

THEMIS MEDICARE LIMITED
BUSINESS CODE OF CONDUCT & ETHICS

1. Application

This Code applies to all Directors and Employees specified herein below.

2. Specified employees

The Specified Employees means persons in the senior management position of the Company i.e. below the level of Executive Directors and who are members of Core Management team i.e. :

- Chief Financial Officer
- Company Secretary
- All V.P.s and above designated personnel
- H.R. In charge
- All Factory In-charge
- Marketing Head
- All Departmental heads

The Board shall decide from time to time the other personnel to be covered by the Code of Conduct

3. Conflict of interest

The personnel covered by this Code of Conduct shall avoid conflict of interest between their personal interest and the interest of the Company. Any conflict of interest shall be resolved in such a manner, which is not detrimental to the interest of the Company.

4. Compliance with Law

The personnel covered shall comply with Laws, Rules and Regulations of the nation as well as any other countries with whom they are dealing. They should refer to in house legal council, if necessary. Management has a duty to provide appropriate information and instruction to them in this respect.

5. Treatment to other Employees

The personnel covered by this code shall give equal respect and dignity to other employees irrespective of their status, religion, age, sex, disability etc. They should endeavor; no harassment in any form is given to other employees. They should always recognize the people and employee value of the organization.

6. Health and Safety Protection

They must comply with environmental health and safety laws and regulations of the country towards themselves, fellow employees, business relatives and society at large.

7. Protection of Company's property

The personnel covered by this code shall always endeavor to protect the Company's tangible and intangible properties, communication devices, resources such as electricity and water in the best interest of the organization. Any misuse of Company's property noticed or brought to the notice of them shall always be dealt in the best organization interest. They are further bound to follow trade secret and confidential information in its strictest form in the best interest of organization.

The personnel use of Company's properties such as office car, telephone facilities, cell phones, or any other moveable and immovable assets shall as far as possible be avoided and shall always be within the norms prescribed by the Company from time to time in this respect.

8. Insider Trading

The personnel covered by this code shall not use the insider information, which is not known to public and which is relevant in deciding whether to trade in the stock and other securities of the Company. They are further required to give periodical declarations in this respect as determined by the Board of Directors from time to time.

9. Receiving Gifts

The personnel covered by this code must not accept gifts from any of the business associates, which will otherwise influence their business judgment in favour of the organization.

10. Records

The records created and received by the personnel covered by this code while performing their duties is the sole property of the Company. They shall always endeavor to efficiently maintain and store such records, data in whatever form and for the required period under various statutory provisions or Company's requirement whichever is longer.

11. Access to Audit Committee

The personnel covered by this code shall have free access to any one of the Independent Audit Committee Members as may be decided by the Board from

time to time, in case, they wish to present issues, suggestions, accounting and internal controls, confidential matters in the best interest of the Company.

12. Affirmation of Compliance

Each Director and Senior Management personnel shall affirm the compliance with this code on annual Basis.
