

Indraprastha Medical Corporation Limited

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**CODE OF CONDUCT FOR BOARD MEMBERS, KEY MANAGERIAL PERSONNEL AND
SENIOR MANAGEMENT**

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INDRAPRASTHA MEDICAL CORPORATION LIMITED

CODE OF CONDUCT FOR BOARD MEMBERS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

1. PREAMBLE

Indraprastha Medical Corporation Limited (“**Company**”) was incorporated on 16th March, 1988 having Corporate Identification Number: **L24232DL1988PLC030958**, engaged in hospital services. The securities of the Company (“**Securities**”) are listed on BSE Limited and National Stock Exchange of India. The Company is committed to conduct its business in accordance with applicable laws, rules, and regulations and the highest standards of corporate governance and business ethics.

In addition, Section 149(8) of the Companies Act, 2013 (“**Act**”) provides that the Company and its Independent Directors shall abide by the provisions specified in Schedule IV of the Act.

Section 166 of the Act provides various duties to be performed by the Directors. Directors, including Independent Directors, shall abide by the provisions of the provisions of the Act, including relevant rules thereto, as may be amended from time to time.

As per regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) the Board of Directors of the Company (“**Board**”) shall lay down a code of conduct for all members of Board and senior management of the Company and further, the code of conduct shall suitably incorporate the duties of Independent Directors as laid down in the Act. Further, the Board is also responsible for setting the standards of conduct contained in the code and for updating these standards as appropriate to reflect legal and regulatory developments.

2. OBJECTIVE

The Board adopted this code of conduct for directors, key managerial personnel, and senior management of the Company (hereinafter referred to as “**Code**” or “**Code of Conduct**”) in compliance with the applicable laws including but not limited to Listing Regulations.

The purpose of this Code is to further enhance an ethical and transparent process in managing the affairs of the Company and to deter wrongdoing. The matters covered in the Code are of utmost importance to the Company, its shareholders, and business partners. The Code is intended to provide guidance and help in recognizing and dealing with ethical issues and to help foster a culture of honesty and accountability.

3. DEFINITIONS

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:

- a) “**Act**” means the Companies Act, 2013 as amended from time to time.
- b) “**Board**” or “**Board of Directors**” means the Board of Directors of the Company.
- c) “**Company**” means Indraprastha Medical Corporation Limited.
- d) “**Compliance Officer**” means the Company Secretary of the Company.

- e) **“Director”** means a director appointed to the Board of the Company.
- f) **“Financial Year”** shall have the same meaning ascribed to it in clause (41) of section 2 of the Act.
- g) **“Key Managerial Personnel”** shall have the same meaning ascribed to it in clause (51) of section 2 of the Act.
- h) **“SEBI Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- i) **“Senior Management”** means the officers/personnel of the Company who are members of its core management team excluding the Board and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole-time director manager (including chief executive officer/manager in case they are not part of the Board) and shall specifically include company secretary and chief financial officer.

All other words and expressions used but not defined herein shall have the same meaning as defined in the Act, Listing Regulations, or other cognate statute.

4. APPLICABILITY

The code is applicable to the following persons (the Officers):

- a) Directors of the Company;
- b) Key Managerial Personnel of the Company; and
- c) Senior Management of the Company.

All the Directors, Key Managerial Personnel, and Senior Management (hereinafter referred to as **“Directors and Employees”**) are expected to read and understand this Code and to uphold standards set out under this, in his/her day-to-day activities.

As the principles set out under this Code are general in character, Directors and Employees should also review the Company’s other applicable policies and procedures for more specific instructions. This Code is in addition to and not in derogation with any Acts, rules and regulations, and all other applicable policies and procedures adopted by the Company that govern the conduct of its Directors and Employees.

5. DUTIES OF DIRECTORS

- (1) Subject to the provisions of this Act, a Director of a Company shall act in accordance with the articles of the Company.
- (2) A Director of a Company shall 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) A Director of a Company shall exercise his duties with due and reasonable care, skill, and diligence and shall exercise independent judgment.
- (4) A Director of a Company shall not be involved 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) A Director of a Company shall 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) A Director of a Company shall not assign his office and any assignment so made shall be void.

6. STANDARDS OF CONDUCT

The Directors and Employees shall conduct the business of the Company in a transparent and ethical manner. The Directors and Employees shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making. This Code is intended as a source of guiding principles, and no code or policy can anticipate every situation that may arise, every Director and Employee is expected to comply with this Code in letters as well as in spirit.

