

**SUNIL HEALTHCARE LIMITED**  
17/18, OLD INDUSTRIAL AREA  
ALWAR, RAJASTHAN- 301001

**CODE OF CONDUCT FOR BOARD OF DIRECTORS**

**1. INTRODUCTION**

This Code of Conduct (the “Code”) for its Directors has been adopted by the Board of Directors (the” Board”) of SUNIL HEALTHCARE LIMITED

This Code is intended to focus the Board and each Director on areas of ethical risks and provide guidance to Directors to help them to recognize and deal with ethical issues, provide a mechanism to report unethical conduct and help foster a culture of honesty and accountability.

No code can anticipate every situation that may arise or substitute for thoughtful behaviour of any Director.

Directors, who also serve as officers of the Company, should read this code in conjunction with the Company’s CODE OF CONDUCT FOR SENIOR MANAGEMENT OFFICERS.

The Company will provide a Director with a copy of this Code when he assumes office. This Code will be read out in the first meeting of each financial year; this will be duly recorded in the minutes of the meeting.

**II CONFLICT OF INTEREST**

Director must avoid any conflict of interest between the Director and the Company. Any situation that involves, or may reasonably be expected to involve a conflict of interest with the Company, should be disclosed promptly to the Board.

A. “Conflict of interest” can occur when:

- Ø A Director’s personal interest is adverse to- or may appear to be adverse to - the interest of the Company as a whole.
- Ø A Director, or a member of his immediate family, receives improper personal benefits as a result of his position as a Director of the Company.

Some of the more common conflicts which the Director should avoid are listed below:

A Relationship of Company with third parties

Directors may not receive a personal benefit from a person or firm, which is seeking to do business or to retain business with the Company. A Director shall recuse himself from any Board decision involving another firm or Company with which the Director is affiliated.

## **B     Compensation from non-Company sources**

Directors shall not accept compensation (in any form) for services performed for the Company from any source other than the Company.

## **C     Gifts**

Directors may not offer, give or receive gifts from persons or entities who deal with the Company in those cases where any such gift is being made in order to influence the Directors actions as members of the Board, or where acceptance of the gifts could create the appearance of a conflict of interest.

## **D     Personal use of the Company assets**

Directors may not use Company's assets, labour or information for personal use unless approved by the Board or as part of a compensation or expense reimbursement.

## **III    CORPORATE OPPORTUNITIES**

Directors are prohibited from:

- a.     Taking for themselves or for their other companies other than Sunil Healthcare Limited, opportunities that are discovered through the use of Company's property, its information or their position as Directors;
- b.     Using the Company's property or information for personal gain; or
- c.     Competing with the Company for business opportunities.

## **IV    OBLIGATIONS UNDER THE SECURITY LAWS**

A Director will not indulge in "Insider Trading" of Company's Security nor will tip others to enable them to profit from it or for them to profit on the Directors behalf. The Company also prohibits any short selling of its stock by any Director.

## **V     CONFIDENTIALITY**

Directors must maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, from whatever source in their capacity as a Director, except when disclosure is authorized or legally mandated. For purposes of this Code, "Confidential information" includes all non-public information relating to the Company.

## **VI.   COMPLIANCE WITH LAWS, RULES AND REGULATIONS: FAIR DEALING**

Directors must comply and oversee compliance by the Company and other Directors, with laws, rules and regulations applicable to the Company, including insider laws. Directors must ensure fair dealing and oversee fair

dealings by Officers and Employees with the Company's customers, suppliers, competitors and employees.

#### **VII ENCOURAGING THE REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOUR**

Directors should promote ethical conduct and take steps to ensure that the Company:

- a. Encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action.
- b. Encourages employees to report violation of laws, rules, regulations or the Company's Code of conduct to appropriate personnel.
- c. Inform employees that the Company will ensure that employees who acts in good faith for the Company will not suffer any harm.

#### **VIII COMPLIANCE STANDARDS**

Directors should communicate any suspected violations of this Code promptly to the Chairman of the Board of Directors. Violations will be investigated by the Board or by the persons designated by the Board and appropriate action will be taken in the event of any violations of the Code

#### **IX OUTSIDE DIRECTORSHIP**

As it is a conflict of interest to serve as a Director of any company that competes with the Company, Director's shall first obtain approval of Board of Directors before accepting any such directorship.

#### **X WAIVER OF CODE OF BUSINESS CONDUCT AND ETHICS**

Any waiver of this Code may be made only by the Board and must be noted in the minutes of its meeting and should be disclosed to the Company's shareholders in the Annual Report.