



CODE OF BUSINESS CONDUCT & ETHICS

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1. Message from Managing Director

Dear Brundavan Laboratories colleagues.

Brundavan Laboratories Private Limited is committed to maintaining an organization made up of talented individuals with the highest standard of integrity. Our commitment to doing the right things for the right reasons remains imperative because it is the cornerstone of our success, as individuals and as a company. Ethical behaviour and appropriate business conduct are essential to everything we do, every day.

This code provides us with a common set of ethical standards and a common language for describing what is and what is not within the realm of ethical conduct.

Each and every employee is responsible for complying with the code of Business Conduct and Ethics. It is essential that you carefully read the standards and understand their spirit and how they apply to you and your colleagues. If you are ever in doubt or encounter any situation that you believe violating provision of the standards, you should immediately seek advice from your supervisor, Manager Production or GM-Technical. We offer you our personal assurance that there will be no retaliation for asking questions, raising concerns about the standards or reporting any improper conduct of the standard.

Brundavan Laboratories Private Limited has an outstanding reputation for conducting its business with integrity—a reputation we all share responsibility for preserving.

Sincerely,

G.Ramaiah
Managing Director



2. Introduction

This code of Business Conduct and Ethics is one element of Brundavan Laboratories Private Limited efforts to ensure lawful and ethical conduct by the company and its employees. It is a part of a larger process that includes compliance by all employees, with all corporate policies and procedures, open communication throughout the company and the use and expectation of the highest integrity and good judgment.

It is every Brundavan Laboratories Private Limited employees overall responsibility to follow this Code of Business Conduct and Ethics.

3. Overview of the Code of Business Conduct and Ethics

This code applies to the whole staff managers and all employees of the company of Brundavan Laboratories Private Limited. References herein to “employees” are intended to cover all employees of the company. Under the code each employee up to senior level individually must.

- Act with honesty and integrity at all times as a representative of the company;
- Become familiar with and conduct company business in compliance with applicable laws, rules and regulations;
- Understand and comply with the company’s standards of business conduct and underlying policies and procedures;
- Adhere to company standard for protecting the product safety, employees, our customers as well as our communities.
- Treat customers, partners and suppliers in an honest and fair manner with integrity.
- Be able to identify and appropriately handle actual or apparent conflicts of interest and avoid situations where personal interests are or appear to be in conflict with company interests.
- Safeguard and properly use of company proprietary information, assets and resources as well as those of our customers, vendors and collaboration partners, which are entrusted to us.
- Maintain confidentiality of the company’s non-public information.
- Protect the company’s assets and ensure their efficient use.
- Take the initiative to report promptly any violation or possible violation of this code in accordance with the reporting procedures set forth in this code.

This code provides general principles and information to employees on their basic ethics and legal responsibilities. It is not a substitute for the responsibility of each employee to exercise good judgment and common sense. If an individual has questions about how to apply the company’s business standards, policies or procedures, he/she should seek clarification from his supervisor or if necessary from the manager or General Manager-Technical.

4. Compliance

4.1 Brundavan Compliance Structure

We are family committed to compliance with local, state and central laws, rules and regulations in India and other countries, where we do business.



In order to assure compliance Brundavan Laboratories Private Limited maintains a corporate compliance program. The General Manager-Technical assigned by the company is responsible for overseeing Brundavan Laboratories Private Limited compliance. A corporate compliance. Committee consisting of General Manager-Technical and Managing Director is chaired by the Management committee. The committee is establishing compliance standards, policies and procedures and conduct effective communication and training on it. Moreover it maintains monitoring and auditing systems that are based on a compliance risk assessment and are designed to detect intentional or unintentional regulatory compliance violation by employees.

4.2 Reporting mechanism if violations under this code

Each employee is responsible for raising concerns about risks to the company, ideally before these risks become actual problems. If an employee knows or reasonably suspects there has been a violation of this code or any kind of unlawful behaviour, he/she must report that information to the corresponding supervisor or Manager or, if the manager cannot help or is part of the problem, to the Compliance Committee. If the suspected violation involves a member of the Compliance Committee it should be reported directly to a Managing Director. Brundavan Laboratories Private Limited will not retaliate against any employee for reporting in good faith possible compliance violations.

4.3 Investigation of violations

All reports of suspected violations of the code will be promptly investigated by Brundavan Laboratories Private Limited and will be treated confidentially to the extent practicable under the circumstances General Manager-Technical will oversee all investigations of violations of this Code with support from other appropriate functional areas, if necessary. If the result of an investigation indicates that a corrective action is required will Brundavan Laboratories Private Limited will decide what steps it should take to rectify the problem and avoid the likelihood of its recurrence Brundavan Laboratories Private Limited will report violations to law enforcement in appropriate situations.

