



# **KASHYAP TELE-MEDICINES LIMITED**

## **CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

**As amended w.e.f 1<sup>st</sup> April, 2024**

In pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereof

## **1. PREAMBLE:**

This “Code of Conduct for Board of Directors and Senior Management” (hereinafter known as ‘the Code’) has been formulated in pursuance to the Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Regulations”) and subsequent amendments thereof.

## **2. SCOPE & APPLICABILITY:**

The Board of Directors have approved and adopted the ‘Code of Conduct for Board of Directors and Senior Management’.

Further, pursuant to the various amendments in the Regulations from time to time, the Board of Directors at its meeting held on \_\_\_\_\_ have approved for an amendment in the Code in supersession of the previous Code to make it in line with the amended Regulations and the same shall be effective w.e.f. \_\_\_\_\_.

The Code is applicable to the following persons, hereinafter referred to as ‘Board of Directors and Senior Management’:

- a.) All Members of the Board of Directors of the Company; and
- b.) the officers and personnel of the Company 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 (‘Senior Management’).

The Board of Directors and Senior Management are expected to read and understand this 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 Board of Directors of the Company shall be the final internal authority as far as any interpretation of the Code or its applicability/violation and consequential actions are concerned.

## **3. PURPOSE:**

KASHYAP TELE-MEDICINES LIMITED (“Company”) is committed to ensure the highest standards of honesty, integrity and ethics are maintained at all times. The purpose of this Code is to enhance integrity, ethics & transparency in governance of the Company and thereby reinforce the trust and confidence reposed in the Management of the Company by the shareholders and other stakeholders.

This Code is essentially a set of values and principles expected to be maintained and to serve as a guideline to corporate and individual behavior in conduct of business and discharge of duties of all concerned. The underlying values reflected in the various codes followed by the Company are accountability, compliance, credibility, fairness, honesty, and mutual respect. It must be recognized that corporate integrity is dependent on individual integrity. As in any area of ethics, individual discretion and thought about the implicit value system is needed.

#### 4. GUIDELINES OF CONDUCT:

##### a) Duties, Roles & Responsibilities:

- i. The principal duty of the Board of Directors and Senior Management, along with management, is to ensure that the Company is well managed in the interests of its shareholders as the Board of Directors plays the central role in the Company's corporate governance.
- ii. The Board of Directors shall act in accordance with powers granted to them by the Articles of Association and shall act bona-fide in the Company's interest to the best of their ability. Every Director of the Company shall adhere to the Duties of Directors as mentioned under Section 166 of the Companies Act, 2013.
- iii. The Board of Directors and Senior Management shall apply themselves diligently and objectively in discharging their duties, roles and responsibilities and shall make an effective contribution to the conduct of the business and the progress of the Company.
- iv. The Board shall meet regularly, maintain effective control over the Company and monitor the executive management. The Board's prime attention shall be on strategic issues and their approval, policy and control, delegation of powers, specifying issues that remain in the Board's domain and in defining the role of the management.
- v. The Board of Directors and Senior Management shall conduct business and develop its relationships in a dignified, honest and responsible manner. The Management intends that it shall be progressive, competent and trustworthy, creating and enhancing value for stakeholders of the Company. Integrity, transparency and accountability should be highlights of all operations of the Company.
- vi. The Independent Directors of the Company shall abide by the Code for Independent Directors as mentioned in Section 149(8) and Schedule IV of the Companies Act, 2013 as may be amended from time to time. Pursuant to Regulation 17(5)(b) of the Regulations, every independent directors shall have to adhere to the duties as mentioned in the Companies Act, 2013 as amended from time to time.
- vii. **Protection and proper use of company assets and proprietary information:** In carrying out their duties and responsibilities, directors should endeavor to ensure that the Company's assets, proprietary information and resources to be used by the management and its employees are only for legitimate business purposes of the Company.

The Board of Directors and Senior Management must not make improper use of the resources of the Company or that of any of its suppliers or customers, nor permit others in the Company to do so. All concerned shall be personally accountable for proper expenditure of Company funds and also responsible for proper use of Company assets over which they exercise control. It is expressly forbidden to (either directly or indirectly) grant any official favour for personal collateral interests or to spend money of the Company for personal benefit or purpose.

- viii. **Reporting any illegal or unethical behavior or encouraging the reporting of illegal or unethical behavior:** If any Director and/or Senior Management believes that a violation of or significant deviation from the Code has occurred or has become unavoidable, he/she must inform in writing to the head of the Human Resources Department and in appropriate cases, the Chairman of the Audit Committee. Use of the above reporting procedures in bad faith or in a false or frivolous manner shall be treated as gross violation of the Code.

