



# DEY'S MEDICAL STORES (Manufacturing) LIMITED

Phone : 2249 9810 / 9811 / 9825 / 9827  
Fax : (033) 2249-9572  
Email : mail@deysmedical.com  
CIN : U24232WB1957PLC023528

Regd. Office :  
6/D, NELLY SENGUPTA SARANI  
KOLKATA - 700 087

To

**Dr. Amit Kumar Roy (DIN: 06910710)**

Flat-3C, Pushpa Apartments, 63S, Bright Street  
P.S. Kareya Kolkata - 700 019

## **Subject: Appointment as an Independent Director.**

I am pleased to confirm that the Board of Directors of the Company have appointed you as an Independent Director subject to the approval of shares holders at ensuing Annual General Meeting of the Company, I am writing to set out the terms of the appointment. Please note that this is not a contract of employment.

### **1. TERM OF APPOINTMENT**

1.1 As per the provisions of sub-section (10) of Section 149, your appointment will commence on 6<sup>th</sup> March 2018 for a continuous period of 5 years.

1.2 Your appointment shall not be subject to rotation as per the provisions of sub-section (6) of Section 152 of Companies Act 2013, read with the Articles of Association of the Company.

1.3 Your appointment as Independent Director of the Company was based, inter alia, on declaration by you that you comply with the conditions of independence as listed in Section 149(6) of the Companies Act 2013, if there

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*Received*  
*19/3/2019*



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is any change in circumstances affecting your independence, you are required to immediately let the Board of Directors know of the same, in terms of Section 149(7) of the Act.

1.4 Your appointment will also terminate automatically on the expiry of the term of appointment as above. There is no compensation for termination of office in any circumstance.

## 2. DUTIES

2.1 As an independent director, besides the functions and duties applicable to every director, or the functions or duties of the Board collectively, you have several duties as set out in Schedule IV of the Act.

2.2. Committees to be served – You are required to serve as a member of the Audit Committee, Nomination and Remuneration Committee and/or the CSR Committee. The tasks to be accomplished by being a part of each of the above mentioned committee are as specified in Annexure I to this letter.

## 3. REMUNERATION

3.1 Expenses incurred by you for the purpose of attending any meeting of the Board, or for participating through video conferencing as permitted by the Board, will be reimbursed as per the company's normal policy on reimbursements.





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### 4. GENERAL

4.1 Fiduciary duties and accompanying liabilities – You will be expected to perform your general fiduciary duties and exercise the skill and care expected of every Director. You do not have authority to commit the Company in any way, nor should you make any statements on the Company's behalf or concerning the Company to the media, financial institutions or anyone associated with the stock market or investor community without the express authorization of the Board. You will be held liable, only in respect of such acts of omission or commission by a company which have occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you have not acted diligently.

4.2 Directors and Officers (D and O) insurance – The company may seek cover for Directors' and Officers' liability insurance. If you have opted for the same, you will be entitled to the cover, as per the Company's policy for the same.

4.3 The Code of Business Ethics – That the company expects its directors and employees to follow is attached as Annexure II to this letter.

4.4 The list of actions that a director should not do while functioning as such in the company includes the following :



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4.4.1 Any action that involves any violation of applicable law:

4.4.2 Any action that involves any breach, in letter and spirit, of the Company's Code of Business Ethics;

4.4.3 Any action that either involves the directors' personal interest, except as disclosed as per applicable law, or unduly compromises or conflicts with the interest of the company.

4.5 We confirm that –

(a) you will be given full access to all information in or about the Company and its affairs which is available to the executive directors:

(b) agendas for Board meetings and all relevant papers which require study before Board meetings will be provided to you in good time (save in exceptional circumstances) to allow you to consider them in advance of meetings (and likewise for the proceedings of committees) ;



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Yours sincerely,

For and on behalf of **Deys' Medical Stores (Manufacturing) Ltd.**

*For DEY'S MEDICAL STORES (MFG.) LTD.*

  
**GAUTAM DEY**  
Managing Director.

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**GAUTAM DEY**  
(Managing Director)

