



**Dr. AGARWAL'S EYE HOSPITAL LTD.**

**CODE OF CONDUCT**

**FOR**

**BOARD MEMBERS**

**AND**

**SENIOR MANAGEMENT PERSONNEL**

**OF**

**THE COMPANY**



and Senior Management Personnel.

## **2. APPLICABILITY**

The code is applicable to the following persons (the Officers):

- (a) Members of the Board of Director of the Company And
- (b) Senior Management Personnel i.e. all members of management one level below the Whole Time Directors including all functional heads.

All the concerned are expected to read and understand this Code and to uphold standards set out under this, in his/her day-to-day activities.

As the principles set out under this are general in character, Officers should also review the Company's other applicable Policies and Procedures for more specific instructions. In case of any difficulty in interpretation or allied matters they may contact the Compliance Officer.

This Code is in addition to and not in derogation with any Act, law, rules and regulations, and all other applicable Policies and Procedures adopted by the Company that governs the conduct of its officers.

## **3. RELATED PARTY DISCLOSURES**

The Directors and Senior Management personnel shall make disclosure to the Board in respect of any transaction with the Company in which such person is interested and in respect of which a conflict of interest can arise between the Company and the person concerned.

## **4. HONEST AND ETHICAL CONDUCT**

It is the Policy of the Company to conduct its business in accordance with all applicable laws and regulations of the jurisdiction in which such business is conducted and to do so with complete honesty and integrity in accordance with highest moral and ethical standard. The Board is of the view that the standards which shall apply to them and to Senior Management Personnel of the Company should be higher than those that are applicable to all employees. Accordingly, compliance with this Code is a condition of employment and service for Senior Management Personnel, and is meant to supplement the General Code of Conduct for all employees.



The Company expects all Officers to accomplish all tasks in the capacity of Officer, whether in the premises of the Company or outside, with highest degree of honesty, integrity and professional ethics.

Honesty means every act of the Officers should be free from any fraud or deception. Ethical behavior is the behavior in conformity with accepted professional standards. In case you find any difficulty regarding appropriateness of any action or inaction you can seek assistance for its interpretation from the Compliance Officer

## **5. DISCLOSURE OF INTEREST**

The Directors should promptly disclose their appointments/cessation from directorship of other companies.

## **6. USE OF COMPANY'S FUNDS & ASSETS**

The Company expects all Officers to use Company's funds diligently.

The Officers are prohibited from using Company assets, Confidential or proprietary information or position for personal gain.

## **7. CONFLICTS OF INTEREST**

Officers are expected to disclose any of their transaction, which has or may have any conflicting interest with the business of the Company. They must ensure that these transactions do not compromise on their responsibility towards the Company. This Policy requires that every such transaction shall require prior approval of the Audit Committee. Transaction here includes investment in supplier, competitor or customer of the Company, Directorship in any competitor Companies, acceptance of any simultaneous employment in suppliers or customers or competitor firm(s) Company(ies).

## **8. CORPORATE OPPORTUNITIES**

An Officer should not exploit any Corporate Opportunity for their personal use, which comes to their knowledge, because of such position, without obtaining prior consent of the Board of Directors.

## **9. PROTECTING THE COMPANY'S CONFIDENTIAL INFORMATION**

Officers are under obligation to maintain the confidentiality of the insider information coming to their way, which if disclosed to an outsider may have any adverse impact on the Company and will not disclose it except in the course of discharge of their duties.



## **10. PAYMENTS OR GIFTS FROM OTHERS**

No Member of the Board & Senior Management of the Company or member of his or her immediate family, shall (directly or indirectly) solicit, accept or retain any gift, entertainment, trip, discount, service, or other benefit from any organization or person doing business or competing with the Company, other than (i) modest gifts or entertainment as part of normal business courtesy and hospitality that would not influence, and would not reasonably appear to be capable of influencing, such person to act in any manner not in the best interest of the Company or (ii) acceptance of a nominally benefit that has been disclosed to the Company.

