



Narayana Hrudayalaya Limited
Code of Conduct



1.1 Code of Conduct

PURPOSE

The objective of this Code of Conduct is to communicate the guiding principles for conducting business, and more importantly, to ensure their compliance with legal requirements. It is vital to the success of Narayana Hrudayalaya Limited (NHL) that business is conducted with integrity and in compliance with all applicable legal and regulatory requirements. This Code of Conduct sets out the fundamental standards to be followed by employees in their everyday actions on behalf of the company and seeks to promote honest and ethical conduct.

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

- (a) Members of the Board of Director of the Company and
- (b) Senior Management Personnel i.e. all members of management one level below the Executive Directors including all functional heads.

All the concerned 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 are general in character, Officers should also review the Company's other applicable Policies and Procedures for more specific instructions. In case of any difficulty in interpretation or allied matters they may contact the Company Secretary.

This Code is in addition to and not in derogation with any Act, law, rules and regulations, and all other applicable Policies and Procedures adopted by the Company that governs the conduct of its officers.

It is obligatory on the part of every Officer to make an annual disclosure under this Code affirming their adherence to the Code on annual basis. This disclosure shall be made to the Company Secretary on or before 30th April, for the financial year preceding the date.

DESCRIPTION

Integrity & Professionalism

All employees are expected to ensure that at all times business and its related activities are carried out with integrity, honesty and in a professional manner that protects NHL's good public image and reputation





Employees shall build relationships with customers, vendors and fellow employees based on trust and treat every individual with respect and dignity in the conduct of company business

Employees should not give, take or exchange material gratifications to gain business advantages

Adequate care should be taken to ensure that the relationship between the company (including its representatives and employees) and the company's customers, vendors and other stakeholders including authorities of government bodies is not only transparent and professional, but also perceived to be so.

Employees and members of their families should not directly or indirectly, accept / give gifts, payments, favours, or special considerations, from / to customers, prospects, or vendors beyond the common courtesies of accepted business practices.

It is the duty and responsibility of the employee to bring to the notice of the management, any involvement of a friend or a relative of that employee in a direct or indirect relationship which impacts the business of NHL. Such information should be immediately reported as and when the employee is aware of such an involvement.

Abiding the law & Compliance

NHL as an organization, its management and its employees shall abide by all applicable statutes, laws and Government in letter and spirit.

When an employee is asked to engage in a conduct, which he/she believes violates any law or regulation, or if they observe other employees engaged in such conduct, they should immediately notify the Company Secretary / or Equivalent officer of the company. All such disclosures will be treated confidentially and appropriate corrective action will be taken. When in doubt, employees are expected to seek clarification from their respective managers.

All employees shall become familiar with and comply with legal requirements and company policy and procedures

An employee shall promptly report to the company any violations of law or ethical principles or Company policies that come to the employee's attention, and cooperate fully in any audit, enquiry, review or investigation by the company.

Commitment & Conflict of Interest

All employees must maintain implicit loyalty to the company and not undertake other professional assignments or take up any work which is professional / business in nature without permission from the Directors of the company.

Employees shall avoid actual or potential conflicts of interest with the company, or the appearance thereof, in all transactions





Provide accurate and reliable information in records submitted

Intellectual Property

All employees shall mutually share professional experiences / knowledge/ expertise with other colleagues in the Company.

All works of authorship including inventions, improvements, and developments which are created as a part of ones' duties, whether solely or jointly with others, shall be treated as the exclusive property of the company.

Note: If a decision about a particular action is not covered specifically by this code or related corporate policies, employees are required to seek guidance from their supervisor or the Company Secretary or equivalent department.

1.2 Confidentiality and Non-Disclosure Policy

PURPOSE

NHL possesses valuable confidential information relating to its current and future businesses, employees, compensation, personnel information, customers, business plans, investments, transactions and general business operations. In the course of employment with the company employees may need to review, or use the company's confidential information and materials or to create new confidential information and materials for the company. Hence, it is necessary for NHL to set out the obligations of the member to maintain confidentiality.

DESCRIPTION

“Confidential information” shall mean and include, but not be limited to the company's database, product and property plans, protocols, prices, finances, marketing plans, business opportunities, personnel related information, sales and customer information, business policies, practices and strategies, information received from other entities which the company is obligated to keep confidential, and research and development results which have not been:

Previously published or disclosed to the general public;

Previously available without restrictions; and

Which information the company desires to protect against unrestricted disclosure or use.





All employees of NHL shall:

Not disclose any Confidential Information / Confidential Material of NHL or its related third parties, to other third parties without the prior written authorization of the company. However, the employee may disclose Confidential Information in accordance with judicial or other governmental orders, provided the employee shall give the company a reasonable notice, prior to such disclosure and shall comply with any applicable protective order or equivalent.

Not use any Confidential Information or Confidential Materials of the Company for any purposes except those expressly contemplated by or as authorized by the Company.

Take reasonable security precautions to keep secure the Confidential Information.

Notify the Company immediately upon discovery of any unauthorized use or disclosure of Confidential Information or Confidential Materials, or any other breach of this Policy by any individual.

Respect the confidential information of other parties with whom the company does business or competes and avoid any attempts at acquiring professional classified information by improper means.

1.3 Equal Opportunity Policy

PURPOSE

NHL is an equal opportunity employer. Its objective is to ensure that no applicant or employee receives less favourable treatment, directly or indirectly, on account of sex, marital status, caste, creed, religion, colour and ethnic or national origin.

DESCRIPTION

NHL seeks to promote itself as a company in which each person has an equal entitlement and access to high quality opportunities and services irrespective of:

- Race
- Religion
- Age (subject to minimum age of 18 years and retirement age of 60 years)
- Disability
- Gender
- Sexual orientation
- Social class and
- Origin

All Employees of staff and applicants for employment will be given equality of opportunity to progress to the level of their potential without regard to the above given attributes.





All employees shall respect the Rights and Liberties of others irrespective of their status in the organization

The company is opposed to discrimination, whether intended or unintended, in all its forms. It is committed, therefore, towards:

Promoting and understanding the principles and practices of equality and justice

Providing equal access to appropriate resources and opportunities

Ensuring that recruitment, employment, promotion and training systems provide equality of access throughout

Securing compliance with all relevant legislations

Identifying and correcting / removing practices and procedures which may result in direct or indirect discrimination

For more information on the Code or to report a violation contacts:

Address: Company Secretary
Narayana Hrudayalaya Limited
Corporate Office: No.261/A, 2nd Floor,
Bommasandra Industrial Area,
Anekal Taluk, Bangalore-560099

