

# Thyrocare Code of Conduct

## CODE OF CONDUCT FOR BOARD OF DIRECTORS, SENIOR MANAGEMENT PERSONNEL AND EMPLOYEES ("Code")

### 1. INTRODUCTION/ PREAMBLE

The Company is committed to conducting its business in accordance with the Rules and regulations and the highest standards of business ethics and ethical conduct which is a fundamental shared value of the board of directors, the senior management and all other employees of the Company.

Consistent with its values and beliefs and pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the board of directors of the Company ("Board") has laid down this Code which provides the Board and the senior management personnel of the Company with the guiding principles to make informed and ethical decisions.

This Code enables the Company to publicly state to its external stakeholders (suppliers, customers, consumers and shareholders), the way in which they intend to do business.

The Code shall become effective from 29 April 2022.

#### **Purpose**

This Code is intended to provide guidance and help in recognizing & dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability.

The Code does not specifically address every potential form of unacceptable conduct and relies on the employees, directors and senior management to use their good judgement when faced with difficult situations. All the employees, directors and the senior management personnel are expected to comply with the letter and spirit of this Code and the Company expects all its employees to implement the Code in its true spirit

#### **DEFINITIONS:**

Unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

- I. "Board" shall mean the Board of Directors of the Company;
- II. "Directors" shall mean directors on the Board;
- III. "Company" shall mean Thyrocare Technologies Limited;
- IV. "Senior Management Personnel" shall mean personnel of the Company who are members of its core management team (excluding Directors) and who occupy the position of chiefs / heads/ group head of various functions in the Company (i.e all members of management one level below the executive directors, including all functional heads and Key Managerial Personnel).

- V. Key Managerial Personnel (KMP) shall mean KMP as defined in sub-section (51) of Section 2 of the Companies Act, 2013;
- VI. "Employee" shall mean employees who are Directors, Officers or workers of the Company on full-time or part-time employment with the Company, whether unionized or non-unionized, in permanent, probationary, trainee, retainer, temporary or contractual appointments ("Employees") It is expected that all the Employees will follow this Code in letter and spirit.

#### **APPLICABILITY OF THE CODE:**

This Code is applicable to the following persons hereinafter referred to as 'Employees, Directors and Senior Management Personnel':

- a. Directors of the Company including managing director and whole time director;
- b. Senior Management Personnel.
- c. All other employees

#### **2. CODE OF CONDUCT**

- a. The Employees, Directors and Senior Management Personnel of the Company should:
  - Demonstrate the highest standards of integrity, promote honest and ethical conduct of the business, and corporate governance;
- b. Comply with all legislations applicable to them in the compliance of their duties
- c. Perform their roles with competence, diligence, in good faith and in the best interests of the Company;
- d. Not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or bring discredit to the Company. Any situation that creates a conflict of interest between personal interests and the Company and its stakeholders' interests must be avoided at all costs;
- e. Follow all the guidelines put forth in the policy for prevention of insider trading;
- f. Not disclose any confidential / privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company;
- g. Not use any confidential information obtained by them in the course of their official duty, whether from the Company or otherwise, for personal gain, or use / allow the use of such information for the financial benefit for any other person;
- h. Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates;
- i. Abide by the policies and procedures that govern the conduct of the Company's business;
- j. Help to create and maintain a culture of high ethical standards and commitment to compliance;
- k. They and their immediate family members should not receive any personal benefit from any supplier, customer or competitor of the Company unless disclosed to Company;
- l. (not in any case, request or seek gifts/donations/favors from people doing business with the Company. Unsolicited and voluntary gifts which are customary for the other party or are

normal business courtesies may be accepted provided that such acceptance does not result in creating any obligation on behalf of the officer of the Company or in influencing his independence while acting with that other party.

m. Drugs/Smoking/Alcohol:

- i. Smoking, alcohol and drug abuse are of concern to the Company and to co-workers, which will not be permitted at the Company's premises. These can lead to lower productivity, unsafe working conditions and are therefore not acceptable.
- ii. Use of Prescription Drugs: One must not use or take prescription drugs above the level recommended by his/her prescribing physician and must not use prescribed drugs for purposes other than those for which they are intended

n. Child Labor and Worker Exploitation Policy:

