



Code of Conduct Policy

Version 1.0

NIRAMAI Health Analytix Pvt Ltd

A7-506, Elita Promenade, J P Nagar 7th Phase, Bangalore - 560078

Signed by

Geetha Manjunath

(Director)

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For employees of Niramai Health Analytix Private Limited



1. Preamble

The Code of Conduct (hereinafter called and referred to as “the Code”) is applicable to all the employees appointed on the payroll of Niramai Health Analytix Private Limited (hereinafter referred to as the “Company”). The Code of Conduct is a comprehensive document that serves the ethical way for the Company’s employees and provides the guidelines by which the employees shall conduct their official duties. The Code has been formulated with the intention of guiding and regulating the conduct and attitude of all the employees of Niramai Health Analytix Pvt. Ltd. during the course of their employment.

2. Objective

The object of the Code is to establish appropriate behavioral and conductive norms for the all the employees of Niramai Health Analytix Pvt. Ltd. with the primary focus on inculcating discipline, self-control, integrity, professionalism and Corporate values.

The Code aims at creating and building employee’s core values. The Company understands and inspires the skills, experience, knowledge, innovations, dreams and ambitions of its employees and also increase their personal as well as social values and image as an employee of Niramai Health Analytix Pvt. Ltd. while determining the best in practices and standards.

3. Applicability

The Code shall apply to all the employees of Niramai Health Analytix India Pvt. Ltd.

4. Desired Conduct

Every employee, during his employment, shall devote his entire time and best efforts towards the furtherance, profitability and productivity of Niramai Health Analytix Pvt. Ltd. business with the highest degree of morality, honesty and integrity.

5. Non-disclosure of Confidential Information

Every Employee shall maintain the secrecy regarding the Company’s affairs and shall not divulge the same to any person, including but not limited to a competitor. For the purpose of this clause, Confidential Information shall mean and include, but is not limited to any information or data relating to the Company’s business, strategic plans, research and technology, design, development, manufacturing, processes, marketing, sales or distribution of the Company’s products or services, know-how or intellectual properties, lists and identities of actual customers, contractors, clients, suppliers, agents, vendors or distributors, and any technical or non-technical data, formulas, patterns, compilations, programs, devices, methods, techniques, drawings, designs, procedures, inventions, improvements models, manuals, any information of existing and expired contracts and agreements, shareholders information, shareholding pattern, statutory registers, minutes and operating results and financial data.

Confidential Information does not include information that is

- Disclosed or published in literature or information which is generally available to the public other than by an action of the Employee
- Has become legally available to its Employees from any third party who have obtained and provided such information to the employees without breach of any confidentiality obligation with the Company.

No employee shall use any confidential information for his own or any third party’s benefit. No employee shall disclose or share any confidential information to any person, whether employed in the Company or not and whether during the working hours, except for the purpose carrying out his functional responsibility, but only with the prior permission of the appropriate authority (defined as a Director or the CEO of the Company).

No information either formally or informally shall be provided to the press, other publicity agencies, media or to any other external agencies except as required or permitted by the appropriate authority / applicable laws.



6. Employees to promote Company's interest

Every employee shall serve the Company honestly, diligently and shall faithfully endeavor to promote the interest, profitability and productivity of the Company and shall be courteous while dealing with other colleagues, superiors, subordinates as well as with all outsiders. Every employee shall during their official duty, whether within or outside the Company's premises, represent themselves in appropriate and formal dress and shall behave with such a level of maturity, decency and professionalism as required or desired by a normal, prudent person working on the same designation and carrying out the similar kind of duties or responsibilities.

7. Employees to be punctual and sincere

Every employee is required to be regular and punctual in their attendance. Every employee shall devote his entire team in carrying on and completing the office work assigned to them and shall not conduct or do any other personal work during his duty or while working in the premises / workplace of the Company. The Employees will carry out their work / duties with sincerity and honesty.

8. Employees not to participate in active politics

The employees of the Company during employment shall neither take an active part (hold an office, an allocated responsibility for any political party) in politics nor stand for any political demonstration nor contest election for any political position. The employee shall not participate in any demonstration which would incite an offence as described under the Indian Penal Code.

At any of the Company's workplace, the employee shall not create or participate in an environment, which may create or result in employee's internal politics, harming or affecting any employee's dignity, self respect or causing him a grievous mental / physical hurt or causing any damage, whether permanent in nature or not , or harming or causing damage to the Company's image and interest, whether monetary or not.

