



ASPIRA PATHLAB & DIAGNOSTICS LIMITED

**Code of Conduct for Board Members and Senior Management
Personnel**

Code of Conduct for Board Members and Senior Management Personnel

1. PREAMBLE

Aspira Pathlab & Diagnostics Limited (“Company”) has adopted this code of conduct (“Code”) to conduct the business of the Company in accordance with the applicable laws, regulations, rules and with the highest standard of ethics and values. The matters covered in this Code are of utmost importance to the Company, shareholders and other stakeholders.

The Code has been framed in compliance with regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) which stipulates that the Board of Directors of every listed Company shall lay down a code of conduct for all Board members and Senior Management Personnel of the Company.

The code of conduct shall be posted on the website of the Company.

The conduct of directors should be in accordance with the Articles of Association of the Company, but in no case should contravene the duties specified by the law.

Directors, being trustees of shareholders, have fiduciary relationship with them. As such, the directors have fiduciary duties towards the Company. The Companies Act, 2013 has codified these fiduciary duties, in view of the fact that directors are in a fiduciary relationship with the Company and its members:

2. APPLICABILITY

This code is applicable to Board Members and Senior Management Personnel of the Company. This Policy will be applicable to the Company effective December 1, 2015 or such other date as may be specified by Securities and Exchange Board of India (SEBI).

Each Board Member & Senior Management Personnel undertakes to abide by this Code and shall submit a declaration that he/she shall not violate this Code framed by the Company.

Board Member means every member of the Board of Directors of the Company, including Non-executive & Independent Directors and Alternate Directors.

“**Senior Management Personnel**” means;

- a) Chief Executive Officer
- b) Company Secretary
- c) Chief Financial Officer
- d) All Departmental/Functional Heads of different functions of the Company (by whatever designation they are called)

(Both the Board Members & Senior Management Personnel are hereby referred to as “Designated Person/s”)

3. OBJECTIVE

With a view to maintain high standards of governance, to recognize the virtues of honesty and accountability and to serve as a guideline for addressing situations involving ethical issues in all spheres of activities of the organization, the following rules/code of conduct is required to be observed.

The Company appoints the Company Secretary as the Compliance Officer for the purposes of this Code.

4. HONESTY & INTEGRITY

All Designated Person/s are expected to act in accordance with highest standards of personal and professional integrity, honesty and ethical conduct, while conducting Company’s business.

5. CONFLICT OF INTEREST

All Designated Person/s are expected to adhere to lawful and ethical business practices at all times. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company should be disclosed promptly to the Chairman & Managing Director of the Company.

A conflict of interest can occur when:

- Personal interest of Designated Person/s is adverse to or may appear to be adverse to the interest of the Company, or
- A Designated Person/s and/or a member of his/her family as defined by the Insider Trading Regulations of the Company receives improper personal benefits as a result of his/her designation in the Company.

Some of the common conflicts, which are prohibited include,

- Bribery:

Use of Company’s funds or property for illegal, unethical or otherwise improper purposes, including bribes, kickbacks and payoffs are prohibited. Bribery is the giving of money or anything else of value in an attempt to influence unlawfully, the action of a public servant.

No employee should pay, offer or authorise any bribe or make any other

unlawful payment on behalf of the Company. This prohibition extends to payments to consultants, agents or other third parties, when you have reason to believe that some part of the payment or “fee” will be used for a bribe or to otherwise improperly influence government action.

➤ Gifts:

Designated Person/s may not offer, give or receive gifts from/to persons or entities dealing with the Company where any such gift is being made in order to influence the actions or where acceptance of the gift could create the appearance of a conflict of interest.

Any member may offer or give gifts, promotional items, etc. at Company’s expenses but in the normal course of its business.

➤ Business Interests:

Designated Person/s and their relatives shall not invest in the business of any competitor of the Company. Before making any substantial investment in the business of the competitor, the Designated Person/s shall take permission from the Board of Directors of the Company.

6. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Designated Person/s are required to comply with all applicable governmental laws, rules and regulations. Designated Person/s must acquire appropriate knowledge of the legal requirements relating to their duties, sufficient to enable them to recognize potential dangers. In order to assist the Company in promoting lawful and ethical behaviour, Designated Person/s must report any possible violation of law, rules, regulations of this Code, to the Company Secretary / Compliance Officer of the Company.