- The Company does not use child or forced labor in any of its operations or facilities. We do not tolerate unacceptable worker treatment, such as exploitation of children, physical punishment or abuse, or involuntary servitude. We expect our suppliers and contractors with whom we do business to uphold the same standards. Should a pattern of violation of these principles become known to the Company and not be corrected, we will discontinue the business relationship
- Safety and Health Policy: The Company is committed to having safe and healthy operations around the nation to protect the life and health of its employees and the community surrounding its operations, to protect its assets, to ensure business continuity and to engender public trust. It is the responsibility of every employee, Director and Senior Management Personnel to understand and be responsible for incorporating safe behavior in daily business activities
- Support of Universal Human Rights:
  - a) The Company is committed to universal human rights, particularly those of employees, communities in which we operate, and parties with whom we do business.
  - b) Equal opportunity for employees at all levels and no discrimination or harassment based

(II) Directors and Senior Management Personnel of the Company should:

- a. Provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board with best interests of the Company and its stakeholders in mind. They should point the Company's management in the 'right' direction based on their experience and judgement;
- b. Give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgements;
- c. The Directors must attend Board/ Shareholders/ Committee/ Senior Management Meetings as relevant and seek prior leave of absence from such meetings. Directors shall disclose their directorship, committee membership on the Board of other companies and substantial shareholding in other companies to the Board on an annual basis and whenever required as per provisions of applicable laws;

(III) Employee Discipline would:

a. The employee should serve the Company honestly, faithfully and diligently, always act in the best interest of the Company, abide strictly by the rules and regulations in force from time to time and maintain good conduct and discipline

(b) Some examples of breach of discipline are given below:

- Smoking within the office premises
- Trying to create union or engage in any activity which hampers the normal working of the business
- Instigating employees /colleagues
- Stock mismatch and theft
- Theft, fraud and dishonesty in connection with the Company
- Taking or giving bribes or an illegal gratification whatsoever in connection with the Company or in the person's own interest
- Willful insubordination or disobedience of any reasonable or lawful order of a superior
- Habitual late attendance and habitual absence without leave or without sufficient cause
- Drunkenness, fighting or riotous, disorderly or indecent behavior while on duty or at the place of work and substance abuse
- Habitual neglect of work
- Moral turpitude
- Use of unparliamentary language
- Use of indecent gestures
- Disrespectful behavior to the organization/ fellow colleagues
- Misuse of Company property
- Intentionally damaging Company property
- Public conduct detrimental to the Company image
- Continuous absence without permission and without satisfactory cause for more than a reasonable period (15 DAYS)
- Giving false information regarding one's name, age, nationality, qualification, father's name, dependent persons, previous service etc. at the time of employment
- Leaving work without permission or sufficient reasons
- Threatening, abusing or assaulting any superior or colleague employee
- Disclosing to any unauthorized person of any confidential information regarding the working of the Company, which may come in possession of the employee in course of his/her work

(c) Important Rules and Regulations:

- Always be on time
- Uniform is compulsory (If Applicable)
- Do not use foul language or abusive words
- Do not threaten or insult anyone
- For leaves you need to inform the manager. Any uninformed leave will lead to action

- No theft or misuse of office property. Any variation in stock or cash will be deducted from the employee salary

### **3. DUTIES OF INDEPENDENT DIRECTORS:**

In addition to the code of conduct as applicable to all Employees, Directors and Senior Management Personnel as above, the Independent Directors of the Company shall:

- a. Perform such duties as stipulated under Schedule IV and other provisions of the Companies Act, 2013 as amended from time to time.
- b. Exercise his / her duties with due and reasonable care, skill, diligence and with independent judgment
- c. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- d. 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;
- e. Strive to attend all meetings of the Board and of the committees of the Board, which the independent director(s) is a member of;
- f. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- g. Strive to attend the general meetings of the Company;
- h. In case of 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 meeting of Board;
- i. Keep themselves well informed about the Company and the external environment in which it operates;
- j. Not unfairly obstruct the functioning of an otherwise proper Board or committees of the Board;
- k. Pay sufficient attention and ensure that adequate deliberations are held before entering into or approving related party transactions and assure themselves that the same are in the interest of the Company;
- l. Ascertain and ensure that the Company has an adequate and functional Whistle Blower Policy and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- m. Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy, if any;
- n. Act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
- o. 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.

