



The Specialist
in Cancer Care

HEALTHCARE GLOBAL ENTERPRISES LIMITED
CODE OF CONDUCT FOR THE BOARD MEMBERS AND
THE SENIOR MANAGEMENT OF

1. Introduction:

- 1.1 This Code of Conduct (“this Code”) shall be called "The Code of Conduct for Board Members and the Senior Management of HEALTHCARE GLOBAL ENTERPRISES LIMITED (“HCG”) and its Subsidiaries (“HCG and its Subsidiaries” are jointly referred to as the Company”).
- 1.2 The Company as a part of its good corporate governance initiatives; and for enhancing ethical and transparent process in managing the affairs of the Company, has decided to voluntarily adopt a Code of Conduct for the Directors on the Board and its Senior Management. In this Code, except to the extent specifically excluded, any reference to the word “Employee” shall also include Senior Management personnel.
- 1.3 The subject Code has been framed specifically in conformity with the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Purpose

This Code is intended for all the Board Members and Senior Management Personnel and includes areas of ethics, integrity and honesty, providing guidance to help them recognise and deal with ethical issues; mechanisms to report unethical/dishonest conduct; and help foster a culture of honesty, integrity and accountability. The matters covered in this Code are of the utmost importance to the Company, our shareholders and our business partners. The main aim of this Code is to ensure corporate governance and accountability. The Code of Conduct as approved by the Board and subsequent amendments, if any, thereto by the Board may be posted on the website of the Company.

The Code envisages and expects—

- a) adherence to the highest standards of honest and ethical conduct, including proper and ethical procedures in dealing with actual or apparent conflicts of interest between personal and professional relationships.
- b) full, fair, accurate, sensible, timely and meaningful disclosures in the periodic reports required to be filed by the Company with government and regulatory agencies.
- c) compliance with applicable laws, rules and regulations.
- d) to address avoidance of misuse or misapplication of HCG’s assets and resources.
- e) the highest level of confidentiality and fair dealing within and outside the Company

3. Definition

- 3.1 “The Company” shall mean HealthCare Global Enterprises Limited and its subsidiaries.
- 3.2 “Board” shall mean the Board of Directors of the Company.
- 3.3 “Board Members” shall mean the Members on the Board of Directors of the Company.
- 3.4 “Compliance Officer” for the purposes of this Code shall be the Company Secretary of HealthCare Global Enterprises Limited.

- 3.5 “Fraud” in relation to affairs of a company or any body corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss;
- 3.6 “wrongful gain” means the gain by unlawful means of property to which the person gaining is not legally entitled;
- 3.7 “wrongful loss” means the loss by unlawful means of property to which the person losing is legally entitled.
- 3.8 “Whole-time Director” shall mean the Board Member who is in whole-time employment of the Company.
- 3.9 “Relative” means a relative as defined under the Companies Act, 2013 and includes anyone who is related in any of the following manner –
- i. Members of a Hindu undivided family;
 - ii. Husband or wife;
 - iii. Father (including step-father);
 - iv. Mother (including step-mother);
 - v. Son (including step-son);
 - vi. Son’s wife;
 - vii. Daughter;
 - viii. Daughter’s husband;
 - ix. Brother (including step-brother); or
 - x. Sister (including step-sister).
- 3.10 “Senior Management Personnel” or “Senior Executives of Management” shall mean:
- a) Chief Executive Officer, not being a Director of the Company.
 - b) All employees who are in the grade of General Manager and above,
 - c) All employees directly reporting to the Chief Executive Officer,
 - d) Chief Financial Officer, and
 - e) Company Secretary
 - f) Any other Employee identified by the Board to be a part of the Senior Management. (“Employee” for the purpose of Clause 3.10 shall mean an individual who works part-time or full-time under a contract of employment with the Company, whether oral or written, express or implied, and has recognized rights and duties.)

4. Applicability

Ethical business conduct is critical to the Company’s business. This Code does not specifically address every potential form of unacceptable conduct, and it is expected that the Board Member and the Senior Management Personnel of the Company will exercise good judgment in compliance with the principles of corporate governance. The Board Members, Senior Management Personnel of the Company have a duty to avoid any circumstance that would violate the letter or spirit of this Code. They may contact the Company Secretary to seek clarifications in this regard.

The Board Member and Senior Management Personnel should sign the acknowledgment form at the end of this Code and return the forms to the Company Secretary, indicating that they have received, read and understood and agree to comply with the Code. Board members and Senior Management should affirm compliance with the Code annually within 30 days of close of every financial year ending on 31st March. The Annual Affirmation (as per format specified hereunder) shall be forwarded to the Company Secretary of the Company within the said period of 30 days.

