



The Asterian Ethos Our Code of Conduct

Aster DM Healthcare



Dear Asterians

For over three decades of our existence, I have lived by certain principles and values. Values such as pursuit for excellence, compassion, honesty, and respect have been my good mantra all along. Much of what Aster DM Healthcare is today, is because of our unwavering belief and a disciplined practice of those values. The officially published Aster DM Healthcare's Code of Conduct encapsulates and expands much of these long serving values and are intended to act as a moral compass and guide us in our professional behavior.

Consider the Code of Conduct as a constitution of the organization—a simple document that presents our core values and codifies certain actions and behaviors at work. This is designed to help you in all your activities irrespective of whether you are setting up a triage room, treating a patient or taking an important financial decision. No matter what your role in the organization, these attributes are core to the conduct of everyone who works at Aster DM Healthcare. These values have the power to unify all of us as one family, and that brings great strength and opens a world of possibilities.

As we expand our services in various geographies, it is even more important to adhere to this Code. They are by no means prescriptive and you are expected to use your best judgement within the ambit of the Code of Conduct, to deal with any situation in your journey with us. I encourage you to familiarize yourself with the Code of Conduct and understand the provisions outlined. The Code of Conduct will remain one of our key benchmarks when we measure our people for performance. This document therefore puts a responsibility on each one of us to not only conduct ourselves in line with the code, but also to remind others when the code is violated.

Warm Regards,

Dr. Azad Moopen, MD, FRCP

Founder Chairman & Managing Director



Dear Asterians

I am very excited to present our Code of Conduct to all Asterians. This Code of Conduct is our user manual which must be referred to when we are faced with moral dilemmas. The Code presents a set of our long-standing values that we cherish and it is important that we follow them. Every successful Organization defines what is right for them to function at a behavioral level. We might be extremely competent in what we do, yet, that is not the only determinant of success. The 'How' we do things is also important. The choice to do things the ideal way it is what is codified in our code of conduct.

As a leading healthcare organization, we are always under public scrutiny. Our customers, employees and other stakeholders will trust us and would want to engage with us more deeply if they find us behave in ways that inspires confidence. Being honest, passionate and compassionate will always be appreciated. And, doing so with integrity, respect and unity without individual biases will pave the way for long term success.

As our organization grows, it is important to remember that each member of the Aster DM family adheres to these simple yet fundamental values. Each one of you bring some unique qualities and experiences to the workplace which may have been formed based upon your personal value system and guiding principles in life. We are expecting you to build upon those values as you imbibe the code and statements contained in our Code of Conduct policy.

In the end, I would urge you to ensure you and your teams are fully aligned to this policy and implement measures to check and report any behavior that is divergent to the Code. Wishing you all the best as you enjoy your ride at Aster DM Healthcare!

Warm Regards,

Alisha Moopen

Deputy Managing Director

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Purpose

Our **Code of Conduct Policy** sets forth our core values, shared responsibilities, commitment and outlines our expectations regarding each of our behaviors towards our colleagues, customers, organization and the community at large. Our Code of Conduct provides each of us with the rules, tools and resources to make sound decisions in complex situations.

Aster DM Healthcare's Values and Code helps us maintain and build an ecosystem of trust, respect and care for all its stakeholders.

Scope

This policy is applicable to everyone at Aster DM Healthcare. We also expect our customers, contractors and partners to follow similar principles. All of us must know and obey the laws and regulations that apply to the work we do and to the countries where we operate in.



Aster Vision

“A Caring Mission with a Global Vision to serve the world with Accessible and Affordable Quality Healthcare”

Aster Mission 2030



People Management

Be among the Global Best Employers by 2030 where every Asterian finds purpose and aspires to be the best in providing care for our customers



Service Excellence

Establish Aster as one of the most trusted healthcare providers globally, through the creation of holistic healthcare experiences for 500 million patients by 2030 through their journey from illness to wellness



Clinical Excellence

While establishing several Global Centers of Clinical Excellence across the group, transform Aster Medcity, Kochi & Aster Hospitals, Bangalore to be the most recognized destinations for referral of patients from around the world by 2030



Technology, Digital Transformation & Innovation

Be one of the most technologically driven Healthcare companies to provide seamless omni-channel patient experience across the geographies through Innovation by adopting state of the art business models for Digital Transformation



Brand Equity & Community Connect

Be one among the globally recognized healthcare brands and the most preferred provider in markets that we operate through patient trust and ambassadorship. Through community connect, be the leader in giving back to the societies we serve across the world by touching 1 million lives a year, with a network of 100,000 committed and passionate Aster Volunteers



Business Performance

Become one among the 5 most valued healthcare companies in the world with the growth strategy of 20 : 20 : 20 covering the core and non-core areas of healthcare, generating revenue of US \$ 7.5 billion with market cap of US \$ 20 billion by 2030





Dear Asterians

As you flip through these pages of the Code of Conduct Policy, you will discover some of the values that we consider sacrosanct. It is expected that you read the code very carefully and remember to apply those. Every society has certain rules. When you think of a game of football, for example, you see that while each player is competent in certain techniques of play, there are certain rules which, if not followed is deemed as a foul. This may also result in a penalty of sorts. We call this rule of the game.

