

**HEALTHCARE GLOBAL ENTERPRISES LIMITED
CODE OF CONDUCT POLICY**

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COMPANY'S VALUES

- Quality - Enabling patients to live longer and better lives.
- Integrity - To be honest and forthright in all dealings, and to be responsible corporate citizens in the community.
- Innovation – To strive to find innovative ways to enhance patient care and provide value to them.
- Collaboration – To explore the limitless possibilities of collaborative energy and teamwork.
- Leadership - To be the best, as individuals and as a company.



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1 PREAMBLE

3.1 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 all its Associates.

3.2 All Associates are requested to read and imbibe the Code of Conduct and follow it in letter and spirit, so as to maintain the highest standards of value in their conduct to achieve organizational objectives.

2 OBJECTIVES

This Code is intended for all the Associates and includes areas of ethics, integrity and honesty, providing guidance to help them recognize and deal with ethical issues; and help foster a culture of honesty, integrity and accountability.

3 APPLICABILITY

3.1 All HCG Associates are governed by this Policy. “Associate” here means all Employees, Expatriates, Interns, Trainees, Observers, Students and FTC’s other than Board Members and the Senior Management.

3.2 Associates are the representatives of the Company and hence are expected to demonstrate high degree of discretion and astute judgment in their dealings.

3.3 Although due care has been taken to address most conceivable situations; it is not possible for this Code to cover every situation that may arise. In circumstances where Associates are unable to consult an appropriate person in the Company, they are expected to use sound reasoning and good judgment in handling the situation in the interest of the Company.

4 PROCESS OWNER

The process owner of the Code of Conduct is Group Head



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5 POLICY GUIDELINES OF CONDUCT

5.1 National Interest

HCG Associates shall neither engage in any activity that would adversely affect the economic development of the country, HCG's activities shall be in line with the guidelines of the Medical Council of India and bound by the laws of the land.

5.2 Use of the HCG Brand

The use of HCG name, logo and trademark shall be governed by manuals, codes and agreements as issued by the Company. No Associate shall use the HCG Brand for any purpose without specific authorization.

5.3 Quality of Services

HCG is committed to deliver services of world class quality based on the requirement of its patients and adhering to National and International Healthcare standards.

5.4 Equal Opportunities Workplace, Free of Discrimination and Harassment

The Company firmly believes in offering equal employment opportunity and is committed towards following employment practices like recruiting, hiring, promoting, transfer, layoffs, termination, compensation and training without any discrimination. The Company is committed to support equal employment opportunity for all individuals, without regard to race, color, religion, creed, caste, economic or social status, gender, nationality, citizenship, age, sexual orientation, physical disability, pregnancy, childbirth, marital status, medical condition, ancestry, language, sexual orientation or any other characteristic. The Company's commitment to equal employment opportunity extends to any other protected classes which may exist under applicable law. The Company opposes any discrimination whether direct or indirect.

It is also every stakeholder's responsibility, to be aware of their role in making such a harassment free environment by being supportive, encouraging and sensitive to employees who have been subjected to any harassment.



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Examples of actions that may violate this clause of the Code include:

- Offensive communication, whether oral or written including visual images, where anyone is disrespected, based on color, age, religion, etc.
- Offensive gestures or actions like staring, assault, etc.
- Display of offensive graphic pictures, posters, etc.
- Violating an individual's dignity
- Creating an intimidating, hostile, degrading, humiliating or offensive environment
- Racial discrimination
- Discrimination relating to disability
- Act or conduct by a person in authority which creates the environment at workplace hostile or intimidating to a person
- Bullying
- Stalking

Harassment is not limited to misconduct of senior with a junior. It includes misconduct by any stakeholder. This clause is equally applicable and accessible to both male and female employees. This clause intends to uphold Company's commitment in providing an environment free from sexual harassment and exploitation. The Code strictly prohibits sexual harassment.

Sexual harassment includes any one or more of the following unwelcome acts or behavior (whether directly or by implication):

- Sexually offensive communication, whether oral or written including emails, jokes, letters, visual images, phone call, voice mail or other communication of sexual nature
- Any gestures or actions or conduct which is sexually offensive in nature or any other unwelcome physical or non-verbal conduct of sexual nature
- Demand or request for sexual favors
- Physical conduct, contact, advances such as assault, molestation or unwanted touching
- Eve teasing, actions invading one's privacy
- Act or conduct by a person in authority which creates a hostile or intimidating environment at workplace to a person
- Enquiring into one's sexual experiences



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Category II WB Committee: As per the requirement the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Bill, 2012 and in compliance with the Supreme Court guidelines, the Company has set up a specific committee to handle any complaints or concerns with respect to sexual harassment. The Committee also covers any other form of harassment as the Company strictly prohibits and has zero tolerance attitude towards harassment of any mode. The Committee is presided by a woman employee and comprises of 50% of women members.