The Directors and Employees shall not be involved in any activity that would have any adverse effect on the objectives of the Company or against national interest.

The following elucidates the Company's position on the manner of conduct in the Company's business and transactions:

a) Honest and ethical behaviour

It is the policy of the Company to conduct its business in accordance with all applicable laws and regulations of the jurisdiction in which such business is conducted and in accordance with complete honesty and integrity with the highest moral and ethical standards. The Company expects all of its Directors and Employees to accomplish all tasks in an official capacity, whether on the premises of the Company or outside, with the highest degree of honesty, integrity, and professional ethics.

Honesty means every act of the Director and Employees should be free from any fraud or deception. Ethical behaviour is behaviour in conformity with accepted professional standards. In case any Director and Employee finds any difficulty regarding appropriateness of any action or inaction, then they can seek assistance for its interpretation from the Compliance Officer.

The Directors and Employees are expected:

- i. To act according to the highest standards of personal and professional integrity, honesty and ethical conduct whilst dealing for, on behalf of and in the name of the Company.
- ii. To exercise powers conferred upon him for achieving the business goals of the Company, with reasonable discretion and after weighing the consequences of such use.
- iii. To respect the confidentiality of any proprietary information accessed during the course of discharge of his duties and ensure that such information is not used for his/ her, direct or indirect, personal gain.
- iv. To co-operate with government, trade, and regulatory authorities in the development of economic legislation governing the business of the Company.

b) Compliance with laws

- i. The Directors and Employees shall strictly comply with the applicable laws and regulations in the conduct of its business, both in letter and spirit. If the ethical standards set forth in this

policy are more rigorous than the applicable laws and regulations, then the standards of this Code shall prevail.

- ii. The Directors and Employees shall ensure that all decisions taken are in adherence to legal/regulatory requirement(s) as applicable to the business of the Company.
- iii. The Directors and Employees shall inform the Company regarding any information that may be perceived to be a violation by any employee or Director or the Company of any legal/regulatory requirement(s) as applicable to the business of the Company.
- iv. The Directors and Employees shall adhere to the standards set by the Company from time to time to protect and promote the interest of shareholders and other stakeholders (including employees, customers, suppliers and creditors and the society at large).
- v. The Directors and Employees shall not work or consult for a business doing work similar to the job;
- vi. The Directors and Employees shall not use Company resources other than for business use;
- vii. The Directors and Employees shall not use any information, property, resources obtained during the course of business for personal purposes.
- viii. The Directors and Employees shall not take up any business opportunity (relevant to the line of business pursued or intended to be pursued by the Company) or direct the opportunity that is discovered through the use of corporate property, information or position to a third party unless the Company has already been offered the opportunity and it has turned it down.
- ix. The Director and Employees should not engage in activities that are dishonest, or lacking integrity, such as:
 - a. Issuing any untrue, false, misleading or fraudulent statements regarding the Company or its services;
 - b. Stealing of any proprietary/confidential information;
 - c. Adopting any illegal means for increasing profits; and
 - d. Indulging in bribing or any corrupt practices, including unfair inducement of government official.

c) Business opportunities

- i. The Directors and Employees are hereby prohibited from taking for themselves personally, directly or indirectly, any opportunities that are discovered through the use of Company's property, information or position unless the same is approved by Managing Director of the Company.
- ii. The Directors and Employees are also prohibited from competing with the business of the Company.
- iii. The Directors and Employees shall not disclose the confidential information including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Managing Director or required by law.
- iv. The Directors and Employees shall not exploit for their own personal gain, opportunities that are discovered through use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Managing Director of the Company and the

Managing Director decline to pursue such opportunity and allow him to avail such opportunity.

d) Use of assets and information

- i. The Directors and Employees shall ensure that the equipment's/ facilities' amenities provided by the Company for discharge of duties in terms of the employment are used with proper care and diligence and should be returned to the Company upon resignation, termination or retirement from the services of the Company.
- ii. The Directors and Employees shall ensure that price sensitive information of the Company, which is not in public domain, is not used to derive any personal benefit or to assist other person(s) for deriving any benefit, by virtue of having access thereto.
- iii. The Directors and Employees shall ensure that proprietary and confidential information and trade secrets belonging to the Company, including any information concerning pricing, products and services that are being developed, internal system designs and other such trade secrets are held in strict confidence and due care is exercised to avoid inadvertent and inappropriate disclosure. Such information shall be used in the manner as required or mandated and as a part of the duties assigned and not for personal gain.
- iv. The Directors and Employees shall ensure that all other personal and financial information relating to the customers, associates and stakeholders of the Company is accessed, used and disclosed in accordance with the policies, systems and controls defined by the Company.
- v. The Directors and Employees shall ensure to protect the Company's assets and their efficient use. The Directors and Employees shall use Company's assets only for legitimate business purposes of the Company.