Organizations are no different. This policy is a set of guiding principles based upon our core values that define how our behaviors must play out in our workplace. These statements are our rules of engagement. The Code of Conduct has been designed as a tool that will guide and assist you to deliver your mission and goals. To that extent, you will find the code of conduct very empowering for yourself and your teams.

As Asterians we must uphold our values with high regard and create a positive influence. In order to achieve our vision mission and goals, it is imperative that we diligently follow the provisions articulated in this policy.

This policy has been drafted based upon the values and experiences of our founders and remains the inspiration for our corporate governance. Following the Code will ensure that the organization is compliant with the local laws, principles, values and the operating methodologies within a corporate ecosystem.

I urge you all to read, understand, clarify every provision in the policy and reflect upon your actions. As an organization we want to help instill a culture of ethics and business integrity for all and therefore it is imperative that these standards are fully followed in order to build transparency, trust and a cohesive work environment. We should intend to apply our core values into our own actions and behaviors which will enable us to make real contributions towards long-term sustainable change, which we can all be proud of.

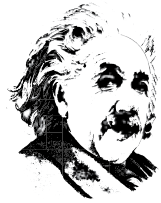
Warm Regards,

Fara Siddiqi

Group Chief Human Resources Officer



Our Values



EXCELLENCE

Surpassing current benchmarks constantly by continually challenging our ability and skills to take the organization to greater heights

ALBERT EINSTEIN



COMPASSION

Going beyond boundaries with empathy and care

MOTHER TERESA



INTEGRITY

Doing the right thing without any compromises and embracing a higher standard of conduct

NELSON MANDELA



RESPECT

Treating people with utmost dignity, valuing their contributions and fostering a culture that allow each individual to rise to their fullest potential

MAHATMA GANDHI



PASSION

Going the extra mile willingly, with a complete sense of belongingness and purpose while adding value to our stakeholders

STEVE JOBS



UNITY

Harnessing the power of synergy and engaging people for exponential performance and results

H.H. SHEIKH ZAYED BIN SULTAN AL NAHYAN

"Inspired by the Vision of the legends as part of our DNA, we constantly strive our best to provide **Quality Healthcare at Affordable Cost** to our patients, as part of a **Caring Mission with a Global Vision** while consistently trying to deliver our brand promise **"We'll Treat You Well"**





6. What are My Responsibilities?

6.1 I WILL FOLLOW THE CODE

As responsible employees, it is important that we understand and follow the Code of Conduct in all its spirit as a guideline for decision-making.

6.2 LEAD BY EXAMPLE

I will value my work-relationships and will empower my team and colleagues by supporting each other, celebrating success and pursuing our collective organizational goals. I will promote our commitment towards the Organization's ethics while living our values, the Code of Conduct and complying with other organizational policies and the laws.

What is Code of Conduct?

Q&A

This document abides by the law of the country of operations without any compromise and always adheres to the internal rules and regulation as they apply in any or all given situations.



Promise-keeping & Trustworthiness

As an Asterian I will fulfill the letter and spirit of my promises and commitments. I will not interpret agreements in an unreasonably technical or legalistic manner in order to rationalize non-compliance or create justifications for escaping my commitments.

Fairness

I will be fair and just in all dealings and will not exercise power arbitrarily, and do not use overreaching nor indecent means to gain or maintain any advantage nor take undue advantage of another's mistakes or difficulties.

Reputation & Morale

I will protect and build the company's good reputation and the morale of its employees by engaging in no conduct that might undermine respect and by taking whatever actions are necessary to correct or prevent inappropriate conduct of others.

Q&A

Who all are covered under Code of Conduct Policy?

- Employees – includes full-time employees, associates, officers, directors, higher management and all staff who are part-time, on-contract / retainer, through third party contractor and all staff who are to the extent of their presence at one of the associated facility or office of Aster DM Healthcare and its subsidiaries
- Vendors / Partners / Suppliers / Service Provider - Any Individual/ Company that provides any goods or services being availed by Aster DM Healthcare, or any of its subsidiaries and associates
- Customers – Any Individual/ Company that receives goods and services from Aster DM Healthcare Ltd. or any of its subsidiaries and associates including patients and their attendants



7. Compliance with Laws, Rules, Regulations & Policies

Aster DM Healthcare and its employees are strongly encouraged to follow and respect the code of conduct and the laws of the country of operations. We expect employees to always adhere to the Organizational rules and regulations in all given situations. In many instances the internal rules and regulation of the company may require additional actions than the local applicable law. All of us are expected to know and comply with the laws and regulations that apply to us. If you ever have questions, contact your Human Resources for support and your line manager for guidance.

8. Working as a Team at Aster DM Healthcare

8.1 Equality, Diversity & Inclusion

Aster DM Healthcare promotes diversity within our multi-cultural workforce and aims to have an inclusive and respectful environment that helps us strive towards our brand promise of 'We'll Treat You Well'. As an organization we proudly embrace diversity and inclusion through team-work to show support and respect differences that lay the groundwork for encouraging creative ideas, building cohesive teams and fostering our values and experiences.