5.5 Human Rights

The Company understands its responsibility to respect human rights and understands meeting such responsibilities can play a positive role in the communities where the Company operates. The Company reinforces the importance of human rights by creating awareness through this Code, through action and reinstates the stakeholders' responsibility of treating each other with respect and dignity. The Company is committed to developing such organizational culture by implementing a policy in support of internationally recognized human rights and seeks to avoid participation in human rights abuses. The Company believes in meeting these responsibilities by respecting our human resources as per the International Labor Organization (ILO)'s Declaration on Fundamental Principles and Rights at Work, including enforcement of non-discrimination, prohibition of child and forced labor, and freedom of association and the right to engage in collective bargaining.

The Company's conduct in our global operations is consistent with the spirit and intent of the United Nations Universal Declaration of Human Rights; the ILO Declaration on Fundamental Principles and Rights at Work, where applicable to business; and other applicable international principles, including the Voluntary Principles on Security and Human Rights.

These guidelines cover prohibition of child labor, forced labor, freedom of association, right to collective bargaining and protection from discrimination. Discrimination could be on the grounds of race, color, religion, creed, caste, economic or social status gender, nationality, citizenship, age, sexual orientation, disability, pregnancy, childbirth, marital status, medical condition, ancestry, language or any other characteristic.



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The Company also encourages third parties to treat their employees and to interact with communities in a manner that respects human rights and is consistent with the spirit and intent of this Code. The Company seeks that all stakeholders adhere to all applicable domestic laws and encourage them to be consistent with ILO core labor principles and reinforce awareness of potential human rights issues.

5.6 Accurate and Complete Accounting

- I. Associates shall use Company's funds and other property solely for the benefit of the Company. All disbursements must be lawful and consistent with Company policies.
- II. No unrecorded fund, reserve, asset or special account shall be set up or maintained for any purpose. No false or fictitious entries shall be made in books, records, accounts, or in Company communications for any reason. No payment or transfer of funds or assets (such as tangible and intangible) shall be made for any purpose other than what is specifically authorized or is clearly within the discretion granted by the Company.
- III. Associates are responsible for accurate and timely record keeping for all Company assets, liabilities, revenues and expenses in compliance with accepted accounting rules and controls.
- IV. The purpose for incurrence of expenses must be authorized by the manager of the employee in advances. The reimbursement of expense incurred must be claimed within 30 days of incurring the expenditure. Expense claims post the expiry of 30 days will be deemed to be unauthorized. Expense claims that are found to be fraudulent and false will be treated as violation of the Code and accordingly be subject to disciplinary actions. Personal expense will not be reimbursed by the company and any such claim shall be treated as a violation of the Code.

5.7 Anti – Bribery and Related Provisions

i. Anti – Bribery Regulations

In order to comply with the applicable anti - bribery regulations, the associates are required to adhere to specific provisions. For guidance on



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these provisions please refer the Company Anti - Bribery and Anti-corruption policy.

ii. Offering or Accepting Gifts, Hospitality and Entertainment :

Exchange of business gifts, hospitality and entertainment maybe an acceptable norm or practice in some geographies as a local culture, as part of everyday business operations in order to maintain business relationships. However such culture may create an appearance of or actual conflict of interest or illicit payment. This clause is intended to set out guidelines for stakeholders operations with respect to offering or accepting of gifts, hospitality and entertainment to/ from third parties. For any questions regarding this clause, contact the Business HR.

Gifts given by the Company to suppliers or customers or received from suppliers or customers should always be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety. The nature and cost must always be accurately recorded in the Company's books and records. It might be customary at times on the occasion of festivals or during certain corporate events. However, all gifts and entertainment should be for a genuine business purpose, reasonable, given in the ordinary course of business and should comply with this clause on Gifts, Hospitality and Entertainment.

5.8 Protection of Intellectual Property

The Associate shall not disclose, divulge, make public or make use whatsoever of any information, knowledge, secrets, intellectual property rights, research findings, confidential information about the affairs of the Company in the course of the employment and thereafter.

5.9 Collaboration within all entities of HCG

All HCG businesses shall cooperate with each other by sharing knowledge, infrastructure, human and management resources and making efforts to resolve disputes amicably, albeit without adversely affecting its business interests.