I agree to the terms and conditions set out above



**AMIT KUMAR ROY**  
(Independent Director)

Date: 30.08.2018



## **ANNEXURE I**

### Duties and Functions as Committee Member

#### 1. Audit Committee:

- a) Recommendation for appointment, remuneration and terms of appointment of auditors of the company; (Statutory, Internal, & Cost Auditors)
- b) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- c) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- d) Examination of the financial statement and the auditors report thereon and reviewing the same with particular reference to:
  - i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of the section 134 of the Companies Act, 2013.
  - ii) Changes, if any, in accounting policies and practices and reasons for the same;
  - iii) Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv) Significant adjustments made in the financial statements arising out of audit findings;
  - v) Compliance with legal requirements relating to financial statements;

- vi) Disclosure of any related party transaction;
- vii) Qualifications in the draft audit report
- e) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- f) Scrutiny of inter-corporate loans and investments;
- g) Valuation of undertakings or assets of the company, wherever it is necessary;
- h) Evaluation of internal financial controls and risk management systems;
- i) Reviewing, with the management, performance of statutory and internal auditors;
- j) Discussion with internal auditors of any significant findings and follow up thereon;
- k) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- l) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- m) To review the functioning of the Whistle Blower mechanism;

## 2) Nomination and Remuneration Committee

2.1 Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every director's performance.

2.2 Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees and ensure that:-

i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals. Provided that such policy shall be disclosed in the Board's report.

2.3 Formulation of criteria for evaluation of Independent Directors and the Board;

2.4 Devising a policy on Board diversity;

## 3. Corporate Social Responsibility



3.1 formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII to the Companies Act, 2013;

3.2 recommend the amount of expenditure to be incurred on the activities referred to in Clause 4.1; and

3.3 monitor the Corporate Social Responsibility Policy of the company from time to time.

## **Annexure II**

### **CODE OF BUSINESS CONDUCT AND ETHICS**

#### **1. SCOPE OF THE CODE**

The Code of Business Conduct ("Code") applies to all directors, officers and employees (collectively referred to as 'Covered Parties') of the Deys' Medical Stores (Manufacturing) Co. Ltd. Covered Parties are expected to comply with the Code and all applicable government laws, rules and regulations. If a provision of the Code conflicts with applicable law, the law overrides.

#### **2. PURPOSE**

This Code is intended to (a) focus on areas of ethical risk; (b) set forth basic standards of ethical and legal behavior; (c) to provide guidance to directors to help them recognize and deal with ethical issues; (d) provide reporting mechanisms for known or suspected unethical conduct and / or legal violations, (e) help foster a culture of honesty and accountability.

All of the Covered Parties must comply with the language and spirit of the Code of Conduct themselves accordingly and seek to avoid improper behavior. Given the variety and complexity of ethical questions that may arise in the Company's course of business, this Code serves only as a rough guide.

### **3. INTERPRETATION CLAUSES**

**Anything of Value:** Anything that might have value to a Government Official, including cash, gifts, meals, entertainment, business opportunities, Company product, offers of employment and more.

**Applicable Law:** Includes any statute, law, regulation, ordinance, rule, judgment, order, decree, byelaw, clearance, directive, guideline, policy, requirement, notifications and clarifications or other government instruction and / or mandatory standards as may be applicable to the Company from time to time.

**Bribe:** Giving or offering to give Anything of value to a Government Official to influence a discretionary decision. Local law may impose a broader definition in some jurisdictions. There is no monetary threshold; any amount could be construed as a bribe.

**Covered parties / party :** Means and includes Directors, officers and employees of the Company and its subsidiaries.

**Company Assets :** Includes, among other things, the Company's money or product, employees and Directors' time at work and work product, computer systems and software, telephones, wireless communication devices, photocopiers, tickets to concerts and sporting events, Company vehicles, proprietary information and Company trademarks.

**Competitive Intelligence:** Information about our Competitors.



Competitor : For the purposes of the conflict interest and Competitive Intelligence provisions only, competitor means and includes any business or entity that is actively considering such activity.

Compliance Officer: An employee/officer appointed by the board of Directors to provide written approvals for actions under the Code in the areas of Conflicts of interest and Company Assets. The names and addresses of the Compliance Officer can be found on the Company's website.