Aster DM healthcare does not discriminate and has zero tolerance towards behavior that is against our ethics and code of conduct. We believe that no one should ever be subjected to discrimination on the basis of - Race, Religion, Color, Nationality, Age, Gender Identity, Gender Expression, Genetic Information, Disability, Veteran Status, Marital Status , Physical Appearances or any other Legally Protected Status.

What does Aster DMH mean by 'Equality & Diversity'?

It is our policy that no one in Aster DM Healthcare should ever be subjected to any type of discrimination.

Q&A



8.2 Health, Safety and Security

Aster DM Healthcare is committed to providing its employees with a safe working environment. We believe in treating our employees with dignity and respect. Hence, we share a collective responsibility to create and maintain a safe environment for our employees, partners, customers and coworkers. Employees must report all accidents and work-related injuries to the local management and the facility management team and take action to correct unsafe practices or conditions.

What do I do if my colleague got hurt because of work-related activity?

Q&A

Employees must report all accidents and work-related injuries to the local management and the facility management team and take action to correct unsafe practices or conditions, with a goal of continuously improving the well-being and performance of our employees.

8.3 Preventing Workplace Violence

A safe work environment is free from all forms of violence, both actual and threatened. If you witness an act of intimidation, abuse and violence, you have a responsibility to report it immediately to your manager or Human Resources.

8.4 Fraud, Protection of Company Assets & Accounting

Aster DM Healthcare discourages its employees to engage in fraudulent or any other dishonest conduct involving Organization's property, assets, or indulge in intentional and wrongful financial reporting and misreporting of Aster DM Healthcare. This may not only entail disciplinary actions but also result in criminal charges. Aster DM Healthcare financial records are the basis for managing the Company's business and fulfilling its obligations to various stakeholders. Therefore, any financial record must be accurate and in line with the accounting standards being followed by Aster DM Healthcare, if any and/or with the Generally Accepted Accounting Principles, Concepts, Standards etc.



Employees shall safeguard Aster DM Healthcare including the brand Aster and all other brands associated with the company. All employees shall seek to protect Aster DM Healthcare property from loss, damage, misuse, theft, fraud, embezzlement and destruction. These obligations cover both tangible and intangible assets, including trademarks, know-how, confidential or proprietary information and information systems. To the extent permitted under applicable law, the company reserves the right to monitor and inspect how its assets are used by employees, including inspection of all e-mail, data and files kept on company network terminals.



What is a Bribe?

The act of giving someone money or something else of value, often illegally, to persuade that person to do something you want, often something dishonest.

9. Anti-Bribery & Corruption

As Asterians, we are committed to doing business in an honest and ethical manner. We believe in the strength of our employees, our expertise, our intent, and our commitment to achieve excellence with the highest standards of integrity. We promise to follow all applicable laws, treaties and regulations that prohibit bribery and other corruption in every country in which we do business. This means that we are all prohibited from any involvement in bribery with any person or company including any government official, government body, individual etc.

Q&A

What is our responsibility as an Asterian?

All Asterians are our biggest and the most valuable assets. Therefore we seek to provide a work environment that will attract and retain highly talented people and help them achieve their full potential. Each one of us is responsible for creating a climate of trust and respect, thus, promoting a conducive and productive work environment.



10. Privacy

Aster DM Healthcare is committed to ensuring that information and personal data of employees, stakeholders, patients and customers is secured at all times. The Organization respects the privacy and dignity of its employees and safeguards the confidentiality of all such documents and information. The Organization collects and retains personal information needed to support functions such as benefits, compensation and payroll, as well as for other purposes as required by law and in accordance with the privacy notices provided to employees. Employee's private and personal information are protected and used only for legitimate business purposes, in accordance with all relevant laws. This commitment to protecting employee privacy extends beyond the period of employment, and also includes information about former employees. The privacy of employee communication, including e-mail and Intranet/Internet usage, is subject to the Company's appropriate business and operating needs, as well as local laws. We must all apply sound judgment when using issued devices and transmitting information.

Q&A

How are we, Asterians, being protected by the Company?

Aster DM Healthcare is committed in ensuring that the information and personal data of employees, stakeholders and customers is secured at all times. This commitment of protecting employee privacy extends beyond the period of employment, and also includes information about former employees.



Aster DM Healthcare reserves the right to investigate inappropriate use of data in accordance with the Data Privacy policy of the company.

11. Workplace Harassment

Aster DM Healthcare strives to create and maintain an environment free of harassment, where all employees are respected. Workplace harassment is a form of discrimination that is generally defined as any verbal or physical conduct that occurs because of a certain individual's characteristics such as race, gender, age, religious belief and appearances. Workplace harassment is generally defined as any action that inappropriately or unreasonably creates an intimidating, hostile or offensive work environment.

If you feel you have been harassed, inform the offender that the action is unwelcome. If you are not comfortable with a direct approach or if it fails to correct the problem, discuss the matter with your supervisor or with Human Resources, or refer to the anti-harassment policy.



