



ANONDITA MEDICARE LIMITED

(AML)

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT



UNIT



OFFICE



DIPPING AREA



TESTING AREA

Regd. off : Flat No. 704, Narmada Block N-6, Sec-D, Pocket-C, Vasant Kunj, New Delhi-110070

Corp Off. : D-001, Sector-80, Noida-201305, (U.P.) INDIA

Tel.: 0120-4520300/1/2/3 till 99 (100 Lines) Fax : 0120-4520314

E-mail : accounts@anonditahealthcare.com | info@anonditahealthcare.com

Website: anonditahealthcare.net

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

1. INTRODUCTION

Code is in alignment with Company's Vision and Values to achieve the Mission and Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company.

This Code has been framed in compliance with the provisions of Section 166 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, by the Board and may be amended by the Board of Directors of the Company from time to time provided that such revised Code complies with the Act.

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

2. OBJECTIVES

With a view to maintain high standards of governance, to induce and recognize the virtues of honesty and accountability and to serve as a guideline for addressing situations involving ethical issues in all spheres of activities of the organization, the following rules/code of conduct is required to be observed.

The Company appoints the Company Secretary as the Compliance Officer for the purposes of this Code, and the compliance officer will be available to Directors/Senior Management personnel to answer queries / provide clarifications and to help them comply with the code.

3. APPLICABILITY

a) This code is applicable on:

All Directors/Senior Management personnel are expected to comply with the code in letter and spirit. They are also required to affirm compliance on an annual basis.



The Independent Directors of the Company are subject to certain additional duties as laid down by the Schedule IV of the Companies Act, 2013.

This Code shall apply to the Independent / Non- Executive Directors to the extent that it does not conflict with or is prejudicial to the interest to the Company. Subject to the foregoing and in accordance with the following paragraphs, the Independent / Non-executive Directors of the Company shall not be precluded from taking up outside assignments / directorships in other companies.

b) Senior Management personnel

The Board of Directors and the senior management shall be required to comply with this code in its letter and spirit. They are also required to affirm compliance with the code of conduct on an annual basis.

The Annual Report of the Company shall contain a declaration to this effect signed by the MD&CEO. The Company appoints the company secretary as a compliance officer for the purposes of this code, who will be available to Directors/Senior Management personnel to answer questions and to help them comply with the code.

With a view to maintain high standards that the company requires, the following rules/code of conduct should be observed in all activities in respect of the Company.

4. DEFINITION

For the purpose of this Policy the following terms shall have the meanings assigned to them hereunder:

4.1 “Act” shall mean the Companies Act, 2013.

4.2 “Board” or “Board of Directors” shall mean the Board of Directors of the Company.





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- 4.3 “Code” means Code of Conduct for Directors and Senior Management, as amended from time to time.
- 4.4 “Company” shall mean Anondita Medicare Limited.
- 4.5 “Compliance Officer” shall mean the Company Secretary of the Company and in his absence any senior officer, so designated by the Board for the purpose of compliance with the Code.
- 4.6 “Director” shall mean a member of the Board.
- 4.7 “Independent Director” shall means a director who qualified to appoint as defined under Section 149(6) and the Director submits his/her declaration U/s 149(7) and appointed by the Company or Board as Independent Director.

All other words and expressions used but not defined in this policy, but defined in the Companies Act, 2013, and/or the rules made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

5. THE CODE

Accountability:

The Directors/Senior Management personnel shall discharge their duties in good faith and integrity in business judgment and in the best interests of the Company and its stakeholders. They are expected to use their best endeavors and organize the resources for advancing the Company’s objectives. They shall act ethically, honestly, diligently and in good faith to protect the Company’s properties, brand equity and image. They shall act in good faith, responsibly, with due care, competence and diligence and without allowing their independent judgment to be subordinated. They shall act in the best interests of the Company and fulfill their fiduciary obligations.



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Conflict of Interest:

Directors/Senior Management personnel shall not engage in any business, relationship or activity, which may be in conflict with the interests of the Company. Notwithstanding anything contained herein, an Independent / Non-Executive Director shall have the full liberty to pursue his/ her independent professional/ business/ employment activities and/ or to assume office(s) of the director/ trustee.

Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Set forth are some of the common circumstances that may lead to a conflict of interest, actual or potential: -

- (a) They should not engage in any activity/employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.
- (b) They and their immediate families should generally refrain from investments in such companies/ entities whereby their responsibility to the Company is compromised.
- (c) They should avoid conducting Company business with a relative or with a firm/company in which a relative/related party is associated in any significant role.

If such a related party transaction is unavoidable, it must be fully disclosed to the board of the Company.

Transactions/ dealing done on an arm's length basis shall not be considered to be a conflict of interest.

Compliance:

All applicable laws, rules and regulations shall be complied with. In order to assist the Company in promoting lawful and ethical behavior, any possible violation of laws, rules, regulations or the code of conduct shall be reported to the Board of Directors through the Company Secretary.



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Other Directorships:

The Directors must disclose their Directorship, Committee membership on the Board of other companies and substantial shareholding in other companies to the Board on an ongoing basis.

Confidentiality of Information:

Any information concerning the Company's business, performance, its customers, suppliers, clients etc., which is not in the public domain and to which the Directors/Senior Management personnel have access or possess such information must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required under any law. No Director /Senior Management personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

Examples of confidential information include but are not restricted to:

- Information not yet released to the public Unpublished company strategy;
- Current or future R&D programs, technical breakthroughs and/or inventions Investments, planned mergers or acquisitions;
- Information received from customers or partners;
- Unpublished Financial data either actual or forecasted;
- Employee information.

