

VLCC Healthcare Ltd

Code of Business Conduct

The purpose of this Code is to define the relationships, which the Company expects to exist with its employees and between its employees and its supplier and customers. As well as defining standards of behavior, it exists to protect both the employee and the Company against unjust accusations and unfair treatment.

I. Use and Protection of Company Funds and Assets

- A) Each employee shall assure that Company funds and assets are used only for proper Company purposes and are protected from loss or damage. The terms "funds and assets" are all inclusive. They cover both tangible and intangible property. For example, buildings, equipment and supplies are covered, as are money, contracts, computer software, data held on computers, and the goodwill of the Company.
- B) With respect to computers, or computerized equipment and software, the following principles apply:
 - 1) The purchase of hardware and software must be made according to Company policy;
 - 2) All manufacturers and supplier's operating and security instructions must be strictly observed at all times;
 - 3) Employees who use computers or computerized equipment shall exercise reasonable care of both the hardware and software;
 - 4) Computer equipment, software or disks may not be removed from the work site for any purpose not directly connected to the employee's duties;
 - 5) Only software approved by the Company may be used on computers and then only in accordance with any licensing agreement or other rules applicable to its use.

II. Protection of Confidential Information

- A) Each employee shall maintain the confidentiality of information belonging to the Company that includes VLCC Healthcare Ltd, Centers, Institutes, Personal Care, its officers, employees, customer's supplier, or competitors.
- B) Information shall not be disclosed to the media except in accordance with established Company procedures.
- C) Laws of the countries within which the Company does business protect personal data collected on individuals, which are stored on computers. A universal legal principle is that personal data must not be used for purposes other than those for which it was properly obtained, and must not be disclosed to persons who are not entitled to it. Consequently, in order to insure compliance with these laws the following principles apply:
 - 1) Any employee with access to personal data is expected to hold it in strict confidence;
 - 2) any code or identifications which permits access to data held on computers may

only be used by the person to whom it is issued;

- 3) Employees using computers must ensure that access to data is protected by a password and shall change the password at frequent and regular intervals
 - 4) Work on back up data disks must be secured both during and after work hours;
 - 5) Company business records held on computer systems must be treated as confidential records.
- D) Employees may disclose confidential information with the Company only to persons having the authority to receive such information. Confidential information may not be disclosed to persons outside the Company except in accordance with Company policy.

III. Conflicts of Interest

- A) Employees shall not use confidential information belonging to the Company for personal gain.
- B) Employees shall avoid any outside interests that may improperly influence the decisions they make on behalf of the Company. Personal or family investments in an enterprise that either does business with the Company or competes with the Company are examples of outside interest that might influence business decisions.
- C) Employee will not hire or supervise family members or closely related persons.

IV. Dealings with Suppliers and Customers

- A) No employee shall either make or accept a commercial bribe in any form.
- B) No employee shall require of any person or firm that, as a condition of doing business with the Company, the person or firm must purchase the Company's goods or services.
- C) No employee shall accept an unsolicited gift from any person or firm doing or seeking to do business with the Company if the gift is of more than nominal value. In no event will any employee receiving a gift permit the donor to gain a business advantage because of the gift. A gift means anything of value. Nominal value means a gift having a fair market value of less than Rs 2000. A series of gifts during the course of a year that would exceed a value of more than Rs 2000 is covered by the prohibition of this policy, unless approved by the management at its discretion.

V. Protection of Company Records

- A) Employees shall neither falsify nor permit falsification of any Company record.
- B) Employees shall comply with the Company's HR policy and model standing orders.

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- C) All payments from Company funds shall be properly recorded in Company records.

VII. Competitive Practices

- A) Employees shall scrupulously avoid communications with competitors about pricing, marketing, product development, or about any other matter, which suggests price fixing or anti-competitive practices in violation of the law.
- B) Employees shall not acquire information about a competitor by unlawful means.

VIII. Political Activities and Contributions

- A) Employees shall not represent and shall not create the impression that they are representing the Company in any political activity in which the employee engages.

IX. Safety, Health and Environment

- A) Each employee shall assist in maintaining a safe and healthy workplace.
- B) Each employee shall assist in maintaining compliance with laws concerning the environment.
Any equipment or supplies used by employees must be used in line with prescribed standards for safeguarding health and safety.

X. Commitment to Harassment Free Workplace

- A) Each employee shall assist in maintaining an atmosphere free of racial, sexual, or other forms of harassment.
- B) Each employee shall cooperate fully with management in maintaining a workplace free of employment discrimination on the basis of race, sex, religion, national origin, age, disability, or other bases prohibited by law.
- C) No employee shall retaliate against any other employee for exercising rights granted by law.
- D) All employees are required to abide by the POSH policy.

XI. Commitment to Drug Free Workplace

- A) No employee shall use any illegal drug or intoxicating beverage on the job.
- B) Employees shall not be intoxicated on the job. This code of conduct is a formal statement of Company. The term employee and managers as well as all non-supervisory employees. Discipline for violation of this code may include termination.

XII. Recording calls/conversation/videos/images

- A) Employee shall not record any of the calls/conversations/videos/images with/of the customers/employees/management of the Company which he/she may come across during his/her course of employment with the Company, in any circumstances, except without the approval of HR in writing.

- B) Recording of calls/conversations/videos/images without appropriate permission is not a legal act. Employee shall be solely responsible for any such misconduct. The company is free to take any action against employee for such misconduct which shall include termination, legal suite and recovery for damages caused by employee in such act.
- C) However, employee communications could be recorded by HR and/ or, designated party as prescribed by HR in writing. These communications would be recorded only for training and legal compliances.

XIII. Intellectual Property

Employee agrees to assign to the Employer all present and future rights, title, and interest to all intellectual property created or discovered during the course of Employee's employment with the Employer. Intellectual Property includes, but is not limited to, algorithms, code, concepts, developments, designs, discoveries, ideas, formulas, improvements, inventions, processes, software, trademarks, and trade secrets. Intellectual Property also includes the tangible embodiments (e.g. – drawings, notes) of any intangible items.

XIV. Absenteeism

Punctual and regular attendance is an essential responsibility of each employee. Employees are expected to report to work as scheduled. Absence" is defined as the failure of an employee to report for work when he or she is scheduled to work. All employees are required to adhere to the Attendance Policy.

ACKNOWLEDGMENT

I have received, read, understood and will comply with the VLCC Code of Business Conduct. Unless disclosed below, I have no knowledge of any violation or potential violation of this policy. I understand that violation of the VLCC Code of Business Conduct may result in disciplinary action, which may include termination.

Name : _____

Employee ID: _____

Signature: _____

Date: _____