

Paras Healthcare Limited

Code of Conduct for Board of Directors & Senior Management Personnel¹

¹ Approved by the Board of Directors in their meeting held on July 22, 2024

CODE OF CONDUCT FOR BOARD OF DIRECTORS & SENIOR MANAGEMENT PERSONNEL

I. OBJECTIVE AND INTRODUCTION

This Code of Conduct for the Board of Directors & Senior Management Personnel of the Company (“Code” or “Code of Conduct”) has been introduced to ensure that the business of the Company is conducted with the highest standards of ethics and values in accordance with the applicable laws, regulations and rules and is critical to the success of the Company.

Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”) provides that the board of directors shall lay down a code of conduct for all members of Board of Directors and Senior Management Personnel of the listed entity and the code of conduct shall suitably incorporate the duties of independent directors as laid down in the Companies Act, 2013.

This Policy shall come into force from the date of listing of the securities of the Company on recognized stock exchanges.

II. Definitions and Interpretations:

- a) **“Board of Directors” or “Board Members” or “Board”** shall mean Directors on the Board of Directors of the Company.
- b) **“Executive Directors” or “Functional Directors”** shall be the Directors on the Board of Directors of the Company who are in whole-time employment of the company.
- c) **“Non-Executive Directors”** shall mean Directors on the Board of Directors of the Company who are not in whole time employment of the Company and include Independent Directors and Nominee Directors.
- d) **“Independent Directors”** shall mean an Independent Director referred to in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, each as amended.
- e) **“Relative”** shall have the same meaning as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of Definition Details) Rules, 2014.
- f) **“Senior Management”** shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive

Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

III. APPLICABILITY OF THE CODE

1. This code shall be applicable to the following personnel:
 - a. All Executive Directors including the Managing Director and Whole-time Director of the Company;
 - b. All Non-Executive Directors including Independent Directors unless specifically exempted from some provisions of this Code;
 - c. All Employees in the category of Senior Management.

IV. GUIDELINES FOR CONDUCT

Board members and Senior management shall act within the authority conferred upon them, keeping the best interests of the Company besides the duties and responsibilities cast upon Directors by applicable laws, articles of association of the Company, a Director is also expected to observe the following Code of Conduct:

- A. Shall act honestly, diligently and in good faith and integrity in all their dealings with and for the Company;
- B. Shall maintain confidentiality of information entrusted by the Company or acquire during the performance of their duties and shall not use it for personal gain or advantage;
- C. Shall act in accordance with highest standards of integrity, fairness and ethical conduct while working for the Company as well as in representing the Company without their judgment being subordinated and also to fulfil, their fiduciary obligations;
- D. Shall conduct themselves in a professional, courteous, and respectful manner and not take improper advantage of their position;
- E. Shall act in a socially responsible manner, within the applicable laws, rules and regulations, customs, and traditions of the countries in which the Company operates;
- F. Shall comply with all applicable laws, rules and regulations;
- G. Shall comply with all policies, guidelines and codes formulated by the Company in compliance with SEBI listing regulations and other applicable provisions.

- H. Shall act in good faith, responsibly, with due care, competence, and diligence, without allowing their independent judgment to be subordinated;
- I. Shall not use the company property or position for personal gain and it should be used only for legitimate business purposes;
- J. Prohibition of using any information or opportunity received by them in their capacity as Directors/Senior Management in a manner that would be detrimental to the Company's interests;
- K. Shall act in a manner to enhance and maintain the reputation of the Company;
- L. Shall not accept from or give to stakeholder's gifts or other benefits not customary in normal social intercourse.
- M. Shall disclose any personal interest and abstain from discussion, voting or otherwise influencing a decision on any matter that may come before the board in which they may have a conflict or potential conflict of interest.
- N. Shall respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service, except when authorized or legally required to disclose such information.
- O. Not to use confidential information acquired in the course of their service for their personal advantage or for the advantage of any other entity.
- P. Help create, maintain and implement a culture of ethical standards and commitment to corporate governance practices and compliances.
- Q. Keep the Board informed in an appropriate and timely manner about any information in the knowledge of the member which is related to the decision making or is otherwise critical for the company.
- R. Report promptly any unlawful and unethical behavior, any actual or suspected fraud / theft of Company's assets.
- S. Treat the other members of the Board/Senior Management and other persons connected with the Company with respect, dignity, fairness, and courtesy.

V. CODE APPLICABLE TO INDEPENDENT DIRECTORS

The Independent Directors of the Company are subject to certain additional duties as laid down by the Companies Act, 2013 and the Schedule IV thereunder.

VI. VIOLATIONS OF THE CODE

Each Director and Senior Management shall be accountable for fully complying with this Code. The Company shall ensure confidentiality and protection to any person who has, in good faith, reported a violation or has suspected violation of law, of this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation. In case of breach of this Code by Senior Management shall be determined by the Executive Chairman of the Company. In case of breach of this Code by the Executive Directors or Non-Executive Directors, the same shall be examined by the Board of Directors for initiating appropriate action as deemed necessary.

VII. COMPLIANCE WITH THE CODE AND ANNUAL AFFIRMATION

In terms of Listing Regulations, all Board Members and Senior Management Personnel shall affirm compliance with the code on an annual basis within 30 days of the closure of financial year. The annual compliance report shall be as per the format given in Annexure – I.

The annual report of the Company shall contain a declaration signed by the Managing Director after receiving confirmation to the Compliance from the Directors and Senior Management Personnel.

If any Director/Senior Management Personnel have any questions regarding the provisions of the Code, he shall consult Compliance Officer in order to ensure the compliance in true spirit.

If any Director / Senior Management Personnel leaves the Company any time during a financial year, he shall send a communication to the Company affirming compliance of the code till the date of his association with the Company

VIII. DISCLOSURE OF POLICY

This policy shall be disclosed on the Company's website and such web link shall also be provided in the Annual Report.

IX. REVIEW, LIMITATION AND AMENDMENT

The Board of Directors shall review this Policy as may be deemed necessary and in accordance with any regulatory amendments.

In the event of any conflict between the Act and Listing Regulations or any other statutory enactments ("Regulations") and the provisions of this policy, the Regulations shall prevail over this policy.

Any subsequent amendment/modification in the Regulations, in this regard shall automatically apply to this policy.

Annexure - I

AFFIRMATION BY DIRECTOR / SENIOR MANAGEMENT WITH CODE OF CONDUCT

I, _____ (Director / Senior Management Personnel), hereby acknowledge that I have received and read the Code of Conduct for Board of Directors & Senior Management Personnel.

I do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR BOARD OF DIRECTORS & SENIOR MANAGEMENT PERSONNEL during the financial year ending 31st March, 20_____.

Signature: _____

Name: _____

Designation: _____

Date: _____

Place: _____

*To be submitted on or before 30th April each year.