Insider Trading:

Director/Senior Management personnel shall not derive benefit or assist others to derive benefit by giving investment advice based on unpublished price sensitive information (defined in SEBI (Prohibition of Insider Trading) Regulations, 2015) about the company and therefore constituting insider information. All Directors/Senior Management Personnel shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 and insider trading policy of the Company.



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Equity:

All attempts should be made to maintain equity and fair justice while dealing on behalf of the Company. The Directors/Senior Management personnel shall be committed to provide a work environment free from unlawful discrimination, harassment and intimidations of any nature. Any kind of harassment and discrimination based on gender, religion, age, sex, national origin and other such characteristics shall be strictly prohibited.

They shall strive for maintaining a safe workplace by following safety and health rules and practices.

Consumer/ Investor Focus:

The Directors/Senior Management personnel shall focus on customer/ investor satisfaction. They shall ensure that the communications given are accurate and truthful and do not deliberately omit important facts or shall not be of misleading nature.

Teamwork and Spirit:

The principles of mutual trust, teamwork and spirit shall be appreciated and maintained. Best efforts shall be made to contribute to an environment that builds confidence and empowers people through personal and professional growth. They shall attempt that the teams grow together through collaborative working, skills development, knowledge sharing and learning from each other. Employees being invaluable assets shall be motivated to achieve higher goals.

Corporate Opportunity:

Except as approved by the Board, the Directors/Senior Management personnel are prohibited from:

- a. taking any personal opportunities directly or indirectly that belong to the Company or are discovered through the use of Company's property, information or position; and



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- b. using the Company's property, information or position for personal gain/advantage or to cause detriment to the Company.

Notwithstanding anything contained herein, an Independent / Non-Executive Director shall have the full liberty to pursue his/ her independent professional/ business/ employment activities and/ or to assume office(s) of director/ trustee.

Gift & Donations:

No Director/Senior Management Personnel of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended to obtain business favors. Subject to this clause, nominal gifts of commemorative nature, for special events/ achievements or in the course of social relations and normal business courtesies may be accepted/ given.

Safeguarding Company's Assets:

The use of the Company's assets for illegal or non-ethical business purposes shall be strictly prohibited. Protecting the Company's assets regardless of whether the same is tangible or intangible is the responsibility of each Director/Senior Management person.

Financial Record keeping & reporting:

It is critical to ensure that all transactions are properly identified, analyzed and recorded. Regardless of whether a Director/Senior Management person is directly involved in financial reporting or accounting, most come into contact with financial transactions directly or indirectly. All reasonable efforts are expected to ensure that all business records and reports are accurate, complete and reliable.



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Duties of Directors:

Without limiting the generality of the duties stated in the Companies Act, 2013, the Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading framed there under and other applicable laws, the duties of a director are as under:

In terms of Section 166 of the Companies Act, 2013, Subject to the provision of the Act, a director shall:

- act in accordance with the articles of the Company;
- act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of the environment;
- exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- not involved in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
- not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company;
- shall not assign his office and any assignment so made shall be void.

Further in terms of para III (Duties) of Schedule IV of Companies Act, 2013, the Independent Directors shall:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;



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- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the Company;
- where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- keep themselves well informed about the Company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- acting within their authority, assisting in protecting the legitimate interests of the company, shareholders and its employees;
- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, and unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Notwithstanding anything contained in the Companies Act, 2013, an independent director or a non-executive director (not being promoter or key managerial personnel), shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with his knowledge, attributable through business processes, and with his consent or connivance or where he had not acted diligently.



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Guidelines of professional conduct:

In term of Part I of Schedule IV of the Act, the Independent Directors shall:

- uphold ethical standards of integrity and probity;
- act objectively and constructively while exercising his duties;
- exercise his responsibilities in a bona fide manner in the interest of the company;
- devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- not allow any extraneous considerations that will vitiate his exercise of objective
- independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- refrain from any action that would lead to loss of his independence;
- where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- assist the company in implementing the best corporate governance practices.

Compliance with the Code:

Once every year or upon revision of this code, every Director/ Senior Management person must acknowledge and execute an understanding of the code and an affirmation that he/she has complied with the Code. New Directors/ Senior Management persons will sign such a deed at the time of joining.

Amendment/ Modification/ Waiver:

This code may be amended, modified, varied or waived by the Board as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines. As a general policy, the Board will not grant waiver of this code.



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Reporting:

While every Director/Senior Management person has to himself ensure compliance with this code, any instance of violation or possible violation of this code by the concerned Director/ Senior Management person or by any other Director/ Senior Management person shall be immediately reported to the Board through the compliance officer.

In case of any doubt as to the best course of action, the concerned Director/ Senior Management person should promptly contact the compliance officer.

6. POLICY REVIEW

Subject to the approval of the Board of Directors, the Board of Directors of the Company reserves its right to review and amend this policy, if required to ascertain its appropriateness as per the needs of the company. The Code and subsequent amendment(s) thereto, shall be published on the website of the Company.

7. EFFECTIVE DATE

This Code shall be effective from the date Sept 01, 2024.



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AFFIRMATION BY DIRECTOR/SENIOR MANAGEMENT WITH CODE OF CONDUCT

To

Board of directors

Anondita Medicare Limited

Flatno.704 Narmada Blk,N6, Sec-D,

Pkt-6 Vasant Kunj, New Delhi,

New Delhi, New Delhi, Delhi, India, 110070

As a Director/Senior Management Personnel, I hereby acknowledge that I have complied with the code of conduct for Board and Senior Management personnel framed under Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I understand that it is my responsibility to consult the company Secretary & Compliance Officer if I have any questions regarding the provisions of this Code.

I understand and agree that as a Director/Senior Management Person, it is my responsibility to promote the application of this Code.

Name

Signature

Designation

Date



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