9. Employees not to form or join any association prejudicial to the interest of the Company

No Employee of the Company during his employment shall form or join or hold any position in any association, the objectives or activities of which are prejudicial to the interest of the Company.

10. Demonstrations / Illegal Strike

No employee shall engage himself to create or to participate, abet, coerce or cause physical duress or to demonstrate any act resulting in an illegal strike in the Company in connection with any matter. No employee shall hold any meeting unconnected with the official business and its implications within the premises of the Company.

11. Employees not to seek outside employment

No employee during the tenure of the full-time employment with the Company shall carry out or engage or undertake employment at another company. No employee during the tenure of the full-time employment with the Company shall engage in or undertake any form of service, including any part time consultancy with or without monetary benefit with a competitor of the company.

12. Employees not to take / give any gifts / donations and illegal gratifications

No employee shall either directly or indirectly accept any kind of gifts / donations / illegal gratification, whether in cash or in kind from any outsider related with the Company in whatsoever manner, which can be perceived as being given to gain a favor or dealing with the Company. The employee while accepting any gifts / donations or illegal gratification shall ensure that the Company's interests are not compromised. The Company has zero tolerance for corruption and shall not allow any payment to third parties in cash or kind during the course of business.



13. Dealings with suppliers / dealers / customers

No employee shall take undue advantage or use his position in the Company for any personal gain or benefits through any consultant / advisor / supplier of goods / materials / services to the Company, whether directly or indirectly, or through any other person or firm or company. No employee shall have any business arrangement outside the limits of the work assigned to him or her by the Company, unless authorized by a Director in writing prior to commencement of such work.

14. Insolvency / Indebtedness

In case, any employee is adjudged or declared as an insolvent by a legal authority, such employee shall forthwith report the facts of his or her insolvency in writing to the Company. The Company shall not be liable or held responsible for any such event or occurrence of indebtedness / insolvency, either due to the individual efforts of the employee or by the misrepresentation of the employee that has led to such insolvency.

15. Consumption of intoxicants

No employee shall be under the influence of intoxicating drinks or drugs or tobacco, gutka, smoking of cigarettes, beedi or Cigar within the Company's premises.

16. Inventions and intellectual properties

No employee shall, without the prior written consent from the management of the Company, use directly or indirectly or license any invention or intellectual property created by him during the course of his employment with the Company.

17. Company's properties and equipment

Every employee is required to use and handle the Company's properties, goods, products, equipment, tools and machineries with due diligence and care and the said properties, goods, products, equipment etc. shall only be used for official work. The employee shall return all such properties, goods, products, equipment, tools and machineries in good condition at the time of separation of his employment or as and when directed to do so by the management.

18. Embezzlement of the Company's funds / money

In case any employee is found to be guilty or involved, directly or indirectly, individually or collectively, in any act of embezzlement or misappropriation of the Company's funds, his services will be liable for termination and the Company shall further be entitled to take any other action under prescribed law in this regard against such employee.

19. Furnishing of false information

No candidate for employment or an employee shall furnish any false or forged information, facts or documents as required by the Company for the purpose of initiating appointment process or for obtaining any appointment, promotion or transfer or increment in the Company. If at any stage of his employment with the Company, it is discovered that the employee is guilty of representing or withholding or suppressing any false information, it shall be presumed that his employment is ab-initio void and his services shall be liable to be terminated.

20. Conviction / Arrest

Any candidate, at any point of time convicted by any criminal court of law or arrested by the police or fined or penalised by any statutory authority for a criminal violation before joining the Company, shall disclose all facts and details with current status of such proceedings before joining the Company.

An employee who gets convicted by any criminal court of law or arrested by police or fined or penalised by any statutory authority, whether while performing official duty or not, for any criminal offence, shall immediately report to the Company in writing of the facts of such instances. The Company, in its discretion, shall also be entitled to terminate or suspend the services / employment of such employee.



21. Tampering with official records

No employee shall tamper with any official records or destroy or steal any official records or commit any nuisance in the premises of the Company.

22. Reporting concerns under Whistle Blower Policy

It is the duty of every employee of the Company to promptly report to the Board of Directors, of being aware of any actual or possible violation of the Code by any other employee or an event / act that could adversely affect the business or reputation of the Company. The management is responsible to protect the identity of such employees i.e. 'whistleblowers'.