12. Conflict of Interest

A Conflict of Interest occurs when personal interests of an employee compete with the interests of Aster DM Healthcare. In other words, it means a conflict of interest exists for employees who use their position at the company to benefit themselves, family or relatives. In such cases, it can become difficult for the employee to act fully in the best interest of Aster DM Healthcare. Aster DM Healthcare discourages all employees to avoid any conflicts of interest. If a conflict of interest situation has occurred or if an employee faces a situation that may involve or lead to a conflict of interest, the employee is encouraged to disclose it to his or her Line Manager and/or the HR or the Legal or Compliance Function to resolve the situation in a fair and transparent manner.

A conflict of interest could be one of the below but not limited to:

- Having a personal financial interest in a supplier, customer, competitor or distributor
- Receiving any form of compensation from a supplier, customer, competitor or distributor
- Having a personal interest or potential for gain in any Company transactions
- Serving on an Advisory Board and/or Board of Directors of an association or company that is in a similar market/industry as Aster DM Healthcare
- Having a close family member work at an agency that approves our services
- Having a close family member providing services or products to Aster DM healthcare
- Hiring an employee/consultant who could be a relative or has undue influence with government decision makers



- Having outside (paid or non-paid) employment with an organization that competes with Aster DM Healthcare

13. Insider Trading & Confidential Information

Aster DM Healthcare discourages the purchase and sale of Aster DM Healthcare shares or securities on the basis of potentially share price relevant information which is not yet public. Non-compliance may not only entail disciplinary actions, but may also result in criminal charges. When in doubt regarding the interpretation or applicability of Aster DM Healthcare's insider trading rules, employees are encouraged to consult with the Legal Department or the Company Secretary of the company for better understanding.

Confidential information consists of any information that is not or not yet public information. It includes information relating to trade secrets, business, marketing and service plans, consumer insights, engineering and manufacturing ideas, product information, designs, databases, records, salary information, financials, technology, patent, trademark, copyright, industrial design and any non-published financial or other data.

Employees privy to any such information are expected to ensure that they do not share or discuss the information unless required by law or authorized by the management. This obligation will continue to be in force even beyond the termination of employment. Any action to disclose information which is considered Confidential will be considered as a Level 4 offense (Please refer to Employee Relations and Disciplinary Actions Policy) and will result in disciplinary action and/or criminal charges as applicable in the situation.





Things to Remember:

- Aster DM Healthcare strictly discourages employees to not engage directly or indirectly, in any business or undertaking that competes with, does business with or seeks to do business with the Aster DM Healthcare, unless clearly declared and accepted by the company.
- We are committed to the highest standards of ethical business conduct and we expect this of our employees, partners and Board of Directors. We have a responsibility to act in the best interests of the Organization. The internal disclosure process reinforces our intention to conduct business with trust and integrity. The appearance of any form of conflict of interest must be avoided.



14. Solution to an Ethical Dilemma

In any ethical dilemma, ask yourself:



15. Gifts, Meals & Entertainment

All employees are encouraged to follow 'Nogift' policy requirements, as many times gifts or hospitality of any kind may constitute bribery. Employees are discouraged to give or receive gifts or hospitality otherwise than in accordance with this Policy. No gifts of any kind, that are offered by partners, customers, potential employees or any other individual or organization should be accepted other than mentioned in this Policy by any Aster DM Healthcare employee, at any time, on or off the work premises.

Great care must be taken when accepting gifts or benefits as they may compromise, or be seen to compromise our Integrity. Employees are encouraged to declare to their line managers in case they receive or give any gifts/favors from external entities.

What can be termed as a 'Gift'?

For the purpose of this policy, "gift," means any item including cash, loan of money, goods or services or combination of these and receipt of beneficial terms that are not generally available regarding the procurement of goods or services.

- Aster DM Healthcare discourages employees to receive or pay any kind of compensation, gifts, benefits, commission, event invites and favor for employment referral or any other recruitment assistance from any external parties. For all exceptions, you are required to declare it to your manager.





- All employees may recommend patients to any Doctors basis their personal experience and expertise of the Doctor. However, no employees at any point should receive any commission, gifts or any referral amount out of these recommendations.
- All employees are discouraged to not receive or pay any gifts or compensation from or to the representatives of Pharmaceutical or medical service providers other than sample medicines or items of nominal value of Rs. 2,500 for India only/ AED 200 only or its equivalent for other countries.
- Aster DM Healthcare discourages the clinical fraternity from taking any referral commissions at all times. Additionally, they are discouraged from referring patients externally when the facilities are available in-house. In case facilities are not available in-house, please refer to our approved partners/ agencies for advice. In times where the facility is not available in-house and with approved partner/agency, then Doctors are encouraged to take approval from Business Head while referring patients externally.
- For Doctors receiving any sponsorships/ attending any conferences/ CMEs, they are advised to inform their respective Unit Medical Coordinators and Medical Director as well as respective Business Unit Head.
- For all other employees, they are encouraged to seek consent from their respective Immediate Supervisor / Business Head while giving or receiving sponsorship for conferences, exhibitions or seminars.
- All sponsorships will be reviewed by a central committee who will manage the fund allocation. This will be in agreement with the Chief Procurement Officer and HR

Are we allowed to accept gifts from any third party?

Q&A

All employees must abide by the following 'No gift' guideline, as many a time gifts or hospitality may constitute bribery.



