

**SUNIL HEALTHCARE LIMITED**  
**38E/252A, VIJAY TOWER,**  
**SHAHPURJAT, NEW DELHI-110049**

**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:**

- A Director’s personal interest is adverse to- or may appear to be adverse to – the interest of the Company as a whole.
- 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. **Role, Functions and Duties of Independent Directors**

The role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the listing agreement. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under.

1. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. bring an objective view in the evaluation of the performance of board and management;
3. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. safeguard the interests of all stakeholders, particularly the minority shareholders;
6. balance the conflicting interest of the stakeholders;
7. Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
8. Act in accordance with the Company's Articles of Association.
9. 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 interest of the Company.
10. You shall discharge their duties with due and reasonable care, skill and diligence.

11. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company. Please refer to clause 7 for full explanation on conflict of interest.
12. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
13. You shall not assign your office as Director and any assignments so made shall be void.
14. undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the company;
15. 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;
16. strive to attend all meetings of the Board of Directors and of the Board committees of which you are a member;
17. participate constructively and actively in the committees of the Board in you are chairperson or member;
18. strive to attend the general meetings of the company;
19. where you are 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 your concerns are recorded in the minutes of the Board meeting;
20. keep yourselves well informed about the company and the external environment in which it operates;
21. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
22. 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;
23. 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;
24. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
25. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
26. 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.

In addition to the above requirements applicable to all Directors, the role of the Non-Executive Director has the following key elements:

- Strategy:** Non-Executive Directors should constructively challenge and help develop proposals on strategy;
- Performance:** Non-Executive Directors should scrutinize the performance of management in meeting agreed goals and objectives;
- Risk:** Non-Executive Directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;
- People:** Non-Executive Directors are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary, removing Executive Directors and in succession planning;
- Reporting:** Non-Executive Directors take responsibility for the processes for accurately reporting on performance and the financial position of SHL; and
- Compliance:** Non-Executive Directors should keep governance and compliance with the applicable legislation and regulations under review and the conformity of SHL practices to accepted norms.

## VI **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.

## VII. **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.

## VIII **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.

## IX **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

## X **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.

## XI **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.

## XII **ANNUAL CERTIFICATION**

All members of Board of Director and the management team shall affirm compliance with the code on annual basis. Such certifications shall be in the form provided in the format as follows:

**Date:-**

To,  
**The Company Secretary**  
**Sunil Healthcare limited**  
**38E/252 A, Vijay Tower,**  
**Shahpurjat,**  
**New Delhi-110049**

**Dear Sir,**

**Sub: - Code of Conduct/Compliance Certificate**

I , being a member of the Board of Directors / Management Personnel of Sunil Healthcare Limited (“the Company”) hereby acknowledge, confirm and certify that:

I have received, read and understood the Code of Business Conduct and Ethics for Directors / Management Personnel of the Company;

I am bound by the said Code to the extent applicable to my functions as a member of the Board of Directors / Management Personnel of the Company;

During the financial year \_\_\_\_\_, I have complied with the provisions of the said Code;

I confirm that, I comply with the said Code of Conduct.

**Signature**

**Name**

**DIN**