

# CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

Version	Approved by	Approved On	Effective From
Version 1.0	Board of Directors	May 13, 2021	May 13, 2021
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## CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

### 1. INTRODUCTION

Krsnaa Diagnostics Limited (“Company”) is committed to good corporate governance and has consistently maintained its organizational culture as a remarkable confluence of high standards of Professionalism, Fast Track Growth, Building Shareholder Equity with principles of Fair Play, Ethics and Corporate Governance in spirit.

### 2. APPLICABILITY OF THIS CODE

In view of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re – enactment(s) thereof for the time being in force) it is imperative now to formally lay down a Code of Conduct for all Directors and Senior Management Personnel (“SMP”) (This would comprise such members of the management who are reporting to the Managing Director & Chief Executive Officer or equivalent and includes functional heads by whatever name called, and the Company Secretary and the Chief Financial Officer) of the Company.

Ethical business conduct is critical to Company’s business. Members of the Board of Directors and SMP are therefore expected to read and understand this Code, uphold these standards in day-to-day activities, and comply with all applicable laws, rules and regulations, and all applicable policies and procedures adopted by the Company that govern the conduct of its employees and to ensure that the various stakeholders of the Company are aware, understand and comply with these standards.

Nothing in this Code or in any related communications (verbal or written) thereto shall constitute or be construed to constitute a contract of employment for a definite term or a guarantee of confirmed employment.

You are requested to sign the acknowledgement form at the end of this Code and to return the form to the Head of the Company Secretary and Human Resources function of the Company, indicating that you have received, read, understood, and agreed to comply with this Code. The signed acknowledgement form will be located in your personnel file. As per Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), every director and SMP shall affirm compliance with this Code on an annual basis.

### 3. ETHICAL AND MORAL BEHAVIOR

- Business shall be conducted ethically and by not committing, condoning or ratifying illegal or immoral acts.
- Standards of fair dealing and personal integrity will be observed.
- An environment free from gender-specific harassment, discrimination and exploitation will be maintained.

### 4. CONDUCT OF BUSINESS

Conduct of the business will be consistent with the Core Values, which are as under:

- Collaboration
- Customer Sovereignty
- Continuous Innovation
- Transparency & Integrity
- People Orientation
- Corporate Social Responsibility

### 5. SAFETY, HEALTH AND CLEAN ENVIRONMENT

- In all aspects of Company's operations, its employees, customers and society, safe, healthy and clean environment shall be given prime importance.
- Executive Directors and Senior Management Personnel should cause the Company to strive to provide a safe and healthy working environment and comply, in the conduct of the business affairs of the Company, with all regulations regarding the preservation of the environment of the territory it operates in.
- The Company should be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment in accordance with the applicable laws.
- Executive Directors and Senior Management Personnel should ensure that the Company adopts most efficient energy management system, prevention of energy waste and utilization of natural resources in all plants.

## 6. CONFLICT OF INTEREST

- **Conflict Situations:** Any relationship, influence, or activity that may impair the ability to make objective and fair decisions is to be avoided.
- **Disclosure of Interest:** Any financial or other material interest by oneself or through relatives / Company in any contract with the company (including vendors and customers), shall be disclosed at first opportunity.
- **Competing with the Company:** Acceptance of any position of influence or of pecuniary interest in any other organization whose business is in direct competition with that of the Company, shall be avoided.
- **Use of Company's Resources / assets / property:** Assets of the company are to be used solely for the benefit of the company. Opportunities discovered through the use of corporate property, information or position shall not be exploited, for own personal gain, unless the opportunity is disclosed fully in writing to the Company.

## 7. HUMAN RESOURCES/ EMPLOYEE RELATIONS

- Directors and Senior Management Personnel should strive for causing the Company to maintain cordial employee relations.
- Executive Directors and Senior Management Personnel should cause the Company to build competency- based human resource systems and maintain the human resources policy that has been directed at managing the growth of the organization efficiently.
- Executive Directors and Senior Management Personnel should assist the Company in further aligning its human resource policies, processes and initiatives to meet its business needs.

## 8. CONTRIBUTION TO THE COMMUNITY

We have a strong sense of social responsibility and are committed to imparting vocational skills and enhance livelihoods of people in the unorganized sector; manage our operations using principles of sustainable development to minimize resource footprint and protect health & safety of all our stakeholders.