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5.10 Confidentiality and Non-disclosure

- I. Associates shall ensure that all information including salary details available to them in the course of employment in the Company are kept strictly confidential and she/he shall not disclose to any party except to the extent necessary for the purpose of due performance of her/his service/discharge of her/his duty to the Company.

- II. An Associate of HCG and her/ his immediate families shall not derive any benefit or assist others to derive any benefit from the access to the insider information about the Group, including information which is not available publicly. Such insider information may include among other things:
 - a. Merger or acquisition, divestment of businesses or business units
 - b. Data or information such as profits, earnings, etc.
 - c. Investment decisions, restructuring plans etc.
 - d. Major supply and delivery agreements
 - e. Research findings, Drug Formulations, Procedures, Methodologies, etc.

- III. 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 Associates 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 Associates shall ensure that such:

- Personal data should only be accessed by those authorized to do so, and only for the business purposes of the Company;
- Personal data should never be provided to unauthorized 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.



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IV. Requests by Regulatory Authorities: The Company and its stakeholders must cooperate with appropriate government inquiries and investigations. In this context, however, it is important to protect the legal rights of the Company with respect to its confidential information. All government requests for information, documents or investigative interviews must be referred to the Company Secretary & Compliance Officer. Nonpublic financial information should not be disclosed for any non-business purposes without the prior approval of the CFO.

5.11 Obligations under Security Laws – “Insiders” Trading

The Company’s shares are listed and traded on the Mumbai Stock Exchange and National Stock Exchange and thus is obligated under the Indian securities law. In the normal course of business, stakeholders may come into possession of significant and sensitive information. This information is the property of the Company, entrusted with a stakeholder. One may not profit from it by buying or selling securities for oneself. Further not to tip others to enable them to profit or for them to profit on one’s behalf. The purpose of this Code is both to inform of legal responsibilities and to make clear that the misuse of sensitive information is contrary to the Code and applicable Indian security law. Insider trading is a crime penalized by fines and imprisonment for individuals. Insider traders must also disgorge any profits made, and are often subjected to an injunction against future violation. Finally, insider traders may be subjected to civil liability in private lawsuits.

Insiders trading rules are strictly enforced even in instances when the financial transactions seem small. The Company has imposed a trading blackout period on the stakeholders who, as a consequence of their position with the Company, are more likely to be exposed to material nonpublic information about the Company. These stakeholders generally may not trade in Company securities during the blackout period.

For more details and to determine if restricted from trading during trading blackout periods, every stakeholder should read the Company’s Insider trading rules carefully, paying particular attention to the specific policies and the potential criminal and civil liability and/ or disciplinary action for insider trading violations. The Company’s Insider trading rules shall be complied with, and the



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pre-clearance procedures for trading should be followed and traded only during a trading window is open.

Stakeholders who violate this Code will also be subject to disciplinary action. For questions regarding this clause on insider trading rules contact the Company Secretary

5.12 Policy and Process Integrity

No Associate shall make any statement or do any act that encourages or results in unlawful, untimely, false or intentional misrepresentation, concealment or destruction of information in order to deceive or mislead.

5.13 Using equipment and consumable resources

Associates shall ensure that all departmental equipment, resources, and consumable items are used for the work and business of the Department.

5.14 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 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 Associates shall:

- I. Avoid using of computers for sending, receiving, and/or copying inappropriate material.
- II. Ensure that the transmission of information via communication and information networks and devices are made only if authorized to do so.
- III. Avoid sharing of password with another person, share another person's password/s, or record password/s which can be misused
- IV. Not access or download, create or forward emails, documents or images that may cause offence, distress or harassment to others.
- V. Not install or use any unauthorized hardware or software on any Company's system.



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- VI. 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.

5.15 Protecting Company's Assets

- I. Misuse of Resources- Associates shall avoid any improper, unauthorized or unlicensed use of property or resources for non-business related reasons or purposes including improper use of systems and timekeeping.
- II. Theft- Associates shall avoid any unauthorized removal or taking of supplies, equipment, furniture, fixtures, products, cash, merchandise or other tangible property of the Company.

5.16 Unethical Transaction

- I. No Associate shall assist in the misuse of Company funds, irrespective of the amount involved, including, the misappropriation of such funds for her/his personal benefit, or patients.
- II. All payment and transfers of premium and other items of value shall be made openly and must be disclosed and duly authorized by the concerned authority.

