

CODE OF CONDUCT FOR THE BOARD MEMBERS AND THE SENIOR MANAGEMENT PERSONNEL OF THE COMPANY

Introduction:

The operations of the Company are managed under the direction of the Board within the framework set by Companies Act, 2013 and the Articles of Association of the Company. The Board is also governed by Internal codes/ procedures prescribed by the Company from time to time.

The Board acknowledges its intention to establish and follow "best practices" in Board governance in order to fulfill its fiduciary obligation to the Company. In furtherance of this practice of governance, the Board of Directors has adopted this 'Code of Conduct for Board of Directors and Senior Management Personnel ('the Code').

In order to comply with the Companies Act, 2013 and Listing Agreement, the Board has laid down the Code of Conduct and the Code of Conduct shall be posted on the website of the Company.

APPLICABILITY

- The Code is applicable to the following persons, hereinafter referred to as 'Directors and Senior Management Personnel' :-
 - All Members of the Board of Directors of the Company; and
 - All Functional Heads, not being Directors ('Senior Management Personnel').

List of Functional Heads:

- (i). Head – Medical Administration
 - (ii). Head – Finance
 - (iii). Head – Materials
 - (iv). Head – Business Development
 - (v). Head – Operations
 - (vi). Head – Human Resource
- Directors and Senior Management Personnel are expected to read and understand the Code, uphold these standards in their day-to-day activities, and comply with all applicable laws, rules and regulations and all applicable policies and procedures adopted by the Company that govern the conduct of its employees.
 - The principles described in this Code are general in nature. Directors and Senior Management Personnel should also review the Company's other applicable policies and procedures for more specific instruction.

CODE OF CONDUCT FOR BOARD MEMBERS AND THE SENIOR MANAGEMENT

Members of the Board and the Senior Management shall:

- a. Always act in good faith and in the interests of the Company, its employees and the shareholders.
- b. Maintain and help the Company in maintaining highest standards of Corporate Governance practices and uphold ethical standards of integrity and probity.
- c. Act objectively and constructively while exercising his/her duties.
- d. Always adhere and conform to the various statutory and mandatory regulations/guidelines applicable to the operations of the Company avoiding violations or non-conformities.
- e. Not derive personal benefit or undue advantages (financial or otherwise) by virtue of their position or relationship with the Company, and for this purpose
 - I. shall adopt transparency in their dealings with the Company.
 - II. shall disclose full details of any direct or indirect personal interests in dealings/transactions with the Company.
 - III. shall not be party to transactions or decisions involving conflict between their personal interest and the Company's interest.
 - IV. shall not assign his/her office and any assignment so made shall be void.
- f. Conduct themselves and their activities outside the Company in such manner as not to adversely affect the image or reputation of the Company.
- g. Inform the Company immediately if there is any personal development (relating to his/her business/professional activities) which could be incompatible with the level and stature of his/her position and responsibility with the Company.
- h. Bring to the attention of the Board, Chairman or the Whole-time Directors, as appropriate, any information or development either within the Company (relating to its employees or other stakeholders) or external, which could impact the Company operations and which in the normal course, may not have come to the knowledge of the Board/Chairman or the Whole-time Directors.
- i. Always abide by the above Code of Conduct, and shall be accountable to the Board for their actions/violations/defaults.

- j. 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.
- k. Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- l. Endeavour to attend all meetings of the Board and its Committees of which they are members or invitees, read in advance the material distributed for constructive deliberations at the meetings and actively participate in the discussion and decision making at the meetings.

In addition to the above, an Independent Director on the Board of the Company shall abide by the Code for Independent Directors as provided in Schedule IV of the Companies Act, 2013 as follows:

- i. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.
- ii. 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.
- iii. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member.
- iv. Participate constructively and actively in the committees of the Board in which they are chairpersons or members.
- v. Strive to attend the general meetings of the company.
- vi. 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.
- vii. Keep themselves well informed about the company and the external environment in which it operates.
- viii. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board
- ix. 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.

- x. 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.
- xi. Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- xii. Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees.
- xiii. 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.

Confidential Information: Directors and senior management personnel are expected to ensure that confidential information relating to the Company, to which they may be privy, is used only for the purposes for which it is intended and in the Company's interest. Directors and senior management personnel must ensure that such information is not divulged to persons other than who need to know the information for the aforesaid purpose. In any event, Directors and senior management personnel must ensure that the information is not used by them for personal gain or for the benefit of any of the Company's competitors or other parties who, if in possession of the said information, may use it in a manner inconsistent with the Company's interests. The obligation of confidentiality shall continue even after such person ceases to be Director or Senior Management Personnel of the Company and till the time the information is not available in the public domain.

Violations: Violations of this Code or other Company Policies or Procedures by Senior Management Personnel should be promptly reported to the HR Department and violations by Members of the Board of Directors of the Company to the Chairman. The Board has the power to investigate, in such manner as it may deem fit, any breach or violation or alleged breach or violation of the Code. The Company will take appropriate disciplinary action against any person whose actions are found to violate the Code or any other policy of the Company.

Affirmation: All Directors and Senior Management Personnel shall affirm compliance with the Code on annual basis 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.

Amendments: The Board may amend the provisions of this Code from time to time. Unless otherwise specified, such amendments shall be effective from the date of the Board meeting at which such amendments are approved.

Format for Annual Affirmation

To
The Board of Directors
KMC Speciality Hospitals (India) Limited
No. 6, Royal Road, Cantonment
Trichy – 620 001

I _____, do hereby affirm that to the best of my knowledge and belief, I have complied with the provisions of the Code of Conduct for Board Members and Senior Management Personnel of KMC Speciality Hospitals (India) Limited during the financial year ended on 31st March _____.

Signature :
Designation :
Date :
Place :