16. Exceptions

Hospitality can have a positive role in building relationships with customers, suppliers and other third parties. However, gifts and entertainment must never be used for improper advantage or to create an actual or perceived conflict of interest. Entertainment with a valid business purpose that is in the best interest of Aster DM Healthcare can be offered or accepted, as long as it is not intended and could not be perceived as intending to influence decisions.

We discourage employees to be influenced by receiving favors neither should they try to improperly influence others by providing favors. Employees may only offer or attend any meetings over dinner, lunch, coffee, etc. and accept symbolic gifts vis-à-vis chocolates, etc. which are appropriate under the circumstances or culturally acceptable, and they are discouraged from accepting or offering gifts, meals, or entertainment if such behavior could create the impression of improperly influencing the respective business relationship.

If you buy goods or services for our company or are involved in the procurement process, you must treat all suppliers uniformly and fairly. In deciding among competing suppliers, you must objectively and impartially weigh all facts and avoid even the appearance of favoritism. For this reason, gifts from suppliers or vendors are strictly discouraged.

Q&A

Whom do we contact if we are not sure of what gift to accept or not to accept?

Employees are encouraged to exercise full transparency and proactively raise issues with their Immediate Supervisor/ Business Head/ Governance Function when in doubt whether a particular item constitutes a Customary Gift or Entertainment.



17. Social Media

Social media is a powerful tool and we understand the need for communication in this increasingly interconnected world. Social media includes blogs, wikis, microblogs, message boards, chat rooms, electronic newsletters, online forums, social networking sites, and other sites and services that permit users to share information with others in a contemporaneous manner.



- Employees are allowed to associate themselves with the company when posting but they must clearly brand their online posts as personal and purely their own. The company should not be held liable for any repercussions the employees' content may generate.
- Employees are expected to be professional, reflect correct external titles, use good judgment and be accurate and honest in their communications; errors, omissions or unprofessional language or behavior reflect poorly on Aster DM Healthcare. Be respectful and professional to fellow employees, business, partners, competitors and patients.

18. Our Responsibilities towards our Community

Aster DM Healthcare is committed to build a healthy community through its CSR initiatives, which works extensively in this regard and has been a partner in the process of forming a better community for many years. We comply with all applicable environmental laws and regulations as well as monitor the environmental impact of our business activities across regions.

All employees are free to participate and contribute to all CSR events for the company and are expected to ensure that they act in the best interest of the overall environment and avoid any actions which may result in a loss to the surrounding environment of operation.

19. Violation of Policies & Code of Conduct

It is each of our responsibility to ensure full compliance with all provisions of this Code and to seek guidance, wherever

What is our responsibility to our customers?

Q&A

We are committed to meeting or exceeding customer and regulatory requirements regarding the delivery of our services. The achievement of our quality goals and objectives depends on our ability to listen to and respect customer needs in every business activity.

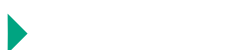


necessary, from the Manager, HR, Legal or Compliance Department to ensure the highest standards of integrity is each employee's responsibility. When in doubt, employees should always be guided by the basic principles stated in the introduction to this Code and the values of the company. Failure to comply may result in disciplinary actions including the possibility of dismissal and, if warranted, legal proceedings or criminal actions, depending upon the nature of the severity of the offense. All decisions on failure to comply or actions against failure to comply will be as per policy. In case an employee violates/demonstrates serious negligence towards organization's and functional policies and has any behavioral concerns mentioned above especially like misconduct, insubordination etc. on a regular basis, corrective actions can also be considered through a Performance Improvement Plan.

20. Board of Directors & Senior Management

The members of the Board of Directors of Aster DM Healthcare Limited acknowledge and accept the scope and extent of their duties. They have a responsibility to carry out their duties in an honest and businesslike manner and within the scope of their authority, as outlined in the laws of the land as well as in the Memorandum and Articles of Association of the Company. They are entrusted with and are responsible for the oversight of the assets and business affairs of Aster DM Healthcare Limited in an honest, fair, diligent and ethical manner. As Directors, they must act within the bounds of the authority conferred upon them and with the duty to make and enact informed decisions and policies in the best interests of the Company. The Board of Directors are expected to adhere to the standards of care, loyalty, good faith and the avoidance of conflicts of interest.

Owing to their added responsibilities, Board of Directors and Senior Management are expected to:





- Act with honesty and fairness towards the best interests of the Organization.
- Conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position or entitlement.
- Comply with all applicable laws, rules and regulations.
- Every Director and Senior Management shall avoid situations in which their personal interest could conflict with the interest of the Company. Wherever such a situation is not avoidable, the person shall disclose the matter in writing to the Executive Director and in case of any Director, such disclosure should be made to the Board.
- Senior Management shall make disclosures to the Executive Director relating to all financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company. In case of a Director such disclosure shall be made to the Board.
- Treat any data or information of the Company as confidential information and shall not disclose or transmit the same to any person who is not an employee or Director of the Company, without the permission of the Board or the Chairman of the Company, unless such disclosure is as per the requirement of any law or as may be required by the nominee of an institution serving on the Board.
- Every Director and Senior Management shall at all times ensure proper use of the Company's Funds, assets and property.
- Ensure that equal opportunities are given to all the employees in the organization without regard to their race, caste, religion, color, ancestry, marital status, sex, age, nationality, disability



and veteran status. They shall ensure that all employees are treated with dignity and the work environment is free of sexual harassment, whether physical, verbal or psychological.