Customer : Any business or entity to which the Company sells any product bearing a trademark of the Company.

Director : Includes an executive director, non-executive director, nominee director or independent director.

Discretionary Authority: In dealing with a company. The authority to influence the Company's selection of a supplier or to influence significantly the Company's relationship with an existing Customer or supplier.

Facilitating Payments: Small payments to Government Official made to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or phone service.

Government Officials: Employees of any government anywhere in the world, even low-ranking employees or employees of government controlled entities. The term also includes political parties and party officials, candidates for political office, and employees of public international organizations, such as the United Nations.

**Material Non-public Information:** Non-public Information that would be reasonably likely to affect an investor's decision to buy, sell or hold the securities of a company. Includes all such information, which is regarded as material Non Public Information as per Applicable Law dealing with insider trading. Examples include a significant merger or acquisition involving the Company, the Company's earnings or volume results before they are announced, and a change in control of senior management of the Company. Many other matters may be material. If you are uncertain whether Non public Information of which you are aware is material, consult Company legal counsel.

**Non-public Information:** Any information that the Company has not disclosed or made generally available to the public, which may include information related to Covered Parties, inventions, contracts, strategic and business plans, major management changes, new product launches, mergers and acquisitions, technical specifications, pricing, proposals, financial data and product costs. Includes all such information which is regarded as non public information as per Applicable Law dealing with insider trading.

**Relative :** A spouse, parent, sibling, grandparent, child, grandchild, mother or father-in-law, or same or opposite sex domestic partner, as well as any other family member who lives with you or who is otherwise financially dependent on you, or on whom you are financially dependent.

**Supplier :** Any vendor of product or services to the Company, including consultants, contractors and agents. The definition also includes

any supplier that the Company is actively considering using, even if no business ultimately is awarded.

#### **4. ACTING WITH INTEGRITY, BOTH AT HOME AND ABROAD**

Integrity is fundamental to our Company, Integrity means doing what is right. By acting with integrity, we reflect positively on the values and reputation of the Company and its brands. This Code will help guide us. The Code defines how to conduct ourselves as representatives of the Company. The Code address our responsibilities to the Company, to each other, and to customers, suppliers, consumers and governments.

Every Covered Party shall follow the law, act with integrity and honesty in all matters, and be accountable for our actions.

#### **5. GENERAL EXPECTATIONS**

The following are generally expected from Covered Parties in the Company:

- (a) Comply with the Code and the Law.
- (b) Understand the Code.
- (c) Comply with the Code and the law wherever you are.
- (d) Use good judgment and avoid even the appearance of improper behavior.
- (e) Consider Your Actions and Ask for Guidance.
- (f) If ever in doubt about a course of conduct, ask yourself
  - Is it consistent with the Code?
  - Is it ethical?



- Is it legal?
- Will it reflect well on me and the company?
- Would I want to read about it in the newspaper?

If the answer is "No" to any of these questions, don't do it. If you are still uncertain, ask for guidance. The Code tries to capture many of the situations that Covered Parties will encounter, but cannot address every circumstance.

(g) You can seek help from your management, Company's legal counsel or senior finance personnel supporting your business or the Company's Compliance Officer(s).

(h) You have an obligation to uphold the ethical standards of the Company. If you observe behavior that concerns you, or that may represent a violation of our Code, raise the issue promptly according to the procedure laid down in the Company's Vigil Mechanism/Whistle Blower Policy. Doing so will allow the Company an opportunity to deal with the issue and correct it, ideally before it becomes a violation of law or a risk to health, security or the Company's reputation.

## **6. WHAT IS EXPECTED OF DIRECTORS**

Our Directors have an obligation to act in the best interest of the Company.

- (a) You should at all times model appropriate conduct.
- (b) You must oversee compliance of Applicable Laws including insider trading laws by all employees, officers and other directors.
- (c) You must deal fairly, and must oversee fair dealing by employees and officers, with the Company's customers, suppliers, competitors and employees.

