same meaning as assigned to such terms under the Act and the Listing Regulations or any other Applicable Law.

#### **4. GUIDING BUSINESS PRINCIPLES**

The Company, its employees, associates and Directors will be guided by the following business principles:

- 4.1. We will conduct our operations in an honest and fair manner with integrity and openness.
- 4.2. We will respect and comply with Applicable Laws in letter and in spirit.
- 4.3. We will respect human rights, dignity and legitimate interests of all individuals directly and indirectly associated with us.
- 4.4. We will provide a safe and healthy work and business environment to all persons directly and indirectly associated with us.
- 4.5. We will respect and protect the confidential and privacy rights of all persons associated with us.
- 4.6. We will ensure the authenticity and veracity of transactions and information. All activities (financial and non-financial) of the business will be fully captured and correctly reported reflecting the underlying transaction and ensuring completeness and integrity of information.
- 4.7. It must be recognized that we are a non-political commercial organization and all our activities and objectives will be directed in furtherance of that purpose.
- 4.8. We will support and strengthen the Company towards attaining its objectives and avoid apparent and potential situations of conflict with these objectives.
- 4.9. No form of direct or indirect personal benefit (including bribes or inducements of any kind, or use of Company’s property or benefit of any position in the Company) will be taken or given.

4.10. We will at all times ensure conduct, which sustains and enhances the global reputation and image of the Company.

4.11. All employees and Directors will avoid 'conflicts of interest' with the Company and in case there is likely to be a conflict of interest, they will make full disclosure of all facts and circumstances thereof to the Company and obtain prior written approval of the Board or any committee or officer nominated for this purpose by the Board thereof.

A 'conflict of interest' may arise when improper personal benefits accrue to an employee, Director or Senior Management Personnel (or any immediate relative of such employee, Director or Senior Management) as a result of his position in the Company. Conflict of interest also includes dealing in the shares of listed entity, commercial dealings with bodies, which have shareholding of management and their relatives *etc.*

4.12. No employee including KMP or Director or promoter of the Company shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, unless prior approval for the same has been obtained from the Board as well as public shareholders by way of an ordinary resolution. If the Board approves such agreement, the same shall be placed before the public shareholders for approval by way of an ordinary resolution in the forthcoming general meeting of the Company and all Interested Persons involved in the transaction covered under the agreement shall abstain from voting in the general meeting.

4.13. Every Director shall inform the Company about the positions he or she occupies in the committees of other listed entities and shall notify the Company of the changes in such position, as and when they take place.

4.14. We will protect the Company's assets and property and ensure its efficient use. The Company's assets should be used only for legitimate business purposes.

4.15. Company's funds must be used only for the Company's business purposes and not for any personal purposes.

4.16. It is the duty of every employee and Director to report any breach or suspected breach of this Code to the Compliance Officer. It is the assurance of the Board that any such report would be treated in confidence and the person reporting would not suffer as a result of such reporting.

4.17. Ignorance of the Code is no excuse and compliance with the Code is mandatory. Breaches of the Code are subject to consequences as may be decided by the Board or Senior Management.

## **5. CONNECTION WITH PRESS/TV/RADIO**

5.1. Employees are expected not to have any contact with the press or make any public statements without the prior approval of the Company. The authority for making contact with the press or making public statements vests only with the Chairman and / or the Managing Director, who may, when appropriate, delegate the said authority to specialized personnel to act as Company's spokesperson.

## **6. CODE APPLICABLE TO INDEPENDENT DIRECTORS**

The Independent Directors of the Company shall adhere to schedule IV of the Act, which is deemed to be incorporated herein, and fulfil the duties and responsibilities stated therein as follows:

### **6.1. Guidelines of professional conduct.**

An Independent Director shall:

- a) uphold ethical standards of integrity and probity;
- b) act objectively and constructively while exercising his duties;
- c) exercise his responsibilities in a *bona fide* manner in the interest of the Company;
- d) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- e) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- f) not abuse his position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- g) refrain from any action that would lead to loss of his independence;
- h) where circumstances arise, which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly; and
- i) assist the Company in implementing the best corporate governance practices.

