

NEXUS SURGICAL AND MEDICARE LIMITED

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

Introduction

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by Nexus Surgical and Medicare Limited (hereinafter referred to as "the Company") for the in compliance with Clause (a) of sub-regulation (5) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Applicability

The Code applies to the Members of Board of Directors (hereinafter referred to as "Board Members") and Members of the Senior Management Team of the Company one level below the Managing Director, viz. Presidents, Vice Presidents, Asst. Vice Presidents, General Managers and all other executives having similar or equivalent rank in the Company and the Company Secretary of the Company (hereinafter referred to as "Senior Managers").

The Code shall be posted on the website of the Company.

Code of Conduct

The Board Members and Senior Managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgement.

The Board Members and the Senior Managers of the Company:

- Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
- Are expected to comply with all applicable laws, rules and regulations and all applicable policies and procedures adopted by the Company.
- Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
- Dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his / her duties, including preparing for meetings and decision making.

- Act in the best interest of, and fulfill their fiduciary obligations / responsibilities to Company's shareholders, stakeholders, customers etc.
- Will ensure proper usage of authority as delegated to them as per the Company's rules.
- Shall ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only or as per the terms of their appointment.
- Shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.
- Have to secure, preserve, safeguard and use discreetly, confidential information in the best interest of the Company. He should not divulge or communicate such information to third parties except when authorized for the business reasons.
- Shall not commit any offence involving moral turpitude or any act contrary to law or opposed to the public policy.
- Shall in conformity with applicable legal provisions disclose personal and/ or financial interest in any business dealings concerning the Company and shall declare information about their relatives, including transactions, if any, entered into with them.
- Should adhere to and facilitate effective functioning of the Company's mechanism for redressal of complaints of sexual harassment.
- Shall ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify him/ her from his/ her association with the Company.
- Shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as also other regulations as may become applicable to them from time to time.