CODE OF CONDUCT AND ETHICS FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL OF DOCMODE HEALTH TECHNOLOGIES LIMITED

A. PURPOSE:

The purpose of this Code is to enhance integrity, ethics & transparency in governance of the Company and thereby reinforce the trust and confidence reposed in the Management of the Company by the shareholders and other stakeholders. The Directors and Senior Management Personnel are expected to familiarize themselves with this Code and to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day to day functioning.

B. GUIDELINES:

The Directors and Senior Management Personnel must act in good faith and in such manner as they reasonably believe to be in the best interests of the Company. The Directors and Senior Management Personnel are also expected to:

a. comply with all applicable laws, regulations, confidentiality obligations and other corporate policies, of the Company.
b. follow all policies, procedures and internal control systems of the Company.
c. act honestly, in good faith and in the best interests of the Company.

C. APPLICABILITY:

The Code applies to all Directors on the Board of Directors of the Company (except where non-Whole-time Directors have been specifically excluded) and to members of the Senior Management Team of the Company. The Whole-time Directors and members of the Senior Management Team of the Company are expected to abide by this Code as well as other applicable Company policies or guidelines. “Whole-time Director” for the purpose of this Code means any Director including Managing Director who is in whole-time employment of the Company. “Senior Management” for the purpose of this Code includes the following personnel of the Company: - The Chief Executive Officer, so designated by the Company. - The Departmental Heads of the Company.

D. HONESTY AND INTEGRITY:

All Directors and Senior Management Personnel of the Company shall conduct their activities on behalf of the Company and on their own behalf, with honesty, integrity and fairness. The Directors and Senior Management Personnel of the Company will act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgement to be subordinated. The Directors and Senior Management of the Company will act in the best interest of and fulfil their fiduciary obligations to the Company and its shareholders.

E. CONFLICT OF INTEREST:

The Directors and Senior Management Personnel of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/her to act in any manner other than in the best interests of the Company. Every Director and Senior Management Personnel should make a full disclosure to the Board of any transaction that they reasonably expect, could give rise to actual conflict of interest with the Company and seek Board authorization to pursue such transaction

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F. COMPANY PROPERTY:

Every Director and Senior Management Personnel should endeavor to ensure that they use the Company's assets, proprietary information and resources only for legitimate business purpose of the Company and not for personal gains.

G. CONFIDENTIAL INFORMATION:

All confidential information must be used for Company business purposes only. The Directors and Senior Management of the Company must safeguard it. This responsibility includes not disclosing the Company's confidential information such as information regarding the Company's services or business over the internet and also properly labeling any and all documentation which is confidential as "Privileged information". This obligation extends to confidential information of third parties, which the Company has rightfully received under Non-Disclosure Agreements as well. The following shall be the responsibilities under this Head:

(i) Protect and hold confidential the Company's proprietary information. The same should not be disclosed as long as the Director or Senior Management officer works for the Company and after he or she leaves the Company to anyone or be used to benefit anyone other than the Company without the prior written consent of the Audit Committee of the Company.

(ii) To further the Company's business, from time to time the Company's confidential information may be disclosed to potential business partners. However, such disclosure should never be done without carefully considering its potential benefits and risks. When it is determined that in consultation with the Company management that disclosure of confidential information is necessary, it must be ensured that an appropriate written nondisclosure agreement is signed prior to the disclosure.

(iii) All Company materials that contain Company's confidential information, including presentations, must be reviewed and approved by the appropriate Company management prior to publication or use.

(iv) Any publication or publicly made statement that might be perceived or construed as attributable to the Company, made outside the scope of employment with the Company, must be reviewed and approved in writing in advance by the Audit Committee and/or Ethics

Committee and must include the Company's standard disclaimer that the publication or statement represents the views of the specific author and not of the Company.

(v) The Directors and Senior Management of the Company must co-operate with appropriate Government inquiries and investigations. In this context, however, it is important to protect the legal rights of the Company with respect to its confidential information.

(vi) The Company policy identifies who in the Company may communicate information to the press and the financial analyst community. All inquiries or calls from the press and financial analysts should be referred to these spokesperson(s). Company has designated its Managing Director and/or Chief Executive Officer or such other person as may be designated as official Company spokesperson for all matters. All press releases, interviews, media replies should be precleared by the Chief Executive Officer.

H. GIFTS, DONATIONS & ENTERTAINMENT:

The Directors and Senior Management Personnel shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favour for the conduct of its business. However, the Directors and Senior Management Personnel may accept and offer nominal gifts, which are customarily given and are of a commemorative nature, for special events.

Gift, donations, hospitality and/ or entertainment carried out for Company exceeding the value of Rs. 5,000/- should be accepted and/ or offered by the Directors only with the approval of the Audit Committee and in case of Senior Management Personnel, the same should be accepted and/ or offered only with the approval of the Managing Director & CEO of the Company if its value exceeds Rs. 5000/-.

I. FAIR DEALING:

The Directors and Senior Management Personnel should endeavor to deal fairly and not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or other unfair dealing.

J. SAFETY:

The Directors and Senior Management Personnel shall respect safety and health of all employees and provide working conditions, which are safe and healthy.

K. PAYMENT PRACTICES:

The following shall be the responsibilities under this Head:

(i). All transactions be fully and accurately recorded in the Company's books and records in compliance with all applicable laws.

(ii) All required information shall be accessible to the Company’s auditors and other authorized persons and government agencies.