e) Gift and favours

Under no circumstances the Directors and Employees shall receive or offer, directly or indirectly, any gifts, donations or remuneration or illegal payments which are intended to obtain business favours. However, nominal gifts during festival occasions and other occasions may be accepted/given.

f) Alcohol and Substance Abuse

The Company views alcohol and substance abuse very seriously and takes a tough stand against it. Representatives are not permitted to report to work or conduct business on its property or operate any equipment's, machines or vehicles while under the influence of alcohol or controlled substances. This also applies to any other work site where employees are assigned during work. In addition, the policy forbids Representatives from misusing substances, selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs and alcohol in its premises.

Smoking is strictly banned in the hospital and other 'No Smoking' areas across the facility.

g) Transparency

The Directors and Employees shall ensure that the conduct at workplace is transparent, subject to sensitivity of the information or nature of job assigned to the Directors and Employees. Such transparency shall be brought about by adherence to corporate governance norms, policies, systems and processes defined by the Company, from time to time.

h) Conduct at workplace

- i. The Directors and Employees shall conduct oneself in a professional manner and treat others with respect, fairness, and dignity.
- ii. The Directors and Employees not to discriminate employees based on colour, race, religion, caste, creed or sex. The Company is committed to provide a work environment that is fair and non-discriminatory.
- iii. The Directors and Employees provide and enhance equal opportunities for men and women, to prevent, stop, and redress sexual harassment at the workplace and to promote best employment practices.

i) Dealing in Securities

The Director and Employees shall not indulge in any kind of insider trading or dealing in shares/securities of the Company in violation of the statutory provisions, and they shall strictly abide with all disclosure norms prescribed under the applicable law.

j) Conflict of interest

A conflict-of-interest situation would be deemed to have arisen, when an individual's interest is perceived to be inconsistent with or is in conflict with the business interest of the Company. One should avoid such conflict of interest with the Company.

The Directors and Employees shall avoid and disclose actual and apparent conflict of personal interest with the interest of the Company and to disclose all contractual interests whether directly or indirectly in any manner which gives them or their relative or firm or associate, any pecuniary benefit, regardless of the value involved with the Company.

k) Dealing with Frauds

This applies to any irregularity, or suspected irregularity, or dishonest act, or fraud involving not only employees but also shareholders, vendors, outside agencies doing business with employees of such agencies, and unknown parties.

This refers to, but is not limited to:

- i. Any dishonest or fraudulent act;
- ii. Forgery or alteration of any document or account belonging to a shareholder;
- iii. Forgery or alteration of a check, bank draft, or any other financial document;
- iv. Misappropriation of funds, securities, supplies, or other assets;
- v. Impropriety in the handling or reporting of money or financial transactions;
- vi. Profiteering as a result of insider knowledge of securities activities;
- vii. Disclosing to other persons the securities activities engaged in, or contemplated by the company;
- viii. Accepting or seeking anything of material value from vendors or persons providing services/materials to the company;
- ix. Destruction or disappearance of records, furniture, fixtures, or equipment.

l) Dealing with customer fraud

Company's prosperity is founded on customer satisfaction as it preserves the quality of their customer relations by maintaining business relationships that are based on integrity, fairness and mutual respect. Only clear, concrete, pertinent and honest information is to be given to customers. IMCL avoids making any statement to a customer that could be misinterpreted.

The Company does not tolerate the making of promises to customers which will probably be impossible to keep, regarding product quality and characteristics, delivery times and prices.

m) Dealing with vendor fraud

Vendors of the Company are to be chosen in consideration of objective criteria, based on quality, reliability, price, utility and performance or service. Vendors are to be treated justly, fairly and honestly. Fees and commissions are to be paid to consultants only in the course of ordinary business relations. Any fees must be substantiated by documentation demonstrating that the amount charged is commensurate with the value of the services rendered.

The Representatives should ensure:

- i. All stock-checking processes are thorough and check that each delivery meets the requirements of the original order;
- ii. Check the invoice carefully make sure that supplier has not overcharged;
- iii. Advance payments should be made to vendors after proper vendor registrations.

n) Reporting fraud

Any irregularity detected or suspected, or fraud shall be taken up in line with the enforcement process for Whistleblower Policy.

o) Non-adherence to the Policy

Any instance of non-adherence to the Code of Conduct for Board members and Senior Management / any other observed unethical behaviour on the part of those covered under this Code should be brought to the attention of the immediate reporting authority, who shall in turn report the same to the Head of Human Resources.

