

## **Ethics Committee**

### **Roles and Responsibilities**

**Tirupati Medicare Ltd.**

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**Page 1 of 5**  
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## Contents

1. Introduction .....	3
2. Composition .....	3
3. Responsibilities .....	4
4. Reporting to Ethics Committee .....	5

## 1. Introduction

Tirupati Medicare Limited (“TML” or “Company”) is governed by a set of policies and rules that define the conduct which TML, its employees and its business partners must adhere to during performance of regular business operations. The policies set out by the Company define the overall conduct of stakeholders in various situations of ethical dilemmas. As the complexity increases in business functions, the need to monitor and evaluate the conduct, implementation of these policies and effectiveness of these policies also becomes significant. Any violation of anti-bribery and corruption laws on part of the Company may result in heavy penalties and prosecution from the law enforcement agencies and may be detrimental to the interests of the Company and various stakeholders.

Therefore, an independent committee by the name of Ethics Committee (“Committee”) is formed which shall foresee the implementation and effectiveness of these policies, communication to various stakeholders about these policies and monitoring of various business practices that may involve a violation of Code of Conduct of the Company or any of its policies.

This document outlines the need, formation, composition, responsibilities and power of Ethics Committee.

## 2. Composition

The Committee is formed as a part of the Board of Directors and shall carry out such activities as laid down in the Roles & Responsibilities section of this document. The role of committee shall not be limited to the activities mentioned in this document and shall be assumed to include any other activities as may be prescribed to it from time to time by the Board of Directors of TML.

The Committee shall comprise of following members:

1. Two or more Non-Executive Directors;
2. Such other person as board may deem fit.

The Committee shall be chaired by the Ethics Officer of the Company and he will ensure that the functions of the Ethics Committee are carried out properly.

### 3. Responsibilities

The Committee shall have, and may exercise, all powers and authorities of the Board of Directors with respect to the following:

- 3.1. Ensure compliance with various Company policies including the Code of Conduct by the all the employees and third parties. The policies include, but shall not be limited to, *Gifts, Hospitality and Entertainment Policy, Business Partners Relationship Policy, Travel Policy, Whistle Blower Policy and Political Contributions and Charitable Donations Policy*.
- 3.2. Review various whistle blower complaints received by the Ethics Officer as per the procedure laid down under Whistle Blower Policy.
- 3.3. To carry out investigation either internally or through an external agency, as it may deem fit, for the whistle blower complaints received.
- 3.4. Oversee the investigation involving alleged misconduct, unethical behavior, and violation of the TML's policies or potential conflict of interest involving any employee or any business partner and determine the appropriate resolution of the issues, including appropriate disciplinary or corrective actions.
- 3.5. Review the risk assessment and due diligence performed by the Procurement Committee for various business partners in a timely manner.
- 3.6. Review the due diligence and background checks performed for employees by the Human Resources Department.
- 3.7. Carry out the due diligence on proposed charitable donations by the Company.
- 3.8. Periodically review the *Gift Register* maintained and ensuring that all gifts received or offered by TML employees are entered in the register.
- 3.9. Review and evaluate the TML's policies and procedures addressing the resolution of conflicts of interest involving TML, its employees, officers and directors, or their immediate family members, including transactions involving TML and such related persons.
- 3.10. Review data on the frequency and range of disciplinary and corrective actions taken by the TML in response to employee misconduct, unethical behavior, and violation of the TML's policies and conflict of interests and monitor the effectiveness of such actions.
- 3.11. Review such political, social and environmental issues that may affect the business operations, performance, business continuity crisis planning, and public image or reputation of the TML, as determined to be appropriate and consistent with the role of this Committee.
- 3.12. To carry out such other activity as the Committee deem fit with the prior approval of the Board.
- 3.13. Recommend to the Board of Directors about any changes, modifications, additions to the existing policies or creation of any new policies or Standard Operating Procedures to maintain the ethical and compliant business conduct.



#### 4. Reporting to Ethics Committee

If any of the employees and business partners of the Company face any issues and suspect any violation of the Company's Code of Conduct or any of its policies, they should report to the Ethics Committee or any member thereof in a timely manner.

Various other committees such as Procurement Committee shall report to the Ethics Committee if they identify any issue in the matters pertaining to the Committee which violates the provisions of the Company's Code of Conduct or any of its policies.

#### 5. Power of Ethics Committee

The Ethics Committee shall have the following powers vested in it in order to carry out its functions and responsibilities:

- 5.1. Power to summon any employee or any business partner to question or seek information pertaining to any issue highlighted to it by any employee or business partner.
- 5.2. Power to take any corrective actions by enforcing any disciplinary or remedial action against any employee or business partner.
- 5.3. Power to frame and modify any existing clauses in the policies to abide by the laws in force.