5. Fair Dealing

The Board Members and Senior Management Personnel of the Company should deal fairly with customers, suppliers, competitors, and employees. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

6. Honesty & Integrity

The Board Members and Senior Management Personnel of the Company are expected to act with utmost probity and professional integrity, honesty and ethical conduct, while working in the Company's premises, at offsite locations where the Company's business is being conducted, at Company sponsored business and social events, or at any other place where they are representing the Company.

All the Board Members and Senior Management Personnel of the Company will act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Further, they will act in the best interests of the Company and fulfil their fiduciary obligations.

An honest conduct is free from fraud or deception and in conformity with all the accepted professional standards of conduct. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

7. Health, safety and environment

The Company shall strive to provide a safe and healthy work environment for its people and shall manage its business in ways that are sensitive to the environment. The Company takes appropriate measures to prevent workplace injuries and ill health and to provide Employees with a safe and healthy working environment by considering evolving industry practices and societal standards of care. The Company will comply with all regulatory requirements regarding health, safety and protection of the environment, take appropriate measures to identify, assess and manage the environment impacts of our existing and planned operations.

In order to safeguard ourselves and others and our facilities, the Company will conduct and support research on the effects of materials and equipments it handle; share promptly any information it may obtain relative to any found hazard; conduct preventive safety and loss prevention and occupational health programs, and require that equipment and operating practices meet all applicable regulatory requirements.

We believe that a commitment to safety requires a balanced approach from both the Employer and the Senior Management.

The Company also recognizes its responsibility as a global citizen to assess and minimize the impact of its business activities to reduce environmental impact and protecting eco-systems, upon which all life depends, while advancing economic development.

8. Conflict of Interest

The Board Members and Senior Management Personnel shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company. A conflict situation can arise:

- a) When the Board Member or Senior Management Personnel takes action or has interests that may make it difficult to perform his / her work objectively and effectively,
- b) The receipt of improper personal benefits by a member of his / her family as a result of one's position in the Company,
- c) Any outside business activity that detracts an individual's ability to devote appropriate time and attention to his / her responsibilities with the Company,
- d) The receipt of non-nominal gifts or excessive entertainment from any person /company with which the Company has current or prospective business dealings,
- e) Any significant ownership interest in any supplier, customer, development partner or competitor of the Company,
- f) Any consulting or employment relationship with any supplier, customer, business associate or competitor of the Company.

The Board Members and the Senior Management personnel should be scrupulous in avoiding 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, he /she should make full disclosure of all facts and circumstances thereof to the Board or any Committee / Officer nominated for this purpose by the Board and a prior written approval should be obtained.

9. Other Organisations

Senior Management Personnel of the Company are expected to devote their full time and efforts during normal working hours to the service of the Company. They shall not engage in any business or secondary employment that interferes with their obligations and responsibilities to the Company.

Senior Management Personnel of the Company will not serve on the Board of Directors of any corporation not owned or controlled by the Company, other than a non-profit, charitable, religious, civic or educational organisation, without the prior written approval of the Chairman & CEO of the Company.

The above shall not apply to (whether for remuneration or otherwise):

- a) Nominations to the boards of HCG companies, joint ventures or associate companies.

- b) Memberships / positions of responsibility in educational / professional bodies, wherein such association will benefit the employee / the Company.
- c) Nominations / memberships in government committees / bodies or organisations.
- d) Exceptional circumstances, as determined by Chairman & CEO.

10. Corporate opportunities

Senior Management Personnel shall not compete with the Company nor shall they take personal advantage of business opportunities that they discover during the course of their employment, unless the Company expressly waives its interest in pursuing such opportunity.

If such employees want to pursue business opportunities that might be of interest to the Company, they shall inform their immediate reporting manager, who would in turn seek the management decision from the Chairman & CEO as to whether or not the Company wants to pursue the opportunity. Even if the Company decides against pursuing the opportunity, the employee may seize the opportunity on his or her own behalf, only if it is clear that doing so will not result in direct or indirect competition with the Company's operations.

11. Families and Relatives

Immediate family members and partners of Employees may be hired as employees or consultants only if the appointment is based on qualifications, performance, skills and experience and provided that there is no direct or indirect reporting relationship between the employee and his or her relative or partner.

These principles of fair employment will apply to all aspects of the employment, including compensation, promotions and transfers, as well as in case that the relationship develops after the respective employee has joined the Company.

12. Gifts and donations

The Company and its Employees shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits that are intended, or perceived, to obtain uncompetitive favours for the conduct of its business. The company shall cooperate with governmental authorities in efforts to eliminate all forms of bribery, fraud and corruption.

However, the Company and its Employees may, with full disclosure, accept and offer nominal gifts, provided such gifts are customarily given and are of a commemorative nature. The Company may adopt a policy to clarify its rules and regulations on gifts and entertainment, to be used for the guidance of its employees.