Any employee can choose to make a protected disclosure under the Whistleblower Policy of the Company. Such a protected disclosure shall be forwarded, when there is reasonable evidence to conclude that a violation is possible or has taken place, with a covering letter. The identity of whistleblower shall be kept confidential. The company shall ensure protection to the whistleblower and any attempts to intimidate him / her would be treated as a violation of the Code.

p) Directorship and Disclosure

- i. As per the regulation 26(1) of the Listing Regulations, Director shall not be a member in more than ten committees or act as chairperson of more than five committees across all listed entities in which he /she is a director which shall be determined as follows:
 - a. The limit of the committees on which a director may serve in all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Act shall be excluded;
 - b. For the purpose of determination of limit, chairpersonship and membership of the Audit committee and the Stakeholders' Relationship committee of the Company alone shall be considered.
- ii. Every Director and Senior management shall inform the Company about the committee positions in which he or she occupies in other listed entities and notify changes as and when they take place.

- iii. Senior management shall make disclosures to the Board relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large.
- iv. As per the regulation 26(6) of the Listing Regulations, no Director or Employee or promoter of the Company shall enter into any agreement for himself /herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the Securities, unless prior approval for the same has been obtained from the Board as well as public shareholders by way of an ordinary resolution, provided that all interested persons involved in the transaction covered under the agreement shall abstain from voting in the general meeting.

q) Other responsibilities

- i. The Directors and Employees shall undertake appropriate induction and regularly updates and refresh their skills, knowledge and familiarity with the Company;
- ii. The Directors and Employees may seek appropriate clarifications or amplification of information on the provisions of the Code wherever necessary, from the Managing Director or Compliance Officer;
- iii. Where they have concerns about the running of the Company or a proposed action, the Directors and Employees shall 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.
- iv. The Directors and Employees shall pay sufficient attention and ensure the adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- v. The Directors and Employees shall ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who use such mechanism are not prejudicially affected on account of such use;
- vi. The Directors and Employees shall report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy to the managing director; and
- vii. The Directors and Employees shall act in utmost good faith and exercise due care, diligence and personal and professional integrity in the performance of their official duties and responsibilities and shall in no event compromise with their independence of judgement.

This Code does not specifically enlist every potential form of unacceptable conduct and it is expected that the Directors and Employees shall always exercise sound and bonafide judgement in conformity with the principles set out in the Code.

The Code sets forth certain fundamental principles, ethics, values, policies and procedures that govern the Directors and Employees in the conduct of the business of the Company. It is not intended to and does not create any rights in any employee, client, competitor, shareholder or any other person or entity.

7. DUTIES OF INDEPENDENT DIRECTORS

The Independent Directors shall be required to comply with Schedule IV of the Act, including their duties laid therein as under:

- 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 and committees of Board 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 abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- i. Not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- j. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- k. Refrain from any action that would lead to loss of his independence;
- l. Where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- m. Assist the Company in implementing the best corporate governance practices;
- n. 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;
- o. 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;
- p. Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- q. Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- r. 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.
- s. In addition, the Independent Directors shall also abide by the provisions of the "Code of Independent Directors" as provided in Schedule IV of the Act, as amended from time to time.

8. VIOLATION

It shall be the duty of the Directors and Employees to help the enforcement of this Code. Although it is not intended that disciplinary action is appropriate for every violation of this Code, however, in order to ascertain whether any disciplinary action is appropriate or not (including determination of any penalty etc.), due consideration be given to various factors including nature and seriousness of violation, intent, repetitiveness of violations and the effect of such a violation on the Company (its reputation and goodwill). other directors and employees of the company and on the corporate governance system of the Company. A violation of this Code may result in disciplinary action such as termination from the association/ employment with the Company, suspension, demotion and or penalty as deemed necessary.

Decision regarding whether or not any disciplinary action is to be taken and the nature and extent thereof, shall rest with the Managing Director of the Company. An appeal against any such decision of Managing Director shall lie before the Board of Directors of the Company, whose decision in this regard shall be final and binding on the concerned Director and Employee. Decision of any disciplinary action against the Managing Director shall rest with Board of Directors of the Company.

9. PRIVACY RIGHTS

The Company takes steps to protect personal and private information relating to employees and former employees. It keeps and discloses personal information only as required for business or legal reasons. It complies with all laws about the privacy of employee information and medical records.

