

THEMIS MEDICARE LIMITED

The Code of Conduct

1. Introduction:

The matters covered in this Code are of the utmost importance to the Company, its shareholders and stakeholders and are essential so that it can conduct business for which the Company is strongly committed. A code of conduct for the members the Board of Themis Medicare Limited enables the company to publicly state to its external stakeholders (suppliers, customers, consumers and shareholders), the way in which they intend to do business.

2. Applicability of the Code:

The Code is applicable to the following persons, referred to as "Officers": Members of the Board of Themis Medicare Limited. Executive Director/s, Independent Directors, including the Chief Executive Officer, Managing Director, Deputy Managing Director, Chief Financial Officer, Key Managerial Personnel, Factory & other location heads. Heads of businesses and corporate support functions. All professionals at corporate serving in the roles of finance, tax, accounting, treasury and internal audit. All employees of Account, Finance, Company Secretariat including trainees etc.

3. Honesty and Integrity:

All officers are expected to display professional skills and act in accordance with honesty, integrity and fairness. The conduct of the officers should be fair, acted in good faith, responsibility with due care, competence, diligence and free from fraud or deception. There should be an ethical approach in business dealings while working in the Company's premises, at any location where Company business dealings are being conducted.

4. Conflict of Interest:

A conflict of interest may arise :

- a. When a director or officer engages in a business, relationship or activity with anyone who is party to a transaction with the company, or its subsidiary, Joint Venture, Associate Company/entity;
- b. When a director, or an officer or a member of his or her immediate family receives personal benefits by making or influencing decisions relating to any transaction with subsidiary, Joint Venture, Associate Company/entity.
- c. When a director, or an officer is having a significant ownership interest in any supplier, customer, business associate or competitor of the company.

In case there is likely to be a conflict of interest:

- a. The concerned director must make full disclosure of all facts and circumstances thereof that may come before the Board and abstain from discussion and voting on any matter in which the director may have a conflict of interest;
- b. The concerned officer must disclose to the Managing Director and / or Management Committee, any material transaction or relationship that reasonably could be expected to give rise to any violations of the code including actual or apparent conflicts with the interests of the company.

An Officer's duty to the Company makes it obligatory for him / her to avoid a conflict between his / her personal interests or benefits and the interests or benefits of the Company.

5. Confidentiality of Information:

Any information concerning the Company's business, its customers, suppliers, etc. which is not in public domain and to which the Officer has access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No Officer shall provide any information either formally or informally, to the press or any other public city media, unless specially authorized.

6. Insider Trading

Officers shall not derive personal benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company not in public domain and which could constitute as insider information.

Such insider information might include the following :

- a. Periodical financial results
- b. Acquisition and divestiture of businesses or business units;
- c. Issue of securities or buy-back;
- d. Financial information such as profits, earnings and dividends;
- e. Disposal of whole or substantial part of undertaking;
- f. Announcement of new product introductions or developments; which are material in nature;
- g. Asset revaluations;
- h. Material Investment decisions / plans;
- i. Restructuring plans;
- j. Major supply and delivery agreements;
- k. Raising finances.

7. Gifts & Donations:

Under no circumstances should Officers accept any offer, payment, favour, special service or treatment, promise to pay or authorization to pay any money, gift or anything of value from any customer, supplier, agent, contractor, etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commitment of any fraud or harm the Company's reputation.

8. Protection and proper use of Company Assets:

Protecting the company's assets is a key fiduciary responsibility of every officer. The assets of the company should not be misused but employed for the purpose of conducting the business for which they are duly authorized. Care should be taken to ensure that assets are not misappropriated, loaned to others, or sold or donated, without appropriate authorization.

9. Safety, Health & Environment:

Themis Medicare Limited strives for continuous improvement of its environmental, safety and health performance by developing new and better products, processes and services with efficient use of energy and resources, minimization of environmental impact and waste generation, and safe and responsible disposal of residual wastes.

10. Amendment, modification and waiver:

The Code may be reviewed, amended, modified or waived by the Board of Directors, subject to the disclosure and other provisions of the SEBI, and the rules thereunder and the applicable rules of the Stock Exchanges.