5.17 Relationship with Government and Public Officials

- I. An Associate of HCG may occasionally contact government and regulatory officials with respect to their concerned departmental work to keep them informed about her/his operations and positions on issues.
- II. She / He should also be familiar with specific rules set by individual agencies or other governmental bodies.

5.18 Compliance of applicable law by Expatriate Associate

All Expatriate Associates shall be responsible for obtaining and retaining a valid Work Permit / Residence Permit / Employment Visa, during the subsistence of her/his engagement with the Company. The Associate shall duly adhere to all rules, regulations and/or such other conditions imposed by any Government Authority. The Associate shall keep the Company duly indemnified against all loss, damages, costs, expenses, proceedings, prosecution etc., arising out of any violation of the terms and conditions of the applicable laws, rules, regulations and orders passed in that regard.



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5.19 Public Representation and Social Media

- I. The Company honors 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, Associates, shareholders, agents, franchisees, dealers, distributors and importers, the Company shall be represented only by the Chairman & CEO or specifically authorized directors and employees. It shall be the sole responsibility of these authorized representatives to disclose information about the Company.
- II. No person other than these authorized representatives shall provide any interview, offer any comments or other information to the media, including social networking sites; and under no circumstances must an Associate attempt to speak or communicate on a no name basis.

The following principles apply to professional use of social media on behalf of Company as well as personal use of social media when referencing Company.

- I. Employees need to adhere to the Company's Code of Conduct, and other company policies when using social media in reference to Company.
- II. Employees should be aware of the effect their actions may have on their images, as well as Company's image. The information that employees post or publish may be public information for a long time.
- III. Employees should be aware that Company may observe content and information made available by employees through social media. Employees should use their best judgment in posting material that is neither inappropriate nor harmful to Company, its employees, or customers.
- IV. Although not an exclusive list, some specific examples of prohibited social media conduct include posting commentary, content, or images that are defamatory, pornographic, proprietary, harassing, libelous, or that can create a hostile work environment.
- V. Employees are not to publish post or release any information that is considered confidential or not public. If there are questions about what is considered confidential, employees should check with the Human Resources Department and/or supervisor.



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- VI. Social media networks, blogs and other types of online content sometimes generate press and media attention or legal questions. Employees should refer these inquiries to authorized Company spokespersons.
- VII. If employees encounter a situation while using social media that threatens to become antagonistic, employees should disengage from the dialogue in a polite manner and seek the advice of a supervisor.
- VIII. Employees should get appropriate permission to use a third party's copyrights, copyrighted material, trademarks, service marks or other intellectual property.
- IX. Social media use shouldn't interfere with employee's responsibilities at Company. Company's computer systems are to be used for business purposes only. When using Company's computer systems, use of social media for business purposes is allowed (ex: Facebook, Twitter, Company blogs and LinkedIn), but personal use of social media networks or personal blogging of online content is discouraged and could result in disciplinary action.
- X. Subject to applicable law, after-hours online activity that violates the Company's Code of Conduct or any other company policy may subject an employee to disciplinary action or termination.
- XI. If employees publish content after-hours that involves work or subjects associated with Company, a disclaimer should be used, such as this: "The postings on this site are my own and may not represent [Company's] positions, strategies or opinions."
- XII. It is highly recommended that employees keep Company related social media accounts separate from personal accounts, if practical

5.20 Political Activity

The Company shall be committed to and support the constitution and governance systems of the country in which it operates. HCG Associates shall not support any specific political party or candidate for political office. The Associate'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.



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5.21 Regulatory Compliance

Every Associate shall, in her/his business conduct, comply with all applicable laws and regulations, both in letter and spirit, in all the areas in which one operates. Each stakeholder must acquire appropriate knowledge of the requirements relating to his duties, sufficient to enable him to recognize potential threats and to know when to seek advice from the Legal Department on specific Company policies and procedures. Violations of laws, regulations, rules and regulatory orders may subject the stakeholder to individual criminal or civil liability, as well as to disciplinary action by the Company. Such individual violations may also subject the Company to civil or criminal liability or the loss of business.

5.22 Anti – Boycott

In order to comply with the all applicable trade restrictions and boycotts imposed by the country in which the Company conducts its operations, the Company prohibits its stakeholders from participating, supporting or providing information on any boycott activities like transactions with identified terrorist organizations or narcotics traffickers, transactions with black listed companies. Further the stakeholders shall not participate in any boycott which, is not sanctioned or that is prohibited by any local law.

Consequences for non - compliance for such regulations include fines and imprisonment for responsible individuals and the Company may be prohibited from further participation in certain trade.