- Not to serve as a Director or otherwise be in employment or engage in providing services to a Company that competes with our organization.

Additionally, Independent Directors on the Board of Directors of the Company shall:

- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.
- Strive to attend all meetings of the Board of Directors and of the Board Committees of which he/she is a member and participate constructively and actively in the Committees of the Board in which they are Chairperson or members.
- Keep themselves well informed about the company and the external environment in which it operates.
- 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 policy.
- Acts within his/her authority, assist in protecting the legitimate interests of the company, shareholders and its employees.
- Not disclose any 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.





21. Whistleblower & Anti-Sexual Harassment

As an organization we encourage employees to 'speak up'. There may be situations where you want to report a concern. As a first step, speak to your line manager first. If you wish to speak to somebody outside the line management then you can report it to the Ethics line. This option has been formulated with a view to provide a mechanism for employees and vendors of Aster DM and its subsidiaries to approach the Vigilance and Ethics Officer /Chairman of the Audit Committee of the Company with genuine concern which affect the Company through an Ethics line. Employees and Vendors who contact the Ethics line will be assigned a unique report key that they may use to check on the status of reports and inquiries.

I've seen a colleague do something that I think could be a violation of the Code of Conduct, but I am not sure and it does not directly affect me. Why should I say anything?

We rely on our employees to report misconduct and unethical behavior even if it does not affect the employee making the report. A violation left unreported, can cause immeasurable damage to our reputation and put our co-workers, our customers and our Company at risk. It can also lead to regulatory and legal consequences. Even if you're not sure, report concerns and potential or actual violations through our ethics helpline.



An Employee who feels and is being sexually harassed directly or indirectly may submit a complaint of the alleged incident to the office of the ASH Chairperson in writing within one month of occurrence of such incident and in case of a series of incidents, within three months from the date of the last incident.

An employee may submit their complaint to

antisexual.harassment@asterdmhealthcare.com

Regardless of the outcome of the complaint made in good faith, the employee lodging the complaint and any person providing information or any witness, will be protected from any form of retaliation. While dealing with complaints of sexual harassment, the Committee shall ensure that the Employee or the witness are not victimized or discriminated against by the respondent.

If I report misconduct, will it impact me negatively?

No, we strictly discourage intimidation or retaliation against anyone who reports misconduct. If you think someone is retaliating against you because you spoke up, report to your manager or Human Resources, or reach out to the Ethics helpline.

“If you are aware of real or suspected unethical conduct or a violation of the Code, you have a responsibility to report ”

Whom Should You Contact?

1. Your Line Manager / Head of Department (HOD)
2. Human Resources
3. Governance / Audit / Ethics Line





Dear Asterians

I am sure you have read and fully understood the provisions of the Code. As stated, adherence to the law and the highest ethical standards of integrity is the foundation of everything we do. Meeting this standard and complying with all applicable laws and regulations requires a commitment from each of us.

Ethics is an integral part of our corporate governance. All of us would agree that conducting ourselves ethically is fundamental to winning the trust of all our stakeholders- including our customers, employees, partners, vendors and shareholders. . Our ethical practices translate into who we are as individuals and what we stand for. Each one of us have our own understanding of 'right' and 'wrong'. Every day we make choices and decisions that has the potential to impact us and the people around us. Most of the decisions we make may seem small or insignificant, however, these are precisely the choices that defines who we are. These choices and preferences are based upon our values. In other words we all live by our values.

Organizations also have values and when we chose to work in an organization, we undertake to be committed to these Values. As Asterians we should uphold our values with high regard and create a positive influence. The rules of conduct aim to support employees to take an ethical stance when balancing the often conflicting interests and demands of the employer, society and the environment. Consider what the world would be like if there were no traffic rules at all. Would people be able to travel by automobiles, buses and other vehicles on the roadways if there were no traffic regulations? The answer should be obvious to all. Without basic rules, no matter how much some would like to avoid them or break them, there would be chaos. The fact that some people break the rules is quite clearly and obviously not sufficient to do away with the rules. The rules are needed for transportation to take place.

We understand ethical choices are not always black and white and there could be certain grey areas and this is where our comprehensive 'Code of Conduct Policy' will be the best resource in solving these dilemmas. Our policy articulates the values that we wish to foster in our employees, and at the same time ensure that the organization is compliant with the local laws, principles and the operating methodologies within the company ecosystem. Additionally, it also specifies behavioral expectations and sets boundaries. The aim is to educate employees and improve their abilities to function as valuable members of the Organization.

Warm Regards,

TJ Wilson

Executive Director & Group Head - Governance & Corporate Affairs



22. Waiver & Amendments

The organization is committed to continuously review and update our policies and procedures. Therefore, this code is subject to modification. Any amendment or waiver of any provision of this Code must be approved by Aster DM Healthcare's Board of Directors and promptly disclosed pursuant to applicable laws and regulations.