- (d) You must not accept compensation (in any form) for services performed for the Company from any source other than the Company.
- (e) You must report any suspected violations of this Code promptly by following the Vigil Mechanism/Whistle Blower policy of the Company.
- (f) If an employee raises a concern that may require investigation under the Code, follow the procedures laid down in the Vigil Mechanism/Whistle Blower Policy which is available on the Company's website.
- (g) You should ensure that the people you supervise understand their responsibilities under the Code and other Company policies.
- (h) Make opportunities to discuss the Code and reinforce the importance of ethics and compliance within the Company. Encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation.
- (i) Create an environment where employees feel comfortable raising concerns without fear of retaliation.
- (j) Consider conduct in relation to the Code and other Company policies when evaluating employees.
- (k) Never encourage or direct employees to achieve business results at the expense of ethical conduct or compliance with the Code or the law.
- (l) Always act to stop violations of the Code or the law by those you supervise.
- (m) Respond to questions and concerns. If approached with a question or concern related to the code, listen carefully and give the employee your complete attention .



- (n) Ask for clarification and additional information .Answer any questions if you can, but do not feel that you must give an immediate response. Seek help if you need it. Written approvals for executive officers must come from the chief executive officer, and written approval for the chief executive officer, and Written approval for the chief executive officer must come from the board of directors or its designated committee.

## **7. SPECIFIC DUTIES OF INDEPENDENT DIRECTORS**

- (a) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (b) 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;
- (c) Strive to attend all meetings of the board of Directors and of the board committees of which he is a member;
- (d) Participate constructively and actively in the committees of the board in which they are chairpersons of members;
- (e) Strive to attend the general meetings of the company;
- (f) 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 minute s of the board meeting;
- (g) Keep themselves well informed about the company and the external environment in which it operates;
- (h) Not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;



- (i) 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;
- (j) 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;
- (k) Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (l) Acting within this authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (m) Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

## **8. BUSINESS AND FINANCIAL RECORDS**

Every Covered Party shall observe the following:

- (a) Ensure the accuracy of all Company business and financial records. These include not only financial accounts, but other records such as quality reports, time records, expense reports and submission such as benefits claim forms and resumes.
- (b) Ensuring accurate and complete business and financial records is every ones responsibility; not just a role for accounting and finance personnel. Accurate record Keeping and reporting reflects on the Company's reputation and credibility, and ensures that the Company meets its legal and regulatory obligations.

- (c) Always record and classify transactions in the proper accounting period and in the appropriate account and department. Do not delay or accelerate the recording of revenue or expenses to meet budgetary goals.
- (d) Estimates and accruals must be supported by appropriate documentation and be based on your best judgment.
- (e) Ensure that all reports to regulatory authorities are full, fair, accurate, timely and understandable.
- (f) Never falsify any document.
- (g) Do not distort the true nature of any transaction.
- (h) Never enable another person's efforts to evade taxes or subvert local currency laws. For this reason, payments generally should be made only to the person or firm that actually provided the goods or services ;Unless the supplier legitimately has assigned payment or sold its accounts receivable to another entity. Exceptions must be approved by the company's compliance officer.
- (i) Only intentional efforts to misrepresent or improperly record transactions ,or otherwise to falsify a company business record ,are code violations.

## 9. **COMPANY'S ASSETS**

Every covered party of the company must observe the following;

- (a) Do not use Company assets for your personal benefit or the benefit of anyone other than the company.
- (b) Use common sense. for example , the occasional personal phone call or e-mail is acceptable, subject to the company's policy on it. Excessive personal calls or e-mail is a misuse of assets.



- (c) Company policy may allow additional personal use of certain assets such as a company car.
- (d) Inside trading laws may involve substantial penal action, including imprisonment. Hence, comply with these laws in letter and spirit. In case of any doubt, please do not hesitate to check with the relevant Compliance Officer.

## **10. CONFLICT OF INTERESTS**

A conflict of interest arises when your personal activities and relationships interfere, or appear to interfere, with your ability to act in the best interest of the Company. The Covered Parties of the company shall observe the following:

- (a) Take particular care if you are responsible for selecting or dealing with a supplier on behalf of the Company. Your personal interests and relationship must not interfere or appear to interfere, with your ability to make decisions to the best interest of the Company. When selecting suppliers, always follow applicable Company procurement guidelines.
- (b) You may have friends who are employed by , or have ownership interests in customers or suppliers of the company .if you deal with such a Customer or suppliers, take care to ensure that your friendship close not affect, or appear to affect , your ability to act in the best interest of the company. If you are uncertain whether your friendship may create an issue, consult your manager, or compliance officer.
- (c) In addition personal relationships at work must not influence your ability to act in the best interest of the company, and must not affect any



employment relationship. Employment –related decisions should be based on qualifications performance, skills and experience.

- (d) Do not accept gifts in exchange for doing, or promising to do, anything for a customer or supplier.
- (e) Do not ask for gifts from a customer or supplier.
- (f) Do not accept gifts of cash or cash equivalents, such as gift cards.
- (g) Do not accept gifts of more than modest value.
- (h) Gifts of symbolic value, such as trophies and statues that are inscribed in recognition of a business relationship, may be accepted.
- (i) Gifts or discounts offered to a large group of Covered Parties as part of an agreement between the Company and the Customer or Supplier may be accepted and used to intended by the Customer or Supplier.
- (j) If you are offered a gift, meal or entertainment that exceeds the limits noted above, politely decline and explain the Company's rules. If returning a gift would offend the giver, or the circumstances under which it was given preclude its return, you may accept the gift, but should notify the Compliance Officer.
- (k) Do not accept meals or entertainment in exchange for doing, or promising to do, anything for a Customer or supplier.
- (l) Do not ask for meals or entertainment from a Customer or supplier.
- (m) You may accept occasional meals and entertainment from customers and suppliers if the event is attended by the Customer or supplier, and the costs involved are in line with local custom for business related meals and entertainment. For example, ordinary business meals and attendance at local sporting events generally are acceptable.
- (n) Gifts, meals and entertainment for customers and suppliers must support the legitimate business interests of the Company and should be reasonable and appropriate under the circumstances. Always be sensitive

to our customers' and suppliers' own rules on receiving gifts, meals and entertainment.

- (o) Do not give Company stock as a gift on behalf of the Company under any circumstances.
- (p) If you are invited by a Customer or supplier to an event involving out of town travel or overnight stay, or to a premium event, consult your manager to determine if there is adequate business rationale for your attendance. If there is, the Company should pay for your travel and attendance at the event.
- (q) Conflict of interest may not always be clear cut, so if you have a question, you should consult with your supervisor or manager or the Company's Compliance Officer.

## **11. DEALING WITH GOVERNMENT**

The nature of our business often requires that we interact with officials of various governments, both in India and elsewhere. Transactions with government are covered by special legal rules, and are not the same as conducting business with private parties.

- (a) Consult the company's compliance officer to be certain that you are aware of, understand and abide by these rules.
- (b) Do not offer anything to a government official –directly or indirectly –in return for favourable treatment .you must obtain prior approval from company legal counsel before providing Anything of value to a government official. Ensure that any such payments are properly recorded in the appropriate company account.
- (c) The company and /or its covered parties may be held liable for bribes paid by a third –party agent or consultant acting on the



company's behalf. take particular care when evaluating a prospective third party who might interact with the government on behalf of the company. You must not engage a third party agent or consultant if there is person to believe that the agent or consultant may attempt to bribe a government official. Consult company legal counsel regarding local and international anti -bribery laws.

- (d) Facilitating payments ,which are small sums paid to government officials to expedite or facilitate non discretionary actions or services , such as obtaining an ordinary licence or phone service ; are prohibited.
- (e) The company will not reimburse its covered parties for personal political activity.
- (f) Your job will not be affected by your personal political views or your choice in political contributions.
- (g) Do not use the company's reputation or assets, including your time at work , to further your own political activities or interests.
- (h) If you plan to seek or accept a public office, you must obtain prior approval from company compliance officer /legal counsel.
- (i) Political contributions by the Company be:
  - Made in accordance with local law;
  - Approved by the Board of Directors; and
  - Properly recorded.

## **12. DEALING WITH CUSTOMERS, SUPPLIERS AND CONSUMERS**

The Company values its partnerships with Customers, Suppliers and consumers. Treat these partners in the same manner we expect to be treated.