### **6.2. Role and functions:**

The Independent Directors shall:

- a) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- b) bring an objective view in the evaluation of the performance of the Board and management;
- c) scrutinise the performance of the management in meeting agreed goals and objectives and monitor the reporting of performance;
- d) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- e) safeguard the interests of all stakeholders, particularly the minority shareholders;
- f) balance the conflicting interest of the stakeholders;
- g) determine appropriate levels of remuneration of executive Directors, KMP and Senior Management and have a prime role in appointing and where necessary recommend removal of executive Directors, KMP and Senior Management; and
- h) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

### **6.3. Duties:**

The Independent Directors shall:

- a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- c) strive to attend all meetings of the Board and of the Board committees of which he is a member;
- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) strive to attend the general meetings of the Company;
- f) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- g) keep themselves well informed about the Company and the external environment in which it operates;
- h) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that such transactions are in the interest of the Company;
- j) ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- k) report concerns about unethical behaviour, actual or suspected fraud or violation of the Code;
- l) act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
- m) not disclose Confidential Information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by Applicable Laws.

### **7. VIOLATIONS OF THE CODE**

Violations of the Code must be immediately reported to the Board or any designated person or committee of the Board thereof. Such person reporting the violation should, as far as possible, provide the details of suspected violations with all known particulars relating to the violation. Violations of this Code will result in disciplinary action, which may even include termination of services of an employee. The Board or any committee/person designated by the Board for this purpose shall determine appropriate action in response to violations of this Code.

## **8. INTERPRETATION OF THE CODE**

Any question or interpretation under this Code will be handled by the Board or any person/committee authorised by the Board. The Board or any designated person/committee has the authority to waive compliance with this Code for any Director or Senior Management of the Company, to the extent permissible by Applicable Laws. The person seeking waiver of this Code shall make full disclosure of the particular circumstances to the Board or the designated person/committee.

## **9. COMPLIANCE WITH THE CODE AND ANNUAL AFFIRMATION**

All Board members, Senior Management and employees shall affirm compliance with this Code at the time of their appointment / association with the Company to the Compliance Officer in the form annexed hereto as **Annexure 1**.

The Directors and Senior Management shall renew such affirmation on an annual basis, within 30 days of close of every financial year to the Compliance Officer, in the form annexed hereto as **Annexure 2**.

The annual report of the Company shall contain a declaration signed by the Chief Executive Officer of the Company stating that all Board members and Senior Management Personnel have affirmed compliance with this Code.

## **10. AMENDMENT AND CONFLICT:**

Any subsequent amendment/modification in the Applicable Laws shall automatically apply to this Code. The Board has the right to amend or modify this Code in whole or in part, at anytime without assigning any reason, whatsoever. In the event of conflict between this Code any Applicable Laws, Applicable Laws shall prevail.

As a general policy, the Board will not grant waivers to the Code. This Code may, from time to time, be extended to other senior officers of the Company, as the Board may think fit.

## **11. DISCLOSURE**

As prescribed under the Listing Regulations, this Code shall be disclosed on the website of the Company. In the event of any change in this Code made in accordance with Clause 10 above, such change shall be updated on the Company's website within 2 (two) working days of such change.

**VLCC HEALTH CARE LIMITED**  
**INITIAL AFFIRMATION OF CODE OF CONDUCT \***

I, ....., do hereby solemnly affirm that, to the best of my knowledge and belief, I fully comply with the provisions of the CODE OF CONDUCT and the inlaid policies or applicable laws as on the undersigned date.

Signature:

Name:

Designation:

Date:

Place:

\* To be submitted at the time of appointment / association with the Company.

**VLCC HEALTH CARE LIMITED**  
**ANNUAL AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT \***

I, ....., do hereby solemnly affirm that, to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT and the inlaid policies or applicable laws, during the financial year ending March 31, .....

Signature:

Name:

Designation:

Date:

Place:

\* To be submitted by 30th April each year.