(iii) False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval are strictly prohibited and violate Company policy and the law. There shall be no willful omissions of any company transactions from the books and records, no advance income recognition and no hidden bank accounts and funds. Any willful material misrepresentation of and/or misinformation of the financial accounts and reports shall be regarded as a violation of the Code apart from inviting appropriate civil or criminal action under the relevant laws. Additionally, all documentation supporting a transaction should fully and accurately describe the nature of the transaction and be processed in a timely fashion.

(iv) The Company's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior written approval of the Company's Board of Directors.

(v) Under no circumstances may the Directors and Senior Management of the Company offer to pay, make payment, promise to pay, or issue authorization to pay any money, gift, or anything of value to customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to improperly influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy. This Para shall apply to non-Whole-time Directors to the extent relevant.

L. EQUAL OPPORTUNITIES:

The Directors and Senior Management Personnel shall endeavor to provide equal opportunities to all employees and aspirants for employment in the Company irrespective of gender, caste, religion, race or color, merit being the sole differentiating factor. The Directors and Senior Management Personnel shall prevent and redress sexual harassment at work place and institute good employment practices.

M. NON-COMPETE:

The Directors and Senior Management Personnel shall not take up directly or indirectly any activities competing with the business of the Company.

N. OTHER RESPONSIBILITIES:

(i) Act in a manner that creates value for the Company’s customers and helps to build a relationship based upon trust which will preserve and enhance the Company’s reputation.

(ii) Obtain consent of the publisher of a publication before copying publications or significant parts of them for Company use.

(iii) Take special care to handle the confidential information of others responsibly and in accordance with the Company’s agreements with third parties.

(iv) Do not accept information offered by a third party that is represented as confidential, or which appears from the context or circumstances to be confidential, unless an appropriate nondisclosure agreement has been signed with the party offering the information.

(v) Do not attempt to obtain a competitor's confidential information by improper means.

(vi) Abide by the Company's policy to purchase supplies based on need, quality, service, price and terms and conditions.

(vii) Ensure compliance with all applicable laws and regulations governing contact and dealings with government employees and public officials, and adherence to high ethical, moral and legal standards of business conduct.

(viii) Respect the rights of the Company’s competitors and abide by all applicable laws in the course of competing to help maintain the Company's reputation as a lawful competitor and to help ensure the integrity of the competitive marketplace. This Para shall apply to non-Whole-time Directors to the extent relevant.

O. CORDIAL RELATIONS:

The Directors and Senior Management Personnel shall endeavor to make all efforts to establish cordial relationships with all stakeholders of the Company with whom they interface while carrying out their duties for the Company and would try to make positive contributions to the communities in which they perform such duties.

P. COMPLIANCE WITH LAWS AND REGUALTIONS:

In carrying out their duties and responsibilities, Directors and Senior Management Personnel should comply and endeavor to ensure that the management is causing the Company to comply with applicable laws, rules and regulations.

The Directors and Senior Management Personnel should comply with all applicable laws, rules and regulations for the time being in force. In addition, if any Director becomes aware of any information that he believes constitutes evidence of a material violation of any laws, rules or regulations applicable to the Company or operation of its business, by the Company, any employee or another Director, then such Director should bring such information to the attention of the Chairman of the Audit Committee.

Q. INSIDER TRADING:

None of the Directors or the Senior Management Personnel shall derive any benefit nor assist to derive any benefit by giving investment advice from access to and possession of information about the Company, which is not in public domain or constitutes insider information.

R. DUTIES OF DIRECTORS:

Every Director of the Company shall endeavor to comply with the provisions of Section 166 of the Companies Act, relating to the duties of directors.

In addition, Independent Directors shall also perform the duties as prescribed in Schedule IV of the Companies Act, 2013, as amended from time to time.

S. NON-COMPLIANCE:

Suspected violations of this Code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations shall be appropriately investigated. Any waiver of this Code must be approved by the Board of Directors and publically disclosed if required by any applicable law.

T. DISCLOSURE:

All Directors and Senior Management Personnel shall acknowledge receipt of this Code or any modification thereto, in the acknowledgement form as at Annexure – I(a) and forward the same to the Company Secretary indicating that they have received, read, understood and agreed to comply with the Code. Further, the Board Member and the Senior Management Personnel shall also affirm the compliance with the Code on annual basis in the form as at Annexure –I(b).

Annexure – I(a)

DECLARATION

To,
The Company Secretary
Docmode Health Technologies Limited
201, Kalpataru Plaza, Chincholi Bunder Rd,
Nadiyawala Colony 2, Malad West,
Mumbai - 400064, Maharashtra.

Dear Sir/ madam

I, Mr./Mrs./Ms. ______________________________, _________(designation) have received and read the Company's Code of Conduct for Directors and Senior Management Personnel ("this Code"). I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature:
Name:
Designation:

Place:
Date:

Annexure – I(b)

DECLARATION

To,
The Company Secretary
Docmode Health Technologies Limited
201, Kalpataru Plaza, Chincholi Bunder Rd,
Nadiyawala Colony 2, Malad West,
Mumbai - 400064, Maharashtra.

Dear Sir/ madam

I, Mr./Mrs./Ms. ____________________________, ________(designation) do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Conduct for Directors and Senior Management Personnel during the financial year ending 31st March, 2023._____.

Signature:
Name:
Designation:

Place:
Date:

1. Kindly sign and return this declaration on or before April 15, _____.
2. This declaration shall be valid for the financial year _____________.