5.23 Whistle Blower policy

The HCG provides a platform for Associates to disclose information internally, which she/he believes shows serious malpractice, impropriety, abuse or wrong doing within the company without fear of reprisal or victimization.

5.24 Honest & Ethical Conduct

- I. HCG expects its Associates to maintain high moral and ethical standards. These standards are characterized by honesty, fairness, equity in interpersonal and professional relationships as well as in our day-to-day activities A HCG Associate is supposed to inform in case, if he/she deviates from the above standard (or if any case is filed against him/her).



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- II. The Company considers honest conduct to be conduct that is free from fraud or deception. The Company considers ethical conduct to be conduct conforming to accepted professional standards of conduct. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

No HCG Associate shall engage himself in any business activity. Further, if he/she directly or indirectly recommends any of his friends / relatives for any business dealing with HCG, he/she must disclose the nature of such relationships and transactions beforehand.

5.25 Conflicts of Interest

Every stakeholder is responsible to the Company, investors and each other. Although this duty does not prevent the stakeholders from engaging in personal transactions and investments, it does demand that the stakeholders avoid situations where a conflict of interest might occur or appear to occur in the best interest of the Company. As a legal entity the Company is subject to scrutiny from many different individuals and organizations. The Company always strives to avoid even the appearance of impropriety.

All stakeholders must avoid situations like personal or romantic involvement with a competitor, supplier, or subordinate employee of the Company, which impairs a stakeholder's ability to exercise good judgment on behalf of the Company, and creates an actual or potential conflict of interest.

A stakeholder involved in any conflict of interest should immediately fully disclose the relevant circumstances to his or her immediate supervisor, or any other appropriate supervisor, to determine whether a potential or actual conflict exists. If an actual or potential conflict is established, then the Company may take necessary corrective action according to the circumstances. Failure to disclose facts shall constitute grounds for disciplinary action.

A stakeholder's duty to the Company demands that he or she avoids and discloses actual and apparent conflicts of interest. A conflict of interest exists where the interests or benefits of one person or entity, conflict with the interests or benefits of the Company. Examples include:



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i. Employment/ Outside Employment

The Company prohibits employees from accepting simultaneous employment with any third party (including the Company supplier, customer, developer or competitor) whether full time or part time without prior approval of the Audit Committee. The employees are also prohibited from taking part in any activity that enhances or supports a competitor's position. Additionally, the employees must disclose to the Company any interest that may conflict with the business of the Company. For any questions regarding this clause contact your supervisor or the Business HR.

ii. Outside Directorships

It is a conflict of interest to serve as a director of any company that competes with the Company. The Code requires that all employees obtain approval from the Company's Audit Committee prior to accepting any external directorship. Such approval may be conditioned upon the completion of specified actions. Any external directorship, not necessarily that of a competitor, has to be disclosed and approved by the Audit Committee.

iii. Business Interests

If any employee is considering investing in a Company customer, supplier, developer or competitor, employee must first take great care to ensure that such investments do not compromise his responsibilities towards the Company. Numerous factors should be considered in determining whether a conflict exists, including the size and nature of the investment; employee's ability to influence the Company's decisions; employee's access to confidential information of the Company or of the other company; and the nature of the relationship between the Company and the other company. All business interests with the Company customer, supplier, etc. should be disclosed within 15 days. Any investment with competitors is strictly prohibited unless the investment is by way of buying shares / debentures without voting rights.

iv. Related Parties

As a general rule, employees should avoid conducting Company business with a relative, or with a third party business in which a relative is associated in any significant role. The Company discourages the employment of relatives in positions or assignments within the same department and



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prohibits the employment of such individuals in positions that have a financial or other dependence or influence (e.g., an auditing or control relationship, or a supervisor/ subordinate relationship).

If such a related party transaction is unavoidable, one must fully disclose the nature of the related party transaction to the Company's CFO. If determined to be material to the Company by the CFO, the Company's Audit Committee must review and approve in writing in advance such related party transactions. The significant related party transactions, involving the Company's directors or executive officers, must be reviewed and approved in writing in advance by the Company's Board of Directors. The Company must report all such material related party transactions under applicable accounting regulations such as the Companies Act, 1956. Any dealings with a related party must be conducted in a fair manner, without any preferential treatment to the related party as against any third party.