- (a) Always deal fairly with customers, supplier and consumers, treating them honestly and with respect.
- (b) Do not engage in unfair, deceptive or misleading practices.
- (c) Always present company products in an honest and forthright manner.
- (d) Do not offer, promise or provide anything to a customer or supplier in exchange for an inappropriate advantage for the company.
- (e) We expect that our suppliers will take no action contrary to the principles of our code.
- (f) Company competes fairly, and complies with all applicable competition laws around the world. Covered parties should consult company's legal counsel to understand the particular competition laws and policies applicable to them.
- (g) Covered parties are encouraged to collect, share and use information about our competitors, but to do so only in a legal and ethical manner, just as the company values and protects its own Non-public Information, we respect the Non public Information of other companies.
- (h) It is acceptable to collect competitive intelligence through publicly available information or ethical inquiries.
- (i) You also may ask third parties about our Competitors, or accept Competitive Intelligence offered by a third party, as long as there is no reason to believe that the third party is under a contractual or legal obligation not to reveal such information.
- (j) Do not engage in any illegal or illicit activity to obtain competitive information. This may include theft, trespassing, eavesdropping, wiretapping, computer hacking, invasion of privacy, bribery, misrepresentation or searching through trash.

- (k) Do not accept, disclose or use competitive information that you know or have reason to believe was disclosed to you in breach of a confidentiality agreement between a third party and one of our Competitors.
- (l) Covered Parties shall behave honestly and should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

### **13. CORPORATE OPPORTUNITIES**

Covered Parties are prohibited from taking for themselves opportunities that are discovered through the use of Company's property, information or position without the consent of the board of Directors of the Company. No Covered Party may use Company's property, information or position for improper personal gain, and no Covered Party may compete with the Company directly or indirectly. Covered Parties owe a duty to the Company to advance its legitimate interests whenever possible.

### **14. INSIDER TRADING**

Covered Parties who have access to confidential information are not permitted to use or share that information for securities trading purposes or for any other purpose except the conduct of the Company's business. All Non-public Information about the Company should be considered confidential information. It is always illegal to trade in Company's securities while in possession of material, Non-public Information, and it is also illegal to communicate or "tip" such information to others. All Covered Parties must at all times comply with Applicable Laws dealing in insider trading. If in



doubt, seek help of your supervisors, managers or the Company's Compliance Officer.

## **15 CONFIDENTIALITY**

Covered Parties must maintain the confidentiality of confidential information entrusted to them, except when disclosure is authorized by an appropriate legal officer of the Company or required by laws or regulations. Confidential information includes all Non-public Information that might be of use to competitors or harmful to the Company or its customers if disclosed. It also includes information that suppliers and customers have entrusted to the Company. The obligation to preserve confidential information continues even after employment ends.

## **16. REPORTING VIOLATIONS**

All Covered Parties must promptly report any known or suspected violations of this Code or any unethical behavior as per the procedure laid down under the Company's Vigil Mechanism/Whistle Blower policy as posted on the Company's website.

## **17. ADMINISTRATION OF THE CODE**

- (a) The Code of Business Conduct is designed to ensure consistency in how employees and Directors conduct themselves within the Company, and in their dealings outside of the Company. The procedures for handling potential violations of the Code have been



developed to ensure consistency in the process across the organization. No set of rules can cover all circumstances. These guidelines may be varied as necessary to conform to local law or contract.

- (b) The responsibility for administering the Code rests with the Compliance Officer, with oversight by audit committee of the board of Directors.
- (c) All new employees and Directors must sign an acknowledgement form confirming that they have read the Code of Business Conduct and agree to abide by its provisions. All employees and Directors will be required to make similar acknowledgements on a periodic basis. Failure to read the Code or sign the acknowledgement form does not excuse a Covered Party from compliance with the Code.

## **18. RESOURCES**

The Compliance Officer is available to answer any questions about the Code or Company compliance policies, or to discuss any concerns you may have about potential Code violations.

To contact Compliance Officer: Mr. Shamik Chakrabarty (Manager Legal & Corporate Affairs)

Call	: 09007106247
E.mail	: shamikchakraborty@deysmedical.com
Fax to	: NA
Mail to	: 542, Anadapur, E.M.Byepass, Kolkata-107