## 9. INSIDER TRADING

- I. Directors and Senior Management Personnel should not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitutes insider information.
- II. All Directors and Senior Management Personnel should comply with 'Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons' in Shares of the Company

circulated by the Company and all insider-trading guidelines issued by the Securities Exchange Board of India.

## 10. INTERACTION WITH MEDIA, FINANCIAL COMMUNITY, EMPLOYEES AND SHAREHOLDERS

- I. All information that the Directors and Senior Management Personnel may provide either formally or informally, to the press or any other publicity media, shall be as per the Disclosures Code. In all its public appearance with respect to disclosing information in relation to the Company's activities to public constituencies such as the media, the financial community, employees and shareholders, the Company shall be represented only by specifically authorized Directors and/or employees, which the Board may authorize.
- II. All statements made to the media on behalf of the Company should be true and fair.
- III. For any outside publication of books, articles or manuscripts which relate specifically to the Company's business, policies and processes, Directors/ Senior Management Personnel should take the approval of the Board prior to its release. All such documents should be supplemented by a statement to the effect that all views and observations made in the article/ presentation are solely that of the author's and the Company is in no way responsible for the substance, veracity or truthfulness of such views and statements.

## 11. CONFIDENTIALITY OF INFORMATION

Any information (electronic or otherwise) relating to the Company, its intellectual property including technology and business processes, its business, customers, vendors/suppliers, etc., to which a Director or Senior Management is privy or have access or is in possession of the same, must be considered confidential, should be held in confidence at all times, and should not be disclosed to any third person unless-

- (a) Such information is required to be disclosed in accordance with applicable laws; or
- (b) Such personnel are specifically authorized by the Company to do so; or
- (c) Such information is part of public domain at the time of disclosure.

It is the duty of the Directors and Senior Management to protect confidentiality and introduce effective checks for this purpose. The obligation of confidentiality shall continue even after leaving the directorship/ employment of the Company.

## 12. GIFT/ DONATIONS/ FAVOURS

The Directors and Senior Management shall not directly/ indirectly seek, accept or receive any gift, invitation, hospitality, in whatsoever form, from Company's client, suppliers or any organization or person with whom the Company has any business relationship or can be perceived as being given to influence business decisions, securing an unfair advantage and to obtain or retain business of the Company, except such gift/ favours/ invitations given/ accepted in the normal course of business.

### 13. NOT ALIGNED TO ANY POLITICAL PARTY

We do not support or reject, directly or indirectly, through our actions, any candidate's/party's suitability for any office or political cause. We do not make contributions to political campaigns or political parties using Company funds or assets without prior approval of the Board of Directors.

### 14. USE OF THE BRAND

The use of the brand name and trademark shall be governed by the Company's communication policy & relevant guidelines. No person or third party or joint venture shall use the brand name to further its interests without specific authorization. Personnel involved in marketing activities must ensure compliance with applicable marketing laws.

### 15. ANTI-BRIBERY

We have zero tolerance towards giving or offering to give, directly or through a third party, undue incentive ("bribery") to a public servant or any business partner intending to obtain or retain business or an advantage in the course of our business

### 16. DUTIES OF INDEPENDENT DIRECTORS AS PER THE COMPANIES ACT, 2013

The Independent Directors shall abide with the duties of directors and duties of Independent Directors as laid down by the Companies Act, 2013, the Schedules and the Rules made there under (including any statutory amendment(s), modification(s) and/or re-enactments thereof for the time being in force). The duties of directors as per Section 166 and the duties of Independent Directors in accordance with Schedule IV of the Companies Act, 2013

### 17. CODE FOR INDEPENDENT DIRECTORS

- I. The Company has relied on the declaration received from you and that you meet the criteria of independence as provided in Section 149(6) of the Act.
- II. You will be required to abide by the guidelines as to professional conduct for Independent Directors as set out in Section 149(8) read with Schedule IV to the Act.
- III. You will be required to comply with the Code of Conduct for Board of Directors and Senior Management Personnel of the Company.

### 18. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

All laws, rules and regulations are to be complied with in true letter and spirit. The compliance and reporting systems established should be adhered to.

## 19. AMENDMENTS

The Company is dedicated to regularly assess and update its policies and procedures. Consequently, this policy may be amended from time to time subject to Board approval and in compliance with applicable laws and regulations. This policy and any further modifications/ amendments to the same shall be promptly disclosed on the Company's website and filed in accordance with the applicable laws and regulations.

*In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc., shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the Effective Date as laid down under such amendment(s), clarification(s), circular(s) etc.*