## **11. SHAREHOLDERS**

Directors and senior management personnel shall be committed to enhance shareholders value and in ensuring that the Company complies with all regulations and laws that govern shareholders' rights. Directors and senior management personnel should cause the Board to duly and fairly inform its shareholders about all relevant aspects of the Company's business and disclose such information in accordance with the respective regulations and agreements.

## **12. INSIDER TRADING**

Directors and senior management personnel are prohibited by Company policy and the law from buying or selling securities of the Company when in possession of material Unpublished Price Sensitive Information. Passing such information on to someone who may buy or sell securities (tipping) is also illegal. The prohibition applies to Companies securities and to securities of other companies if you learn material Unpublished Price Sensitive Information about other companies, such as the Company's customers or suppliers, in the course of duties for the Company. Directors are subject to additional requirements relating to reporting and effecting transactions in Company securities

## **13. EMPLOYEE RELATIONSHIPS**

The Company continually strives to promote positive and productive working relationships among its Officers to fully comply with the letter and spirit of all laws prohibiting discrimination and sexual harassment. While the Company does not wish to unduly interfere with the private lives of its employees, some limitations on personal relationships in the workplace are necessary in order to prevent actual or perceived favoritism, problems with Seniors and possible claims of discrimination or harassment. For these reasons, an Officer shall not engage in romantic or sexual encounters or relationships with any other employee with whom he or she is in a supervisory or reporting relationship.

The Company recognizes the importance of developing close working relationships among employees and this policy is not intended to prohibit friendships that naturally develop in a work setting or social interaction among employees.

#### **14. DUTIES OF INDEPENDENT DIRECTORS**

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
- c. take and follow appropriate professional advice and opinion of outside experts at the expense of the company; strive to attend all meetings of the Board of Directors 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 the same 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 company's code of conduct or ethics policy
- l. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 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 law.



## **15. COMPLIANCE WITH LAWS, RULES & REGULATIONS**

Officer must comply with all applicable laws, rules and regulation. Officers are expected to have knowledge of legal obligations relating to their duty and to accomplish their tasks in conformity with such obligations.

## **16. INCLUSIONARY CLAUSE**

Transactions given above are only exemplary ones and it would not be possible to quote here, all situations in which conflict of the interest may arise. So, if a situation raises any doubt or question, the Officer may consult the Compliance Officer

## **17. COMPLIANCE WITH CODE OF CONDUCT**

It is part of the Officer's duty to help in the enforcement of the Code. They are under an obligation to bring any violation of the Code to the knowledge of the Compliance Officer. All the Officers are expected to co-operate in any investigation made in pursuance of the Code. Reprisal, threat, retribution or retaliation against any person, who has, in good faith, reported a violation or suspected violation of the law under this Code or under other Company Policy (ies) or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

The Company will take appropriate action against any Officer whose actions are found to violate the Code or any other Policy of the Company. Disciplinary action may include immediate termination of employment or cessation of the office at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the person(s) responsible.

## **18. WAIVER AND AMENDMENTS TO THE CODE**

This Code is subject to the modifications and no amendment / waiver of any provision of the Code is possible unless approved in writing by the Board of Directors of the Company. A copy of the Code will also be published on the web site of the Company. This code may, from time to time be extended to other senior officers of the company, as the Board may think fit.

## **19. AFFIRMATION OF THE CODE**

All Directors and senior management personnel should sign the acknowledgement form as given below and return the form to the Compliance Officer indicating that they have received, read and understood and agreed to comply with the Code.



**To**

**THE COMPLIANCE OFFICER  
DR. AGARWAL'S EYE HOSPITAL LTD.  
#19, CATHEDRAL ROAD,  
CHENNAI – 600 086**

**ACKNOWLEDGEMENT**

Dear Sir,

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

If I have questions concerning the interpretation/application of the Code, any Company policies, and legal requirement applicable to my job, I know, I can consult the Compliance Officer, and that my questions or report to these sources will be maintained confidential.

I agree to report any violation of the Code immediately as it comes to my knowledge, to the Compliance Officer and to help in any investigation made pursuant to the Code and I understand that the report or the information made by me in this concern shall be maintained confidential.

\_\_\_\_\_  
Officer's Name (Designation)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date