Exclusions Privacy protection does not apply to personal information an employee may have stored on any equipment or in his / her office files. Any electronic information stored on the Company's computers, servers and voicemail belongs to the Company, and it can access such information at any time without employee consent. It has the same access rights to hard copy files in Company offices, including those in desk drawers, lockers and other storage areas. Release of any information is subject to the Company policy.

10. CONSULTATION AND REPORTING

In case of any doubts/clarifications in relation to the application of the Code, the Directors and Employees are requested to consult in writing with the Compliance Officer and where Compliance Officer needs any clarifications in relation to the application of the Code then he should consult an independent expert at the expense of the Company.

When any Director or Employee comes across an act which is inconsistent with the principles set forth in the Code, he/ she should report the same to the Compliance Officer. The Compliance Officer in turn is required to compile all such instances in a report along with suitable recommendations on the action required and shall submit the same to the managing director of the Company. The Directors and Employees may also use the whistle blower mechanism provided by the Company to report any instances of violation of the Code.

11. AMENDMENTS AND WAIVERS

The Code may be amended or modified by the Board after due consultation with the Managing Director/Compliance Officer. Any waiver of any provision of this Code for a Director or the Employee must be approved in writing by the Board.

12. INTERPRETATION

The Board of the Company shall interpret and administer this Policy in line with the broad intent of the Policy read with the applicable provisions of the CA 2013, rules made thereunder, and the Listing Regulations.

Any ambiguities, interpretative issues, and difficulties will be resolved by the Board of Directors of the Company in line with the broad intent of this Policy read with the applicable provisions of CA 2013. and Listing Regulations.

The decision of the Board with regard to any or all matters relating to this Policy shall be final and binding on all concerned. The Board shall have the power to modify, amend or replace the Policy in part or full, as may be thought fit from time to time in their absolute discretion.

13. ACKNOWLEDGEMENT AND ANNUAL AFFIRMATION

The Directors and Employees shall acknowledge the receipt of this Code indicating that they have received, read and understood, and agreed to comply with the Code and send the same to the Compliance Officer.

As per the regulation (26)(3) of Listing Regulations, it is obligatory on the part of every person covered under this Code to make an disclosure under this Code affirming their adherence to the Code on annual basis. This disclosure shall be made to the Compliance Officer on or before 20th April, for the financial year preceding the date in the format annexed as **Appendix - I**.

In addition to above said disclosure, every Director and Employee shall make an acknowledgement as given in **Appendix - II** to the Code, on receipt of this Code, indicating that they have received, read and understood, and agree to comply with the Code.

14. DISCLOSURE

The Company shall disseminate the information regarding this Code under a separate section on its website.

A declaration confirming the compliance of the Code by Directors and Employees shall be given by the managing director of the Company or such other person as required by law, in the annual report of the Company in every year.

15. CONFIDENTIALITY

The Directors and Senior Management Personnel should maintain the 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 director's term but thereafter as well unless the said information becomes public.

For and on behalf of the Board



**Shivakumar Pattabhiraman
Managing Director**

Place: New Delhi

Date: 6th February, 2024

APPENDIX – I

**To,
The Company Secretary
Indraprastha Medical Corporation Limited,
Delhi-Mathura Road, Sarita Vihar,
New Delhi – 110076, India.**

ANNUAL COMPLIANCE REPORT

Dear Sir,

I do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of Company's Code of Conduct for Board Members, Key Managerial Personnel and Senior Management during the financial year ended March 31, _____.

Signature:

Name:

Designation:

Address:

DIN:

Place:

Date:

APPENDIX – II

**To,
The Company Secretary
Indraprastha Medical Corporation Limited,
Delhi-Mathura Road, Sarita Vihar,
New Delhi – 110076, India.**

ACKNOWLEDGEMENT

Dear Sir,

I have received and read the Company's Code of Conduct for Board Members, Key Managerial Personnel and Senior Management ("**Code**"). I understand the standards and policies contained in the Code and understand that there may be additional policies or laws specific to my job. I agree to comply with the Code.

If I have questions concerning the interpretation/application of the Code, any Company policies, and legal requirement applicable to my job, I know, I can consult the Compliance Officer, and that my questions or report to these sources will be maintained in the confidence.

I agree to report any violation of the Code immediately as it comes to my knowledge, to the Compliance Officer and to help in any investigation made pursuant to the Code and I understand that the report or the information made by me in this concern shall be maintained in confidence.

Signature:

Name:

Designation:

Address:

DIN:

Place:

Date: