



FORTCAPS HEALTHCARE LIMITED

CODE OF CONDUCT FOR SENIOR MANAGEMENT AND BOARD OF DIRECTORS

This Code of Conduct for Board of Directors & Senior Management Personnel (the “Code”) is framed in accordance with Regulations 4 of SEBI (Listing Obligations & Holding Requirements) Regulations 2015 with Stock Exchanges.

This code of the Fortcaps Healthcare Limited. (the “Company”) helps in maintaining and following standards of business conduct of the company. This code form an integral part of the Company's governance policy. This code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanism to deal with unethical conduct.

APPLICABILITY

This code shall be applicable to all the directors of the Company and also the senior management personnel's of the company, which shall include the KMPS and all divisional/ functional/ departmental/ business heads of the company, by whatever name called.

CODE OF CONDUCT

Based on the Company's principles, the Code of Conduct is hereby framed as under:

1. Honest and Ethical Conduct

All Directors and Senior Management Executives must conduct their activities with honesty, integrity and in a fair manner. They must act in accordance with highest standards of personal and professional integrity, honesty and ethical conduct in respect of all transactions.

2. Conflict of Interest

All directors and senior management shall not engage in any business or activity which may be in conflict with the business pursued by the Company and avoid scrupulously conflicts of interest with the Company. In case there is likely to be a conflict of interest, he/ she should make full disclosures of all facts and circumstances thereof to the Board of directors or any committee/ officer nominated for this purpose by the Board and a prior written approval should be obtained. Director shall inform the Board of Directors of the Company before accepting any position of influence or of pecuniary interest including directorship in any other organization whose business is in direct competition with that of the company.



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3. Disclosures

All the Directors and Senior Management Personnel including KMPs shall make disclosures at regular intervals in accordance with the various Acts, Rules, and Regulations including the Companies Act, 2013 and the SEBI Regulations as per the amendments made from time to time and the details of the related parties from time to time.

All the Directors shall disclose his investments in the Company and in its holding company or subsidiary, if any and changes therein, if any from time to time. Directors shall not deal in the company's securities on a short term basis. Directors are also not at all the time free to deal in the Company's securities and they are bounded by the Company's Code of Conduct for Prevention of Insider Trading.

4. Applicable Laws

The Directors of the Company and senior management must comply with applicable laws, regulations, rules and regulatory orders. They should report any inadvertent non-compliance, if detected subsequently, to the concerned authorities.

5. Corporate Opportunity

The Directors/ senior management shall not exploit for their personal gain, opportunities that are discovered through use of Company property, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board declines to pursue such opportunity.

6. Confidentiality

Directors shall keep confidential and not divulge directly or indirectly any information (except what is in public domain) relating to the company, its intellectual properties, its business and its customers/vendors which they have become aware of in course of their Directorship either by knowledge derived in the course of participation in Board Meetings/ Committee Meetings or from papers circulated to them as Director. Directors shall not make the use of such information for any purpose other than for the benefit of the company.

7. Fair Dealing

All the Directors/ senior management shall deal fairly with customers, suppliers, competitors, employees and other stakeholders of the Company. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidentiality, trade secret information, misrepresentation of material facts, or any other unfair dealing practices.

8. Protection of Assets

All the Directors/ senior management shall be responsible for the proper use, protection and conservation of Company assets and resources. This includes



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Company properties, assets, and proprietary manufacturing processes, engineering designs, process technology, application knowledge, financial data, strategies, trade secrets, corporate information and other Company rights. Company assets are to be used solely to pursue and achieve Company goals and not for any personal benefit, unless approved by the Board.

9. Corporate Discipline

All the Directors and senior Management Personnel including CEO/KMPs are expected to create harassment free, congenial and trustworthy environment at the work place. It will be there primary accountability to report and take appropriate action on any incident of work place harassment.

Directors, who are in employment in the company and Senior Management Personnel including CEO/KMPs, shall in additions to the above be bound by the terms and conditions of his employment with the company. He has to wholeheartedly devote his time and attention to the affairs and business of the company within his remit and has to ensure all legal compliances on behalf of the company in the area of work for which he has been made responsible.

10. Duties of Independent Director

The Independent Directors shall also abide by the Code of Conduct of Independent Directors as specified in Schedule IV of the Companies Act, 2013, as amended from time to time.

11. Waiver

The Board of Directors of the Company must approve any waiver of any provisions of this Code of Conduct for any Directors or Senior Management Personnel including CEO/KMPs.

12. Compliance with the Code

All the Directors and Senior Management Personnel including the CEO/KMPs of the Company would affirm the Compliance with this Code of Conduct on an annual basis. Adherence of professionals to a code of ethics is largely a voluntary matter. However, if any of the Directors do not follow the code by engaging in gross misconduct, the matter would be reviewed by the Board and its decision shall be final. The Company reserves the right to take appropriate action against the guilty employee

13. Amendments

This code is subject to regular review and updation in accordance with the any modifications or amendments in the law, company's philosophy, vision, business or otherwise as may be deemed necessary by the Board.