The purpose of this Code is to prevent the organizational impairment and conflicts that are a likely outcome of the employment of relatives or significant others, especially in a supervisor/ subordinate relationship. If a question arises about whether a relationship is covered by this Code, the HR Department is responsible for determining whether an applicant's or transferee's acknowledged relationship is covered by this Code. The HR Department shall advise all affected applicants and transferees of this Code. Willful withholding of information regarding a prohibited relationship/ reporting arrangement will be subject to disciplinary action. The Company retains the prerogative to separate the individuals at the earliest possible time, either by reassignment or by termination, if necessary.

v. Other Situations

As other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. For any questions regarding conflict of interest contact the CFO or Head of HR.

5.26 Dress Code



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HCG expects its Associates to follow a dress code as per the grooming standards defined by the company. This ensures Associates work comfortably at the workplace and at the same time project a professional image for our patients, potential Associates and the community we are a part of. Hence, it is essential that all Associates take pride in her / his appearance and maintain proper dress code and general appearance during office hours. Associates are expected to dress neatly and in a manner consistent with the nature of the work performed.

5.27 Environment, Health & Safety

The Company has taken steps to provide the employees with a safe and healthy work environment by implementing safety measures like emergency exits, fire alarms, fire extinguishers, smoke detectors, etc. It is the responsibility of each associate to adhere to all applicable health and safety policies in order to maintain secure and healthy work surroundings. It is further the duty of the all associates to educate and create awareness amongst them. For any questions regarding this clause, contact the Business HR.

- I. Environment, Health, Safety and Laws of the land Associates shall adhere to the laws of the land wherever they are and shall not violate, cause or any action that impacts the Environment and the Health and Safety of HCG Associates, Patients and at the Community at large.
- II. Substance Abuse- To meet our responsibilities towards Associates and Patients, the Group shall maintain a healthy and productive work environment. Misusing controlled substances or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs and alcohol on the job is absolutely prohibited. The Code also prohibits selling, manufacturing, distributing, possessing or using of any weapons at work.
- III. Threats and Physical Violence- No Associate shall use threatening words, or assault or commit acts of violence or possess weapons, firearms, ammunition, explosives or incendiary devices in the workplace, on work premises or in work vehicles or elsewhere. The list of behaviors, while not inclusive, provides examples of conduct that is prohibited by this policy:
 - a. Causing physical injury
 - b. Making threatening remarks
 - c. Aggressive or hostile behavior that creates a reasonable fear of injury to another person or subjects another individual to emotional distress



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- d. Intentionally damaging employer property or property of another Associate
- e. Committing acts motivated by or related to sexual harassment or domestic violence.
- f. No Smoking - Smoking is strictly prohibited in the premises of the workplace. Appropriate actions shall be initiated against any person found contravening with the policy of this code.

5.28 Disciplinary Actions

- I. All Associates covered under this Code of Business Conduct are required to adhere to the principles and rules laid down in this code, which is also elaborated in the Employee Standing Order. Failure to do so will attract appropriate action including disciplinary action against the Associate who is found to violate these principles.
- II. Disciplinary action may include immediate separation of employment or any other action as deemed fit at the Company's sole discretion. The company will recover any loss suffered by it due to violation of the provisions of this code by any Associate.
- III. Disciplinary Proceedings against the delinquent Associate shall be conducted in accordance with the principles of natural justice.
- IV. The Associates of the Compliance Committee and/or Associates of Audit Committee will be notified of any concerns about violations of standards for conduct of business, ethics, laws, rules, regulations or this Code

6 DEFINITIONS AND ACRONYMS

Word	Meaning/ Definition
Agent	Any third party, regardless of the nature of engagement by the Company, who represents/ acts on behalf of/ takes decision on behalf of or jointly acts with the Company. Agents may include sales agents, distributors, sub-contractors, consultants, merger/ acquisition/ joint venture partners, clearing and forwarding agents, legal advisors, etc.
Audit Committee	An operating committee of the Board of Directors charged with oversight of financial reporting and disclosure
Board	Board of Directors
Code	Code of Business Conduct and Ethics
Government Official	<ol style="list-style-type: none"> 1. Any officer or employee or person acting on behalf of a government department or agency 2. Any officer or employee of a company or business owned in whole or part by a government or government agency. For example certain banks in UK and India have a government stake in them 3. Any officer or employee of a government international organization such as the United Nations. 4. Any officer or employee of a political party or any person acting in an official capacity on behalf of a political party. 5. Any candidate for political office. 6. Any person working for a state-owned institution. For example, Municipal Corporation, Electricity and Pollution boards, City Counsel, etc.
Employee	Employee of HCG limited, all its subsidiaries and affiliated entities including contracted employees, sub contracted employees and interns.
Lobbying	An act of attempting to influence decisions made by officials in the government, most often legislators or members of regulatory agencies.
Relative	Relatives include spouse, siblings, children, parents, grandparents, grandchildren, aunts, uncles, nieces, nephews, cousins, step