13. Political non-alignment

The Company shall be committed to and support the constitution and governance systems of the country in which it operates. The Company shall not support any specific political party or candidate for political office. The Company's conduct shall preclude any activity that could be interpreted as mutual dependence / favour with any political body or person, and shall not offer or give any company funds or property as donations to any political party, candidate or campaign.

14. Discrimination and Harassment

The Company respects the personal dignity, privacy and personal rights of every employee and is committed to providing a workplace free of discrimination and harassment based on race, colour, religion, age, gender, national origin, disability, or any other biases. It would be the endeavour of every Board Member, Senior Management and Employee of the Company to see that work place is free from such environment.

15. Public representation of the Company

The Company honours the information requirements of the public and its stakeholders. In all its public appearances, with respect to disclosing the Company and business information to public constituencies such as the media, the financial community, analysts, employees, shareholders, agents, franchisees, dealers, distributors and importers, the Company shall be represented only by the Chairman & CEO or specifically authorised directors and employees. It shall be the sole responsibility of these authorised representatives to disclose information about the Company.

No person other than these authorised representatives shall provide any interview, offer any comments or other information to the media, including social networking sites; and under no circumstances must an Employee attempt to speak or communicate on a no name basis.

16. Compliance with Laws, Rules and Regulations

Board Members must comply, and oversee compliance by employees and officers, with laws, rules and regulations applicable to the Company / its personnel.

Board Members must deal fairly, and must ensure fair dealing by Employees and officers, with the Company's customers, suppliers, competitors and employees.

No payment or transaction should be made or undertaken by a Director or authorised or instructed to be made or undertaken by any other person or the Company if the consequence of that transaction or payment would be the violation of any law in force.

Board Members will always act to the best of their knowledge, belief and effort in the best interests of the Company and all its stakeholders, including employees, shareholders and others.

All suspected violations of this Code shall be promptly reported to the Audit Committee and such violations are subject to the investigation by the Audit Committee. Violations will be investigated by the Audit Committee or any such designated persons / Committee as identified by the Audit Committee. Upon the completion of the investigation, the Audit Committee shall submit a report with its recommendation to the Board for taking appropriate action.

Board Members should inform the Company immediately about the emergence of any situation, which may disqualify them from directorship.

Compliance Officer shall report breach of this Code by the Employees which comes to his/her notice, to the Audit Committee and to the Board in case of Board members.

It shall be the endeavour of every Director to attend as far as possible and actively participate in meetings of the Board and Committee thereof on which they are members.

17. Confidential Information

The Board Members and the Senior Management Personnel shall maintain the confidentiality of ‘Confidential Information’ of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorised or legally mandated. The ‘Confidential Information’ includes all non-public information (including private, proprietary and others) that might be of use to competitors or harmful to the Company or its associates. The use of ‘Confidential Information’ for his / her own advantage or profit is also prohibited.

All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal.

Any information concerning the Company’s business, its customers, suppliers, etc. and to which the Board Members and the Senior Management Personnel have access or possesses such information, is to be considered confidential and held in confidence. No Board Members and the Senior Management Personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specifically authorized. Provided that, Board Members and Senior Management Personnel shall be free to disclose such information as is:

- (a) part of the public domain at the time of disclosure;
- (b) authorized or required to be disclosed pursuant to a decision of the Board;
- (c) required to be disclosed in accordance with applicable laws, rules, regulations, guidelines or to any authority

As a part of the Company’s business, the Company holds personal data about persons who have undergone treatment/being treated in the facilities owned, operated and managed by the Company. This information can be held in paper files as well as electronically. It is crucial that the Employees ensure that the confidential nature of any such personal data is kept secure at all times.

Any such personal data that the Company possess, must only be used for business purposes and the Employees shall ensure that such:

- Personal data should only be accessed by those authorised to do so, and only for the business purposes of the Company;
- Personal data should never be provided to unauthorised persons in or outside of the Company, without the necessary consents and contracts in place, to ensure that they also treat the personal data with the same level of confidentiality; and
- Personal data is held securely with restricted access.

18. Information Security

The Company’s IT hardware, software, office equipment, telephone and email system - are all intended to be used for conducting the Company’s business. Each user is required to use the facilities in a professional and responsible manner at all times.

In order to protect both the Company and individuals using our IT systems, you should always ensure that your use of the Company’s IT systems:

- does not break the law in the country where you are working;
- does not risk bringing the Company name into disrepute; and
- does not cause damage or disruption to Company's' business.

In certain circumstances, misuse of either the internet or email can constitute a criminal offence. Each of us has a responsibility to ensure we understand the legal restrictions that apply in the country where we are working, and make sure we adhere to them. The Employees shall:

- not install or use any unauthorised hardware or software on any Company's system;
- protect any username or password that you are allocated and do not share them with others;
- not access or download, create or forward emails, documents or images that may cause offence, distress or harassment to others;
- restrict your use of the Company's systems for personal use to a minimum; and
- make sure you save and back up regularly any data or work that you hold on your system in accordance with the advice of your local IT team.