23. Misconduct

In addition to the acts forbidden and restrained hereinabove in the Code or any commitment or abetment of the breach of the Code, the following acts of omission and / or commission inter-alia, shall be treated as misconduct:

- a. Theft, fraud, forgery, embezzlement, misappropriation, dishonesty in connection with the funds or business or moveable and immovable property of the Company or property of the Company or property of another employee within the premises of the Company.
- b. Taking bribes or any illegal gratifications
- c. Making use of one's position in the Company to influence business associates or any other person connected with the Company's business for direct or indirect personal gains.
- d. Acting in any manner prejudicial to the interest of the Company.
- e. Wilful insubordination or disobedience, whether or not in combination with others, of any lawful and reasonable order of a superior.
- f. Absence without leave or overstaying beyond the sanctioned leave without sufficient reasons or proper satisfactory explanation or without permission of the superior.
- g. Habitual late or irregular attendance.
- h. Absence from the workplace without permission or sufficient cause.
- i. Commission of acts subversive of discipline and good behaviour or any activity being ultra vires or detrimental to the object or interest of the Company.
- j. Assaulting, detaining, intimidating, use of abusive or offensive language with any employee or mental harassment of any employee.
- k. Influence of intoxicants, drunkenness, smoking, riotous, disorderly or indecent behaviour with co-employees or outsiders during the office hours within or outside the Company's premises while on official duty.
- l. Engaging directly or indirectly in any business or trade within / outside the premises of the Company or being in gainful employment with another person / entity whilst in Company's service.
- m. Intentional interference or tampering with any safety devices installed within or about the premises of the Company.
- n. Commission of any act which amounts to a criminal offence.
- o. Unauthorised use of the Company's premises or any assets.
- p. Unauthorised disclosure of secrets / official information of the Company to any outsider, including but not limited to competitors of the Company.
- q. Participation in illegal strike or wilful slowing down in performance.
- r. Gambling or betting within the premises of the Company.
- s. Habitual negligence or carelessness while performing his duties.
- t. Displaying, sharing or transferring any objectionable / pornographic content of any nature through any media.
- u. Any type of monetary transactions or cash collections between employees in the premises of the Company without management's permission.
- v. Sexual harassment of any female employee as defined in The Sexual Harassment (Prevention, Prohibition and Redressal) Act 2013, and the Company's policy framed in this regard.

The above listed instances of misconduct are illustrative in nature and by no means exhaustive. The management reserves the right to amend the above list and also to determine instances of misconduct.



24. Remedial Measures

An employee who commits breach of this code or is found guilty of committing any misconduct shall be liable for punishment, based on the gravity of the breach/misconduct:

- Warning or censure in writing
- Recovery from salary/wages of such employee of the whole or part of pecuniary loss caused (directly or indirectly) to the Company, pertaining to its properties, goods, product, services, equipment, tools, machineries, etc. or causing loss to the reputation of the company.
- Remedial remarks during performance appraisal
- Termination/ dismissal from services

In case of awarding major penalty opportunity will be given to concerned employee by issuing a show cause notice/ charge-sheet as to why such disciplinary action should not be initiated against him or her. If the Company is not satisfied with the response submitted by the Employee, any of the stipulated remedial measures, inclusive of termination of employment, shall be initiated.

25. Interpretation

If any question arises as to the application or interpretation of these rules, the Board of Directors and/ or the CEO shall decide the same at their own discretion and such decision shall be final and binding on the employee.

Each employee must read this code. Failure to do so does not exempt an employee from the responsibility to comply with the Code, applicable laws, rules, regulations, and all other policies and procedures adopted by the Company, and penalties arising out of non-compliance/ adherence thereto.

The Code reflects general principles to guide employees in making ethical and proper decisions in conduct of the business of the Company. The Code cannot and is not intended to address every specific situation or conduct or misconduct. As such, nothing in this Code prohibits or restricts the Company from taking disciplinary action on any matters pertaining to Employee conduct, whether or not expressly stated in this Code.

The Code is neither a contract of employment nor a guarantee of continuing of the Company's policy. The Company reserves the right to add, amend, alter, change or discontinue the said Code without any prior notice at any time, as per the exigencies of business and any change in applicable laws.

Company Code of Conduct			
Version	Modification Description	Effective Date	Approved by
1.0	Introduction of policy	15-jun-17	Nidhi Mathur