Annexure A

Whistleblower Policy Classification

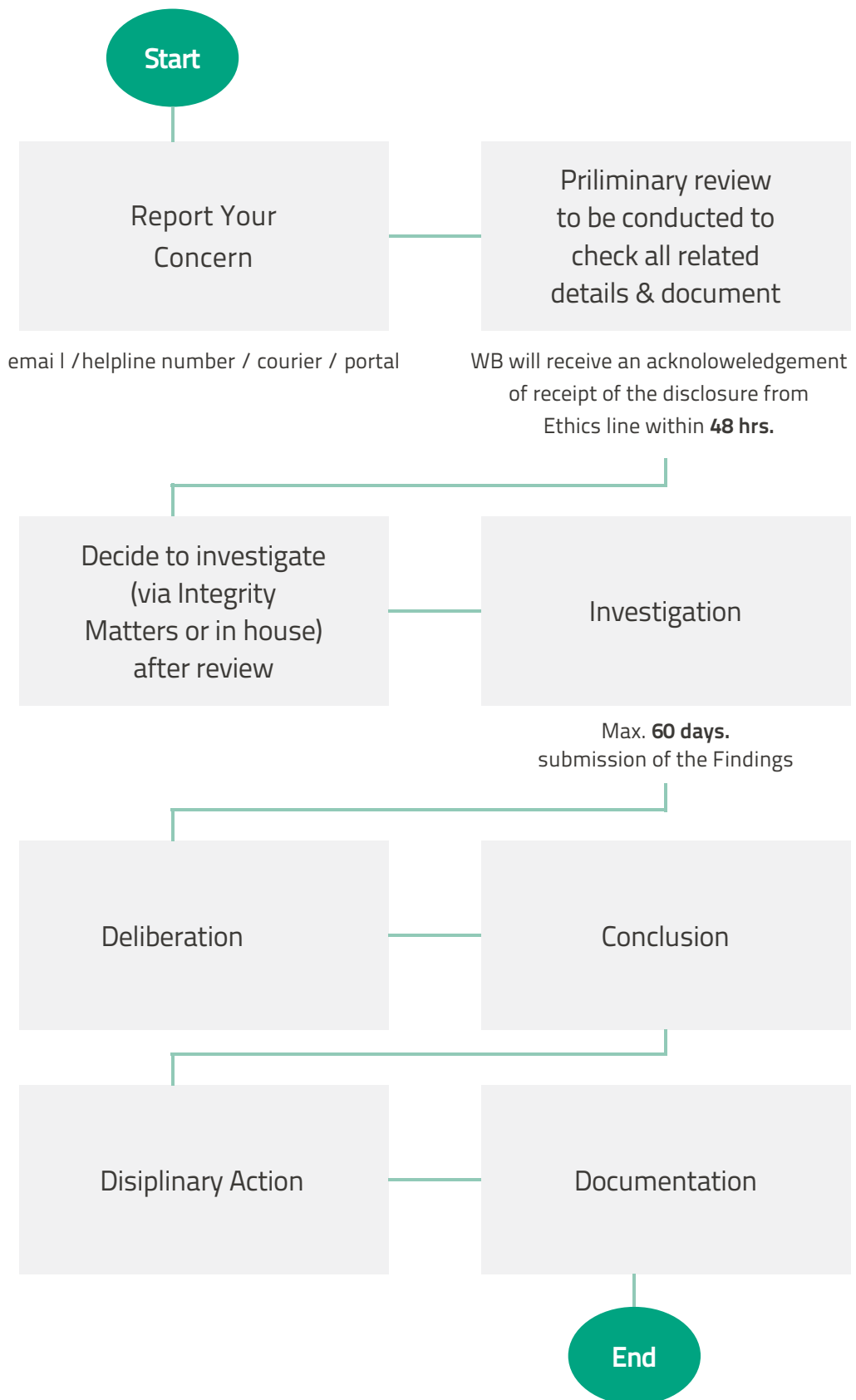
| Major Classification | Sub-Classification | Description |
|---|-------------------------------|--|
| Environment, Health, Safety and Security | Alcohol & Drug Abuse | Substance abuse in workplace by any associated individual |
| | Environmental Concern | Environmental or Bio Hazard spill, leak, transmission or possibility of such an event |
| | Safety Concern | Safety issue that could escalate to a violation. Medical Equipment failure, violation in procedural of equipment use |
| | Safety Violation | An actual violation of safety protocols as listed in safety manuals |
| | Threats and Physical Violence | Threats and physical violence against an employee or other associated individual in the workplace |