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	relationships, and in - laws.
Stakeholders	All employees of the Company (including Board of Directors), agents, vendors, subsidiaries ,venture partners, business partners, customers/ clients, associates, contract/ sub-contractors, interns and other third parties
Solicitations	It is the action/ instance of soliciting, petition, or proposal. In criminal law, it most commonly refers to either the act of offering goods or services, or the act of attempting to purchase such goods or services.
BOD	Board of Directors
CEO	Chief Executive Officer
CFO	Chief Financial Officer
HOD	Head of Department
HR	Human Resources
IT	Information Technology
ILO	International Labor Organization
NDA	Non-Disclosure Agreement

7 FREQUENTLY ASKED QUESTIONS

1. I am instructed by my immediate senior to action a task which I believe may be in violation of the Code. Should I follow the instruction without contesting the same, since the instruction is from a senior?
No. The Code is applicable to all employees irrespective of the grades. If you have any reason to believe that the action may cause a violation, then immediately take it up with your senior. If you are further not comfortable with the discussion, please contact the Head of HR for clarity.
2. As an employee of the Company in the finance team, I am required to interact with other departments as well. I am frequently being taunted with personal and offensive comments by a senior employee of the Company. May I report a concern against a senior employee? Am I safe raising this concern?
Yes. The harassment clause in the Code is equally applicable to all employees of the Company. The Code does not provide any exemptions for employees based on



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the seniority levels. Thus, it is the responsibility of every employee to report such concerns. Further, the Code also provides for safeguard of the complainant from any retaliation.

3. I am the administration head for the Company, and am responsible for planning and booking all Company events. As part of my job I interact with the managers of all leading hotels and restaurants. Can I use this rapport with these third parties to extend the discounted rates offered to the Company to be extended to a personal vacation plan as well?

No. The rates negotiated and offered by these facility providers are for the purpose of the Company usage alone. For any reservations required for personal vacation, this offer cannot be availed. The discount information and the interactions available with the employee are in the capacity of a representative of the Company. Thus the same cannot be used in personal capacity.

4. I am a male employee, who is being harassed by a female reporting manager. Do I have an option under the Code to report the same?

Yes. The Code is equally applicable to both female and male employees. Any male employee is free to report any concerns of harassment or sexual harassment as per the Code.

5. You have been reporting about an employee harassing you for some time now. But you notice that the committee has not taken any actions on this or you are not aware of any action initiated by the committee in this regard. What actions should you take?

If the complainant has reason to believe that the committee members are not acting upon the complaint reported, the complainant should immediately report the concern to Audit Committee. Further, the Code also defines the committees responsibilities towards reporting the outcome or action initiated against the concerns to the complainant. As a complainant you have the right to obtain such information on the status of the concern unless the same cannot be shared by the committee due to confidentiality concerns.

6. During the appraisal of the year, I was not promoted. I believe I had performed and met my targets for the year, but was not promoted on the discrimination of being pregnant at the time. What should I do?



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If your concerns are pertaining to employment and appraisals, then the same should be reported to the local HR through the grievance reporting process. If further, even after the discussion with the HR your concerns are not answered and you believe that the event has occurred due to discrimination on the lines of your pregnancy and not your technical capability, then you may report your concern to the committee through the Whistleblower Policy.

7. As part of the marketing team I am required to travel extensively to various client potential locations. For this purpose I visited Vietnam, which was scheduled for two days. But for personal visit I extended the stay for additional two days. Can I claim the per diem for these two days which were extended?

No. As part of the Code, you are not eligible to claim expenses incurred for personal purposes. Such claims would be in violation of the Code.

8. At a trade association, you happen to interact with a small time content provider. The individual requests you to refer him as a vendor to your procurement team in return for a percentage of the revenues he will earn through this order. Can I accept such an offer?

No. Such action would be a violation of the Code and the Company Anti - Bribery Policy. The stakeholder will be liable to disciplinary action under the Code and the Anti - Bribery Policy if such offer is accepted.

9. A government “consultant” offers to assist the Company in securing an important government deal in exchange for a success fee of 10% of the value of the government contract. Can the employee agree to this payment?

No. Employees are prohibited from offering or giving money or anything of value to government officials directly or indirectly through third parties. This prohibition generally includes the use of success fees or utilizing unapproved or ad hoc consultants. You should consult the Legal Department before you hire any third-party sales consultants to obtain, procure, or close government deals.

