

CODE OF CONDUCT

FOR BOARD OF DIRECTORS, KMP's AND SENIOR MANAGEMENT OF MEDICAPS LIMITED

INTRODUCTION

As required under Regulation 17(5) of the SEBI (LODR) Regulations, 2015 the Board of Directors of **Medi-Caps Limited**, (the Company) hereby notifies the "Code of Conduct for the Board Members, Key Managerial Personnel and Senior Management of **Medi-Caps Limited**.

For this purpose, the term "Senior Management" shall mean personnel of the company who are members of its core management team excluding the Board of Directors. All the Directors and members of the Senior Management are mandatorily required to understand and adhere to the code/standards prescribed herein, including any amendments/modifications thereof as may be notified by the Board of Directors of the company.

This Code of Conduct (hereinafter referred to as the "Code") shall be called "The Code of Conduct for the Members of the Board and Senior Management personnel" of **Medi-Caps Limited**.

The purpose of this code is to enhance ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence shown in the Management by the shareholders of the Company with a mission.

VIOLATIONS OF LAW

Violations of law, or this code or company's rules & regulations or procedures should be reported immediately to the Managing Director/Compliance Officer of the company in writing.

Violations of law, or this code or company's rules & regulations or procedures can lead to disciplinary action up to and including termination/vacation of office.

DEFINITIONS

In this code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them:

'Company' means **MEDI-CAPS LIMITED**

'Board Members' means Board of Directors of the Company.

'Senior Management' shall mean Key Managerial Personnel and one grade below the Board and KMP of the company who are members of its core management team excluding Board of directors. This would comprise of all members of management one level below the executive directors, including all functional heads.

'Relative' shall have the same meaning assigned to them in Section 2(77) of the Companies Act, 2013.

'Unpublished Price Sensitive Information' shall have the same meaning as assigned to them in SEBI (Prohibition of Insider Trading) Regulations, 2015.

'Officers' shall collectively refer to the Board members, KMPs and the senior management personnel.

'Compliance Officer' means the officer appointed by the Board of directors under the Listing Agreement for purpose of this code from time to time.

CODE OF CONDUCT

All Directors, KMP and Senior Management Personnel of the Company shall adhere to the following:

1. Shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct.
2. Shall comply with all applicable provision of laws and regulations of the country in which the company operates. No director or member of senior management shall commit an illegal act.
3. Shall be familiar with the legislation that applies to their work, to recognize their potential liabilities and to know when to seek a legal advice.
4. Shall not commit any illegal act or compete directly or indirectly with the business of the Company or with any Business Company is considering to establish.
5. Shall not allow their personal interest to conflict with the interest of the company and shall disclose all the circumstances that constitute an actual or apparent conflict of interest to the Board of Directors.
6. Shall intimate the Company's Board of Directors before accepting outside Directorships or engage themselves in the self-employment activities using their own resources, and in a manner not adversely affecting their performance in the company.

7. Shall maintain the confidentiality of the information about the company received by them in the course of their position as Director(s) of the company and must not make use of or reveal such information except the information becomes matter of general public knowledge or authorized by the Chairman or Managing Director of the Company.
8. Shall not misappropriate the company's property for personal use and shall protect the company's assets and property and ensure its efficient and cost effective use.
9. Shall abide by Company's internal code for prevention of Insider Trading.
10. Shall under no circumstances, offer to pay, make payment, promise to pay, or issue authorization to pay any money, gift, or anything of value to customers, vendors, consultants etc. or offer entertainment or any benefits, in order to secure preferential treatment of the Company. Gifts should be accepted or offered in normal exchanges common to business relationships and on social or religious functions or marriage.
11. The independent directors shall—
 - a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
 - b) 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;
 - c) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
 - d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
 - e) strive to attend the general meetings of the company;
 - f) 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;
 - g) keep themselves well informed about the company and the external environment in which it operates;
 - h) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
 - i) 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;
 - j) 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;

- k) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
 - l) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
 - m) 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.
12. The Board has laid down a code of conduct for all Board members and senior management of the company. The code of conduct has been posted on the notice Board/website of the company and all Board members and senior management personnel have affirmed compliance with the code on an annual basis.

By approval of the Board

ALOK K GARG
MANAGING DIRECTOR
DIN: 00274321