4.4 Disciplinary action for violations

Brundavan Laboratories Private Limited goal is to prevent the occurrence and recurrence of illegal or unethical behaviour to make such behaviour discovered as soon as reasonably possible and to discipline those who engage in it as well as those who fail to exercise appropriate supervision or oversight to detect and report such behaviour by their subordinates. Brundavan Laboratories Private Limited may take disciplinary action against its employees up to termination of employment including.

- Authorizing or participating in actions that violate the code
- Failing to report a violation of the code
- Failing to exercise proper supervision and oversight in detecting and reporting violations by subordinates



- Refusing to cooperate in the investigation of a suspected violation of the code
- Retaliation against an employee who makes a good faith report of a suspected violation of the code
- Knowingly providing false or misleading information during an investigation of suspected violation.

4.5 Waiver Request and Approval

While some of the policies contained in this code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be permissible. Any request needs to be made by or through manager level for a waiver of any provision of this code and must be in writing and addressed to the Managing Director and copied to General Manager-Technical. The request should clearly outline the circumstances and valid reasons for this action. If the committee agree that the waiver should be granted, it will be granted. No waiver will be granted after the fact for action already taken.

5. Our Employees

The diversity and talent of Brundavan Laboratories Private Limited employees represent a highly valuable company asset and Brundavan Laboratories Private Limited is committed to treat all employees with fairness and respect.

5.1 Equal employment opportunities

It is Brundavan Laboratories Private Limited policy to provide equal employment opportunities and make employment decisions for applicants and employees without regards to personal characteristics such as race, colour, religion gender, sexual orientation, age, gender identity, national origin, marital status, disability or other characteristics protected by applicable laws. "Employment decisions" generally means decisions related to hiring, recruiting, training, promotions and compensations, but may encompass other employment action as well.

5.2 Discrimination and Harassment

Consistent with our respect for individual employees, Brundavan Laboratories Private Limited is committed to providing a work environment free from discrimination based on race, color, religion national origin, gender, age, disability, sexual orientation, marital status or any other unlawful factor. This means that we comply with all applicable employment laws, including laws against discrimination, in all aspects of employment, including recruiting, hiring, compensation, promotion and termination. It also means that does not permit conduct that creates an intimidating, hostile or offensive work environment as defined under employment law. Such conduct may include, but is not limited to, racist, sexist or ethnic comments or jokes sexual advances or inappropriate physical contact or sexually-oriented gestures, pictures, jokes or statements.



If an employee believes that he/she is a victim of unlawful discriminatory or harassing conduct, he/she should ask the person offending him/her to stop and let the person know the action is unwelcome. If an employee is not comfortable with a direct approach, or if it fails to solve the problem, the conduct should be reported following reporting lines as outlined under <reporting mechanism if violations under this code>.

5.3 Data privacy

It is Brundavan Laboratories Private Limited policy that all personal information on employees, customers, business partners or suppliers be used diligently and treated confidentially, respecting fully all privacy rights. The protection of such information is of the highest importance and must be discharged with the greatest of care to merit the continued confidence of the persons concerned.

5.4 Health, safety and environment

Brundavan Laboratories Private Limited is committed to providing its employees with a safe and healthy work environment and for complying with all applicable environmental laws, rules and regulations. In order to support that commitment, employees must abide all safety rules and practices and assume responsibility for taking the necessary precautions to protect themselves and their co-workers. Employees should consider environmental protection and health and safety as inseparable parts of their everyday responsibility and should report accidents, injuries and unsafe practices or conditions and take appropriate timely action to correct unsafe conditions.

5.5 Abuse of drugs and alcohol

Brundavan Laboratories Private Limited prohibits the use, possessing, selling or distribution of illegal drugs and the misuse of alcohol while on the company's premises. The purpose of this policy is to achieve a drug- and alcohol free workplace.

In addition employees may be tested when they display unusual or erratic behaviour such that there is a reasonable suspicion of drug or alcohol abuse. Brundavan Laboratories Private Limited preserves the right to impose disciplinary sanctions upon employees who are under the influence of alcohol or use, sell or possess illegal drugs during the course of their employment with the company.

5.6 No Smoking etc.

Brundavan Laboratories Private Limited prohibits smoking; chewing to baeco products inside the manufacturing Area/unit area premises of any employee has such habits, they are allowed to unit area during break and times to carry out in such habits.



6. The company's assets, computer and communication Systems

6.1 Confidential information and intellectual property

Protection of the Brundavan Laboratories Private Limited intellectual property—including its scientific and technical knowledge, know-how and experience, trade secrets, patents, trademarks and copyright—is essential to maintaining our competitive advantage.

Much of the information developed in research, development, manufacturing, marketing, sales and other activities is original or sensitive in nature and important for our success. Such information must be safeguarded. This confidential or proprietary information includes any information maintained in secrecy that gives us an opportunity to obtain an advantage over competitors who do not know about it or use it. Examples of confidential or proprietary information include marketing plans, sales data, research and technical data, testing and manufacturing techniques, information regarding potential business development opportunities and pricing information and strategies. All confidential or proprietary information must be protected by employees and not disclosed to outsiders. Its loss through inadvertent or improper disclosure could be harmful to the company. Employees should not provide confidential information to third parties without having a written form of confidentiality agreement signed off by them. Employees should not discuss confidential information in public places where others may overhear. The use of fax machine, e-mail and other forms of electronic communication should only be conducted in a way to make sure information is not inadvertently sent to the wrong party.

