



Tirupati Group

(Tirupati Medicare Limited, Tirupati Lifesciences Private Limited,
Tirupati Wellness Private Limited & Newtramax Healthcare Private
Limited)

Corporate Governance Policy

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Corporate Governance Policy

Introduction

At Tirupati Group (Tirupati Medicare Limited, Tirupati Lifesciences Private Limited, Tirupati Wellness Private Limited & Newtramax Healthcare Private Limited) we understand that robust Corporate Governance ("CG") is fundamental for ensuring the safety, efficacy, and integrity of our business. With a legacy rooted in purpose-driven values and a commitment to excellence, we prioritize integrity, transparency, and accountability in all our endeavors. Our governance framework is designed to instill trust among stakeholders, foster innovation, and drive long-term value creation.

Our Commitment

Tirupati Group is committed to responsible business practices and good governance. We strive to enhance our stakeholders' value as a whole and therefore encourage them to adopt our corporate values in their day-to-day business. This policy has been drafted in accordance with sustainability principles to continuously enhance and strengthen our corporate governance and have transparent, fair, timely, and decisive decision-making. Through this policy, we aspire to generate consistent returns to our stakeholders on a sustainable and long-term basis and ensure accuracy and transparency in said disclosures.

Scope

This policy applies to all employees (whether temporary, fixed-term, or permanent), suppliers, consultants, contractors, trainees, seconded staff, home workers, casual workers, agency staff, volunteers, interns, agents, sponsors, or any other person, or persons associated with the company (including third parties), or any of our subsidiaries or their employees, officers, trustees, board, and/or committee members across all levels.

Corporate Governance Philosophy

At Tirupati Group, we uphold integrity, transparency, and accountability in all our operations. Our corporate governance philosophy is rooted in:

- *Integrity and Ethics:* We aim to maintain the highest standards of integrity and ethics, ensuring transparency and honesty in every aspect of our business.
- *Stakeholder Value Creation:* We are dedicated to creating long-term value for all stakeholders, including customers, employees, and communities.
- *Compliance and Legal Obligations:* We strictly adhere to all applicable laws, regulations, and corporate governance guidelines to ensure compliance and mitigate risks.
- *Board Independence and Accountability:* Our independent and diverse board of directors provides strategic oversight and accountability to stakeholders.



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- *Transparency and Disclosure:* We prioritize transparent communication and timely disclosure of relevant information to stakeholders.
- *Continuous Improvement:* We strive to continuously enhance our governance practices through regular review and adaptation to emerging best practices.

By upholding these principles, we demonstrate our commitment to responsible corporate governance and the trust of our stakeholders. We also expect and encourage our stakeholders such as suppliers and vendors to align their practices to these principles as far as possible.

Board Composition

Tirupati Group has a diverse Board composition with executive directors, non-executive directors, and independent directors. The independent directors contribute an impartial and external viewpoint, ensuring accountability and maintaining governance standards. We believe in the importance of a well-informed and independent Board, reflecting its dedication to transparent and ethical practices.

The Board is responsible for overseeing the company's strategic direction, risk management, and financial performance. The latest Board composition of all three units namely Tirupati Medicare Limited, Tirupati Lifesciences Private Limited, and Tirupati Wellness Private Limited can be found on the website of the Company. Additionally, the list of various committees of the Board can be found (on website of the Company).

Nomination and Remuneration policy at Tirupati Group

The Tirupati Group has instituted a (specific to the Board) Nomination and Remuneration Policy ("NRC Policy") that aligns with legal and regulatory standards, emphasizing effective governance and performance-driven remuneration. It maintains a balance between fixed and variable pay, with clear links to performance metrics and risk adjustment. The Nomination and Remuneration Committee plays a pivotal role in compliance oversight and decision-making. The NRC Policy for [Tirupati Medicare Limited](#), [Tirupati Lifesciences Private Limited](#), and [Tirupati Wellness Private Limited](#) can be accessed through clicking on the respective entity's name on website of the Company.

Key Management Personnel

The Tirupati Group carries out the identification of Key Managerial Personnel. Information regarding the appointed Key Managerial Personnel can be found on the website.



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Objectives

Our objectives include:

- Adopting best corporate governance practices as per national and international guidelines including OECD Principles of Corporate Governance, United Nations Global Compact, and International Corporate Governance Network Global Governance Principles among others
- Aligning governance principles with sustainability goals and establishing a long-term roadmap
- Conducting regular workshops/trainings to promote good governance practices
- Ensuring fair and transparent disclosure of company information
- Assigning fiduciary responsibilities to senior management and ensuring accountability
- Periodically reviewing Board decisions and facilitating constructive dialogue
- Promoting workforce diversity and inclusivity across the organization

Targets & Actions

We aim to:

- To increase the participation of women, people belonging to socially disadvantaged groups, and differently abled in the workforce across all levels by 5% in FY 2024-25 as compared to the baseline year 2023-24.
- To encourage open dialogue sessions between the workforce and senior leadership and enhance mutual trust. Tirupati Group has been fostering an open culture by organizing programs such as sports meet and community events for employees to inculcate a sense of oneness among everyone.

Escalation Matrix

- Redressal mechanism to settle the grievances that fall within the scope of this policy shall be the same as given under Tirupati Group's Grievance Redressal Policy.

Transparency and disclosure

This policy is published on Tirupati Group's website and has been duly communicated to stakeholders through the respective department heads/CSR team.

Tirupati Group is committed to transparently communicating its Corporate Governance Policy and its effective implementation. The company adheres to the following guidelines for disclosures:



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- *Policy Communication:* We aim to communicate its CG Policy through official channels, such as the company website.
- *Implementation Disclosure:* Tirupati Group shall aim to provide regular updates on CG Policy outlining key initiatives, changes, and adherence to best practices.
- *Stakeholder Engagement:* We encourage open communication with stakeholders and aim to promptly address queries and concerns.
- *Timely Reporting:* We commit to timely and accurate reporting of material information, adhering to regulatory requirements where applicable.
- *Compliance Disclosures:* Tirupati Group shall disclose its compliance with applicable laws and regulations, including any deviations and remedial actions taken.

By upholding these principles, we aim to foster trust among stakeholders, demonstrating our commitment to sound corporate governance practices.

Implementation and Accountability

The policy's implementation is guided by our vision and mission, with quantitative targets set to measure progress. A few of such targets include

- The Ethics Committee will be held accountable for the associated performance of the policy.
- Respective compliance leads are responsible for their full implementation within their respective business units.

Allied policies and procedures

Below is a list of relevant policies and SOPs instituted by Tirupati Group to ensure high Corporate Governance standards. These may be referred to in addition to this Corporate Governance policy:

- [Whistle Blower Policy](#)
- [HR Manual](#)
- [Diversity and Inclusion Policy](#)
- [Code of Conduct](#)
- [Anti-Money Laundering Policy](#)
- [Anti-Bribery and Anti-Corruption Policy](#)
- [Human Rights Policy](#)
- Compliance Responsibility Structure Policy
- Sanctions Compliance Policy
- Political and Charitable Contribution Policy
- Gift Entertainment and Travel Policy
- Business Partnership Relationship Policy
- Grievance Redressal Policy



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Monitoring and Compliance

- a. We will measure and report on performance annually to ensure ongoing compliance with this policy.
- b. The Ethics Committee will review this policy annually and recommend necessary revisions to the Board.

By adhering to these guiding principles, we aim to ensure responsible business practices and good governance within our organization.