10. As part of closure of a business deal, the Company client has offered you tickets to a cricket match. Can I accept the same?

No. As per the Code no stakeholders shall accept any gifts, hospitality or entertainment that is expensive and inappropriate to the business context. Acceptance of the tickets would create an impression of impropriety and thus will



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be a violation of the Code. Even if the value is within the limits set forth in the Code, you may not accept it because it was offered in exchange for your actions related to their business with the Company. You should not accept the gift under such circumstances.

- 11.** I am Senior Accountant in the Company. My brother is part of a nonprofit organization. He has requested me to obtain contributions from the Company towards this NGO. Can I help my brother in this regard?

No. Contribution to the nonprofit organization should be through proper approval process as defined by the Company. If the NGO has previously received contributions from the Company as an approved beneficiary, then the contribution by the Company can be made provided the relations are disclosed by the employee. Please refer the conflict of interest clause of the Code for further questions.

- 12.** What should I do when I am not in a position to reject the gift or forced to accept the gift?

Kindly accept it and immediately inform to your Business Unit Head.

- 13.** At an external business meeting, you gain access to some critical company information of a client or a competitor, which is not as part of your normal business conduct. How should I react to such situation? Can I make use of such information for the advantage of the Company?

No. It is the duty of every stakeholder to conduct with utmost honesty and integrity. These values are the most important principles of the Code. It would be a violation of the Code, if such information is gained access to and further if such information is used for the Company advantage. The stakeholder should disassociate himself from the meeting during such situations.

- 14.** As an employee, you have gained access to critical financial information of the Company or a client or a competitor. Information pertaining to major expansion plans of the Company which is not public yet. May I share this information with my friends, as it would help them for the purpose of this investment?

No. Such action would be a violation of the insider trading clause of the Code. The sensitive information obtained by you is in the capacity of an employee of the Company as part of the normal course of business. Sharing or usage of such



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information for a personal gain or purpose is a violation of the code. Such financial information should be discussed or should be accessible only through public mediums.

- 15.** At a trade association you are approached by a third party who has access to information on the competitor bid for the tender for which the Company is contesting, and is willing to share such information in return for a fee or commission. Should I accept such offer?

No. Accepting of such offer would be a violation of the Code. Gaining access to any information of the competitor which is not available in the ordinary course of business or through public mediums, would be a violation of the Code. You would be subjected to disciplinary actions if such offer is accepted.

- 16.** I being the senior accountant am on leave for personal reasons. While on leave, a colleague of mine requests for some information that is required as part of work on an urgent basis. Since I do not have access to Company network, I am sharing my Login ID and password with my colleague. Is this action correct?

No. Sharing of computer login IDs and passwords would be a violation of the Code under the clause 'Protecting the Company's confidential Information'. Under no circumstances shall an employee share his login ID and password with another employee or third party. In case access to the network is required, then the other party shall obtain access through approval under the Company IT policies.

- 17.** Being the operations head of the Company, I am approached by the editor of a leading newspaper for an interview to talk about the Company's expansion plans. What are the points to be ensured before accepting such requests?

Before honoring any such requests, the employee shall obtain prior approval from the Chairman & CEO. The Company has designated its Chairman and CEO, as the official company spokesperson for financial matters. Further, all press releases shall be preapproved by the Finance department. Unless you have been given the authority as a spokesperson of the Company, you should not accept such requests.

- 18.** A business partner is an elected member of a political party. He has requested you to make contribution to the political party through the Company and further support him through his endorsement for the elections. Can I help him procure such contribution from the Company?



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No. Contributions to political parties are prohibited under the Company Anti-bribery Policy. Any contribution to a political party is a violation of the Company Anti- Bribery policy. If you consider supporting the individual in his campaigns alone, then it is your responsibility to ensure that your actions are in your personal capacity and the Company cannot be bound by your actions.



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HCG Code of Conduct for Associates Compliance Commitment

I hereby confirm that I have received the HCG Code of Conduct and commit to comply with it in letter and in spirit.

Associate Name: _____

Employee Code: _____

Centre and Department: _____

Signature & Date: _____

Place: _____



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Review by:-

Name	Designation	Signature & Date
Mr. Jagannath K	Assistant General Manager HR	

**Approved
by:-**

Name	Designation	Signature & Date
Mr. Jayaprakash MC	Vice President HR	

Version: 1.3

Issue: 0.1

Date: 1st April 2017