

Looks Health Services Limited

CIN: L93030MH2011PLC222636

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Introduction

This Code of Conduct (“the Code”) shall be called ‘the Code of Conduct for Board Members and Senior Management Personnel’ of Looks Health Services Limited (hereinafter referred to as “the Company”).

The Code has been framed under the Regulation 17 (5) (a) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 with the Stock Exchange as amended by the Securities Exchange Board of India

Definition & Interpretation

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

“Board Members” shall mean the Directors on the Board of Directors of the Company.

“Whole-time Directors” shall mean the Board Members who are in whole-time employment of the Company.

“Relative” shall mean ‘relative’ as defined in Clause 77 of Section 2 and read with Rule 4 of Chapter I Companies (Specification of Definitions Details) Rules, 2014 of the Companies Act, 2013.

“Senior Management Personnel” shall mean personnel of the Company who are members of its core management team excluding Board of Directors and would comprise of all members of management one level below the executive directors, including viz. Company Secretary, Manager, CEO, CFO, all Functional Heads, all Unit Heads, Presidents, Joint Presidents and all other executives having similar or equivalent rank in the Company.

“The Company” shall mean Looks Health Services Limited.

In the Code, words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa.

Applicability

The code shall be applicable to:

- (a) The Directors and
- (b) The Senior Management Personnel (i.e. all officials/ employees having equivalent or higher designation than ‘Assistant General Manager’)

Key Requirements

The Board Members and Senior Management Personnel must act within the authority conferred upon them and in the best interests of the Company and observe the following code of conduct:

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A. Honesty & Integrity –

The Directors and Senior Management personnel shall conduct their activities with honesty, integrity and fairness. They shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Directors shall act in the best interests of the Company and fulfill the fiduciary obligations.

B. Conflict of Interest –

The Directors and Senior Management personnel shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company.

In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the Board of Directors and the approval of the Board is required to be obtained.

C. Other Directorships –

The Company feels that serving on the Board of Directors of other Competitor companies may raise substantial concerns about potential conflict of interest and therefore, all Directors must report / disclose such relationships to the Board on an annual basis.

D. Confidentiality of Information –

Any information concerning the Company's business, its customers, suppliers etc., which is not in the public domain and to which the Directors and Senior Management personnel have access or possess such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law.

E. Protection of Assets –

Directors and Senior Management personnel must protect the Company's assets and information and shall not use these for personal use, unless approved by the Board.

Code for Independent Directors

The Independent Directors, in addition to the compliance with this Code, shall also comply with and adhere to the Code for Independent Directors framed in accordance with the provisions of the Companies Act, 2013.

Enforcement of Code of Conduct

Each Board Member and Senior Management Personnel shall be accountable for complying with the Code.

Penalty for breach of the Code by Senior Management Personnel / the Board members shall be determined by the Audit Committee of the Board of Directors.

Amendment(s) of the Code

The Code may be amended from time to time by the approval of the Board of Directors of the Company.