| | | |
|---|--|--|
| HR or Administration and Actions | Issues pertaining to unfair terminations, suspensions, Unfair Treatment / disciplinary actions that are against the company ethics | |
| Regulatory Issues | Any situation in which a conflict exists between an employee's Conflict of Interest personal or professional interest and with his/her obligations to the company Falsification of Documents Willful falsification of documents for personal gains or interest deception practiced in order to secure unlawful or unfair gain Fraud at workplace or at places related to workplace. Sexual Harassment of a sexual nature as defined the Anti- Sexual Harassment policy Request for guidance on issues that will directly or indirectly | |
| Other - Non-allegations | Request for Guidance jeopardize the financial or physical health of an associate or of the of the company | |
| Other - Violations or Concerns | General Concern - Statements, conduct, actions or policies that concern the whistle blower but are not currently resulting in harm, injury or corporate liability but has a potential to create one in the near future | |
| Protecting Company Assets | Communications and Computer Systems | Concerns about company computer and communications systems and how they are used by employees or any violations of the local IT policy |
| | Espionage & Sabotage | Spying to obtain proprietary company information or research and provide it to a competing company. |
| | Government Relations | Concerns regarding the company's relationship or business transactions with a government entity in all countries of operations |
| | International Business | Concerns regarding the company's international business transactions or dealings |
| | Proprietary Information | Concerns about sharing information that is owned by the company. |
| | Time Abuse | Theft of company time by an employee who is falsifying timekeeping records. |
| Workplace Conduct Issues | Workplace Conduct | Concerns about inappropriate conduct in the workplace |
| Diversity Issues | Discrimination | Discrimination against an employee based on race, gender, age, or other factors protected by local or international law. |



Annexure B: Process Flow of Whistleblower



Annexure C: Communication Channels

Courier

The Chairman Audit Committee; Aster DM Healthcare Ltd.,
Care of Integrity Matters Unit 1211, CENTRUM,
Plot No. C3, S.G.Barve Road, Wagle Estate,
Thane West - 400 604, Maharashtra, India

Email (can be sent in English & Arabic)

aster@integritymatters.in or

whistle.blower@asterdmhealthcare.com

Helpline Number

(English, Hindi, Marathi, Tamil, Telugu & Gujarati only)

- India (Toll-free) at: **1800-102-6969**
- USA Toll-Free: **888-436-0393**
- Outside India & USA (Toll): **(+91) 9595146146 Aster Connect**

Log in to Aster Connect, Click, "Know your Aster"
and then click on "Ethicsline"

Web Portal: <https://aster.integritymatters.in>

Annexure D: Anti-Sexual Harassment Policy Classification

- Any sexual advances, requests or demand for sexual favor, either explicitly or implicitly, in return for employment, promotion, examination or evaluation of a person towards any company activity
- Implied or explicit sexual advances involving verbal, non-verbal, or physical conduct such as sexually colored remarks, jokes, letters, phone calls, e-mail, gestures, showing of pornography,



lurid stares, physical contact or molestation, stalking, sounds, display of pictures, signs, verbal or non-verbal communication which offends the individual's sensibilities and affect her/his performance

- Implied or implicit teasing, innuendos and taunts, physical confinement against one's will and likely to intrude upon one's privacy
- Implied or implicit threat of detrimental treatment, threat about present or future employment status, interference with work, intimidating or creating a hostile environment for an employee in the workplace

If you are being harassed:

- Tell the accused individual that his / her behavior is unwelcome and ask him/her to stop.
- Keep a record of incidents (dates, times, locations, possible witness, what happened, your response). It is not mandatory to have a record of events to file a complaint, but a record can strengthen your case and help you remember the details over time, in case the complaint is not filed immediately.
- File a complaint as soon as possible. If, after asking the accused to stop his / her behavior, the harassment continues, report the abuse to the ASH Chairperson in writing within one month of occurrence of such incident and in case of a series of incidents, within three months from the date of the last incident. An employee may submit their complaint to

antisexual.harassment@asterdmhealthcare.com

Please note that for all Anti-Sexual Harassment (ASH) cases, you can escalate only to the committee members or directly to the chairperson of the committee and not to your manager/HR or anyone else, as we want to respect and protect the confidentiality of the matter.



Annexure E: Escalation Protocol

Seek Advice If you are not sure whether or how to raise a concern at any stage you should get advice from your line manager/head of department (HOD) or Human Resources. In cases where you are not confident with sharing certain information with your line managers or immediate supervisors you may reach out to your Head of Department (HOD), Human Resources or directly write/ call the ethics helpline.

- Your Line Manager / Head Of Department (HOD)
- Human Resources
- Governance / Audit / Ethics Line

Annexure F: Definitions and Interpretations

- **"Aster DM Healthcare"** refers to the Company Aster DM Healthcare, its applicable subsidiaries and associates.
- **"Board of Directors"** shall mean the Board of Directors of Aster DM Healthcare. **"Conflict of Interest"** means where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company.
- **"Senior Management"** shall mean members of Aster DM Healthcare and its core management and leadership team
- **"Stakeholders"** refer to any person, organization, social group, or society at large that has a stake in the business. Thus, stakeholders can be internal or external to the **business**.



A stake is a vital interest in the **business** or its activities. This includes suppliers/vendors, owners, investors, employees, customers, creditors, communities, trade unions, government agencies, media etc.

- **"Tangible assets"** refer to physical; they include cash, inventory, vehicles, equipment, buildings and investments. **"Intangible assets"** do not exist in physical form and include things like accounts receivable, pre-paid expenses, and patents and **goodwill**.

* Reference to certain policies like Data Privacy Policy, Anti-Harassment Policy, Employees Relations and Disciplinary Actions Policy is accessible for all employees in People Resource Center.





Aster



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www.asterdmhealthcare.com