- ix. **Confidential Information:** The Board of Directors and Senior Management should maintain confidentiality of information entrusted to them in carrying out their duties and responsibilities. The matters discussed at the Board/ Committee Meetings must not be disclosed outside appropriate and reasonable circles. The Company's confidential information and proprietary information shall not be inappropriately disclosed or used for personal gain or advantage of any Director. These obligations apply not only during a Directors term, but thereafter as well unless the said information becomes public.
- x. **Social Responsibility and Employee Welfare:** The Board of Directors and Senior Management shall take efforts to develop a vibrant and diverse work environment that fosters collaboration, health and safety, exchange of ideas, inclusivity and motivation for its employees. They shall further ensure to avoid any kind of discrimination based on nationality, gender, race, economic status or religion while performing any act towards employees of the Company. They shall aims to meet the expectations of its stakeholders that include shareholders, consumers, employees, suppliers and various service providers. They shall ensure for promoting and protection of human rights which is a cornerstone on which Company's values have been built and shall ensure that our employees, contractors and suppliers are made aware of human rights through various channels. They shall also ensures that employees and third-party agents acting on behalf of the company in connection with any lobbying activities must act with honesty and integrity. Further, they should ensure necessary compliance under Section 135 of the Companies Act, 2013 in respect to Corporate Social Responsibility. Environment sustainability should be an core area where the Board of Directors and Senior Management is responsible for.

**b) Legal Compliances:**

- i. The Company shall operate within all applicable laws, rules and regulations as may be stipulated by the various statutory and other general authorities from time to time through its Board of Directors and Senior Management.
- ii. The Board of Directors and Senior Management shall abide to all the insider trading codes of the Company to the extent applicable under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

**c) Conflict Of Interest:**

- i. The Board of Directors and Senior Management shall avoid any such situations in which any conflict may arise between their private interests and those of the Company. Such conflicts could involve, but are not limited to, customers, suppliers, contractors, competitors and present or prospective employees.
- ii. Where a conflict, potential conflict or apparent conflict with the Code exists, that matter should be reported to the Compliance Officer who will initiate steps as may be necessary for appropriate resolution of the matter.

**d) Annual Affirmations:**

In Compliance with the Regulation 26(3) of the Regulations, every Director and senior management personnel shall affirm in writing compliance with the Code on an annual basis to the Company as per Annexure-A forming part of the Code within 30 days from the end of each Financial Year. The Annual Report of the Company shall contain a declaration to this effect signed by the CEO/Managing Director of the Company.

**5. CONSEQUENCES OF VIOLATION OF THE CODE:**

Any violations of this Code or other Company Policies or Procedures by Senior Management should be promptly reported to the HR Department and violations by Members of the Board of Directors of the Company should be promptly reported to the Chairman & Managing Director. 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 action against any person whose actions are found to violate the Code or any other policy of the Company. Disciplinary actions may include immediate termination of employment at the Company's sole discretion. The Board also has the absolute power to determine penalty for the same as it may consider appropriate under the circumstances. Such penalty may be in addition to the penalty levied under any applicable law for the time being in force for such breach or violation.

**6. DISCLOSURES / AMENDMENTS:**

The Company shall place the aforesaid Code on its Website. The Board of Directors of the Company shall have authority to amend or modify this Policy, to align with any amendments made to the Regulations or such other circulars, SOP's, guidelines, standards or regulations issued by the SEBI, Stock Exchange(s) or any other statutory authority or as and when deemed fit.

In the event of inconsistency of this Code with any statutory provisions, then the relevant provisions of such applicable law shall prevail upon the provisions of this Policy.

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**ANNEXURE-A**

**AFFIRMATION OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

{Under Regulation 26(3) of SEBI (LODR) Regulations, 2015}

To  
The Board of Directors  
Kashyap Tele-Medicines Limited

Sub.: **Affirmation of compliance with "Code of Conduct for Board of Directors and Senior Management" under Regulation 26 of SEBI (LODR) Regulations, 2015**

Pursuant to Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby affirm that I have observed the Code of Conduct framed by Kashyap Tele-Medicines Limited for Board of Directors and Senior Management, in so far as it is applicable to me and that I have not entered into any transactions nor acted in any manner during the financial year \_\_\_\_\_ which violates the said Code of Conduct.

I further confirm that I shall abide with the provisions of the Company's Code of Conduct for Board of Directors and Senior Management Personnel in so far as it is applicable to me during the financial year.

PLACE: AHMEDABAD  
DATE: \_\_\_\_\_

( \_\_\_\_\_ )  
DIRECTOR  
DIN: \_\_\_\_\_