7. RELATED PARTIES

Contracts and arrangements by the Designated Person/s & Related Parties should be avoided. However, in case of business expediency, if it is necessary to enter into transaction, the proposal should be intimated to the Company and only after obtaining the requisite approvals from the Board, the concerned Designated Person/s should enter into such transaction.

Relative includes the following:

- Member of Hindu Undivided Family
- Spouse
- Father
- Mother
- Son

- Son's Wife
- Daughter
- Daughter's Husband
- Brother
- Sister

8. CONFIDENTIAL INFORMATION

Any information concerning the Company's business, performance, its customers, suppliers, etc., which is not in the public domain and to which the Designated Person/s have access or possess such information must be considered confidential and held in confidence, unless authorized to do so and/or disclosure is required under any law. No Designated Person/s shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

Examples of confidential information include, but are not restricted to:

- Information not yet released to the public
- Unpublished Company strategy
- Current or future R&D programs, technical breakthroughs and/or inventions
- Investments, planned mergers or acquisitions
- Information received from customers or partners
- Unpublished Financial data either actual or forecasted
- Employee information

9. INSIDER TRADING

Designated Person/s shall not derive benefit or assist others to derive benefit, by giving investment advice based on unpublished price sensitive information (defined in SEBI (Prohibition of Insider Trading) Regulations, 2015) about the Company and therefore constituting insider information. All Designated Person/s shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 and insider trading policy of the Company.

10. PROTECTION OF ASSETS AND INFORMATION

The Designated Person/s entrusted with property belonging to the Company are responsible for the careful use, protection, expenditure and administration of such assets. They must also pay attention to Information Technology as well as Intellectual Property aspects.

11. DUTIES OF BOARD MEMBERS

Without limiting the generality of the duties stated in the Companies Act, 2013, the Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading framed there under and other applicable laws, the duties of a director are as under:

In terms of Section 166 of the Companies Act, 2013, a director shall:

1. act in accordance with the Articles Association of the Company;
2. act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment;
3. exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
4. not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
5. not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company;
6. Shall not assign his office and any assignment so made shall be void.

Further, in terms of para III (Duties) of Schedule IV of Companies Act, 2013, the Independent Directors shall:

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
2. 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;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which they are members;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the Company;
6. 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;
7. keep themselves well informed about the Company and the external environment in which it operates;
8. not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. 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;
10. ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;

12. acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
13. 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.

Notwithstanding anything contained in the Companies Act, 2013, an independent director or a non- executive director (not being promoter or key managerial personnel), shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with his knowledge, attributable through business processes, and with his consent or connivance or where he had not acted diligently.

12. VIOLATION OF THE CODE

Violation of this Code of Conduct by Designated Person/s will be viewed seriously and may result in disciplinary action, including possible dismissal.

13. PERIODIC REVIEW

Once in every year or upon revision of this Code, every Director must accord consent to comply and the Senior Management Personnel must give an undertaking for compliance of the same. New Directors shall accord their consent while joining the Board and New Senior Management Personnel shall give an undertaking at the time when their employment begins.

All Designated Person/s shall acknowledge receipt of this Code or any modification(s) thereto, in the acknowledgement form annexed to this Code vide Appendix-I and forward the same to the Company Secretary and shall affirm compliance of this Code in the format enclosed as Appendix-II to this Code.

14. POSTING OF THE CODE ON WEBSITE

Pursuant to SEBI (LODR) Regulations, 2015, this Code and any amendments thereto shall be circulated to all Designated Person/s and also posted on the website of the Company.

15. CLARIFICATION

Any Designated Person/s requiring any clarification may take up the issue with Company Secretary/Compliance Officer of the Company.

APPENDIX-I

ACKNOWLEDGEMENT FORM

I,, have received and read the “Code of Conduct for Board Members and Senior Management Personnel (“This Code”) of Aspira Pathlab & Diagnostics Limited. I have understood the provisions and policies contained in this Code and I agree to comply with this code.

Signature :

Name :

Designation :

Date :

Place :

APPENDIX-II

ANNUAL COMPLIANCE REPORT

I,do hereby solemnly affirm to the best of my knowledge and belief that I have, in letter and in spirit, complied with the provisions of the Code of Conduct for Board Members and Senior Management Personnel of Aspira Pathlab & Diagnostics Limited, during the financial year ending 31st March 20__.

Signature :

Name :

Designation :

Date :

Place :

* To be submitted by 30th May each year.