#### **4. COMPLIANCE WITH APPLICABLE LAWS & COMPANY'S POLICIES**

Each Employee, Director and Senior Management Personnel to whom the Code is applicable and others directly or indirectly associated with the Company shall comply with all applicable laws, rules, regulations and guidelines issued by, including but not limited to, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, from time to time.

Further they shall also comply with the various policies, guidelines and codes formulated by the Company in compliance with the SEBI Listing Regulations and other applicable provisions including the Company's policy on insider trading and procedures for fair disclosure.

#### **5. CONFLICT OF INTEREST**

The Employees, Directors and Senior Management Personnel shall not engage in any activity, business, or relationship, which may be in conflict with the interest of the Company or prejudicial to the Company's interest. They should avoid transacting Company business with their relative or with a firm/ company in which either they themselves or their relative are interested or plays any significant role. If such transaction/ dealings is unavoidable, the Directors and Senior Management Personnel should disclose to the Board and the managing director/ whole-time director respectively, the existence and nature of the actual or potential conflict of interest and all facts known to him/ her regarding the transaction that may be material to form a judgment about whether to proceed with the transaction.

The Directors and Senior Management Personnel shall also not accept gifts from persons or firms who deal with the Company, or are seeking to deal with the Company, where the gift is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest.

#### **6. SAFEGUARDING COMPANY'S ASSETS:**

Protection of the Company's assets is the key responsibility of every person associated with the Company. The Employees, Directors and Senior Management Personnel must protect the Company's fixed / current assets, employees, intellectual properties such as formulas, patents, trade mark, copyrights, etc. and should not use the assets of the Company for personal use / other than official use, unless approved by the Board of Directors.

#### **7. FINANCIAL RECORD KEEPING & REPORTING**

It is critical to ensure that all transactions are properly identified, analysed and recorded. Regardless of whether a Director / Senior Management Personnel is directly involved in financial reporting or accounting, most come into contact with financial transactions directly or indirectly.

All reasonable efforts are expected from The Employees, Directors and Senior Management Personnel to ensure that all business transactions are entered in compliance with applicable laws and ensure proper record maintained for audit trail, to make sure financial reports are accurate, complete and reliable.

**8. ANNUAL AFFIRMATION WITH COMPLIANCE OF THIS CODE:**

As per Regulation 26(3) of the SEBI Listing Regulations, all members of the Board and Senior Management Personnel of the Company shall affirm compliance with this Code on an annual basis upon applicability.

**9. NON COMPLIANCE:**

If any Employee, Director or Senior Management Personnel comes to know or suspects of a violation of applicable laws, rules or regulations or this Code of Conduct, he/she must immediately report the same to the Board or any designated person/committee of the Board. Such person shall also provide the details of suspected violation together with all the particulars relating to the issue he is aware about. The Board of Directors or any committee thereof for this purpose shall decide the appropriate action to be taken in respect of violation(s) of this Code of Conduct.

**10. INTERPRETATION OF CODE**

The Board or person / committee authorized by the Board would handle any question or interpretation under this Code of Conduct. The Board of Directors or any designated person / committee has the authority to waive compliance with this Code of Conduct for any Employee, Director and Senior Management Personnel. The person seeking waiver of this code shall make full disclosure of the particular circumstances to the Board or the designated person / committee. Any employee having any doubt or confusion with respect to the Policy may consult his/her immediate superior or the chief human resource officer ("CHRO") as relevant.

**11. DEVIATION / WAIVER**

Any deviation / waiver of this Code to any Employee, Director and Senior Management Personnel shall be approved only by the Board at its discretion.