19. Transparency and Auditability

All Board Members and the Senior Management shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes, including as appropriate, segregation of duties, tiered approval mechanism and involvement of more than one manager in key decisions and maintaining supporting records. It shall be necessary to voluntarily ensure that areas of operation are open to audit and the conduct of activities is totally auditable.

20. Fraud, protection of Company's assets, accounting

The Board Members and the Senior Management must never engage in fraudulent or any other dishonest conduct involving the property or assets or the financial reporting and accounting of the Company or any third party. This may not only entail disciplinary sanctions but also result in criminal charges. The Company's financial records are the basis for managing the Company's business and fulfilling its obligations to various stakeholders. Therefore, any financial record must be accurate and in line with the applicable accounting standards.

In carrying out their duties and responsibilities, all employees and Board Members should endeavour to protect the Company's assets and proprietary information, and ensure that the same are being used by the Company and its employees only for

legitimate business purposes of the Company. All employees shall seek to protect the Company's property from loss, damage, misuse, theft, fraud, embezzlement and destruction. These obligations cover both tangible and intangible assets, including trademarks, know-how, confidential or proprietary information and information systems. To the extent permitted under applicable law, the Company reserves the right to monitor and inspect how its assets are used by employees, including inspection of all e-mail, data and files kept on Company network terminals. Any suspected incident of fraud, mismanagement of Company's assets or theft should be immediately reported for investigation to the Board or such other person as designated in this regard.

21. Sustainability and Corporate citizenship

As a responsible corporate citizen, we pay utmost attention to issues such as corporate ethics, transparency and sustainability. The Company shall be committed to good corporate citizenship, not only in the compliance of all relevant laws and regulations but also by actively assisting in the improvement of quality of life of the people in the communities in which it operates. The company shall encourage volunteering by its employees and collaboration with community groups. The company shall not treat these activities as optional, but should strive to incorporate them as an integral part of its business plan.

Success in business is dependent on compliance with legal constraints, together with sensitivity to local customs and conventions governing business relationships. The communities in which we operate (and from which we draw our employees) are important to us. It shall be the duty of every Employee to commit making a positive contribution to the sustainable development of the communities in which the Company operates. We strive to take into account the concerns of the wider community – including national and local interests – in all of our operations. We use our expertise to contribute to the wellbeing of the community in a manner appropriate to our business objectives.

22. Penalty for breach of this code

The penalty for the breach of this Code by the Senior Management Personnel and other Employees shall be determined by the Chairman & CEO. Whereas, for the Whole-time Directors and/or other Directors, the same shall be examined by the Board of Directors of the Company.

However, in matters relating to fraud, non compliance with the accounting, auditability and transparency norms of the Company and as required under applicable laws, the Audit Committee shall be notified immediately by the Company.

Penalty may include serious disciplinary action, removal from office and dismissal as well as other remedies, including recommendations for any of the above penalty, to the extent permitted by law and as considered appropriate under the circumstances.

23. Waiver and amendment to the Code

The Board has, at its absolute discretion, the power to waive compliance with any or all of the provisions of the Code. Any amendment to this Code must be approved by the Board. No waiver of any of the provisions of this code shall be valid unless, the Board of Directors of the Company approves such waiver in case of Board members and by Chairman & CEO in case of Senior Management Personnel.

24. General

The Code should be viewed more as a code of ethics for better transparent Corporate Governance and accountability to stakeholders. The Code is not intended to be all comprehensive and compliance should be both in spirit and in law, regulations and guidelines and should be in harmony with the corporate mission and objectives.

This Code is neither intended to nor does it create any right in favour of any Director, Senior Management Personnel, client, supplier, customer or shareholder of the Company or any other person or entity, whatsoever.

25. Acknowledgment of receipt of code of conduct

I have received and read the Company's Code of Conduct for the Board Members, Senior Management. I understand the standards and policies contained in the Code and further agree to comply with the Company Code of Conduct for the Board Members, and the Senior Management, as applicable to me.

If I have questions concerning the meaning or application of the Code of Conduct for the Board Members, Senior Management and Employees or the legal and regulatory requirements applicable me as a Board Member or Senior Management Personnel, I know I can consult the the Company Secretary, knowing that my questions or reports to these sources will be maintained in confidence.

(Name of the Board Member/Senior Management Personnel/Employee)

Signature

Date

Please sign and return this form to the Company Secretary.

ANNUAL AFFIRMATION

To

The Board of Directors
HealthCare Global Enterprises Limited,
Bangalore.

Ido hereby solemnly affirm that I have , in
letter and in spirit and to the best of my knowledge and belief complied with the Code of Conduct for
Board Members and the Senior Management of the Company during the financial year ended on 31st
March

Signature :

Name :

Designation :

Date :