Employees and agents of the company are required to sign agreements reminding them of their obligation not to disclose the company's confidential or proprietary information while employed and after they leave the company. The loyalty, integrity and sound judgment of employees both on and off the job are essential for protection of our information.

In addition to protect Brundavan Laboratories Private Limited intellectual property rights employees must respect the intellectual property rights of others. Unauthorized use of the intellectual property rights of others may expose the company to civil lawsuits and damages. Theft or misappropriation of intellectual property may result in significant fines and criminal penalties for the company and the employee.

6.2 Media information release

Employees are not allowed to make any statement to the media (e.g. radio, television press) without prior authorization in written form by General Manager-Technical.

6.3 Conflict of interest

A conflict of interest exists if an employee's outside business or other personal interests can affect the motivation or performance as an employee. Any relationship, influence or



activity that might impair or even appear to impair your ability to make objective and fair decisions in performing the job has to be avoided.

Here are some ways a conflict of interest could arise:

- Ownership by an employee or a family member (in this context a family member includes anyone recognized by law as such or standing in substantially the same relationship, e.g. domestic partners or significant others as well as spouses are recognized as family) of a substantial interest in a company which is a competitor, vendor, supplier or customer
- Being employed by, serving on the board or as an officer of, or acting as a consultant or providing services to, a customer, vendor, supplier or competitor or having a family member who has such a relationship
- Placement of business with a firm owned or controlled by an employee or family member
- Acceptance by employee or a family member of gifts acceptance of payments, personal discounts or services from those seeking to do business with the company
- Using knowledge, resources or information belonging to the company for personal gain
- A personal relationship that may create a conflict of interest with employee's responsibilities or compromise company integrity

Employees should disclose outside activities, financial interest or Relationships that may Present a possible conflict of interest or the Appearance of a conflict to the compliance Committee.

6.4 Gifts, Bribes and improper payments

Brundavan Laboratories Private Limited forbids payments of any kind to any person either to obtain an improper advantage in selling goods and services or to advance our interest with governmental authorities. Among the prohibited activities are:

- Payments, gifts or services intended to influence or even appearing to influence a government official's action
- Furnishing money or something else of value to an intermediary (e.g. an employee of a customer) with the intent to influence the intermediary his/her commercial conduct

Reasonable expenditures for gifts and entertainment for non-governmental business

Contact may be made if such expenditures are related to a business relationship, have

Been appropriately authorized, are correctly recorded on the books of the company and do Not conflict with laws and our specific Policies.

6.5 Use of computers and network

Employees may not have access to or use Brundavan Laboratories Private Limited computer and network resources without appropriate authority. No employee should use the passwords or codes of another employee in order to gain access to that individual's e-mail,



voice mail, Brundavan Laboratories or internet communications on systems unless first authorized to do so by that employee or the company. These systems are provided for company business, and only incidental personal use of the systems is permissible. Incidental personal use means minimal and infrequent use that does not interfere with business or Brundavan Laboratories Private Limited job performance. Systems may not be used to access or transmit material Brundavan Laboratories Private Limited that could embarrass, harass or offend other persons.

Brundavan Laboratories Private Limited requires that any software used on Brundavan Laboratories Private Limited computers or for business purposes must be subject to proper licenses.

7. Conduction of our Business or integrity in the market place

7.1 Regulatory compliance and product quality

Brundavan Laboratories Private Limited committed to maintaining an excellent record and reputation for quality and for compliance with regulatory requirements. Through continuous attention to regulatory compliance and a consistent record of good performance, we build credibility and gain the confidence of Regulatory agencies, customers and the public

7.2 Fair trading and competitive information

Brundavan Laboratories Private Limited all employees must comply with applicable laws in Their place of employment that prohibit unfair or deceptive business acts and Practices as Well as unfair competition. It is important that Brundavan Laboratories Private Limited is Recognized in the marketplace as a company that operates ethically.

Engaging in unfair or deceptive practices will diminish our reputation in this regard. Moreover, these practices can involve civil and criminal fines and penalties for the company and those committing the conduct

Accordingly, stealing proprietary information, possessing trade secret Information that was obtained without the owner's consent or including such Disclosures by past or present employees of other companies are prohibited. Each employee should respect the rights of and deal fairly with the company's Customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, and abuse of Privileged information, misrepresentation or any other unfair dealing Practice. Antitrust laws are made generally to preserve and promote fair and open competition by prohibiting certain agreements among competitors and others. Such agreements may include, but are not limited to, price fixing, territorial or customer allocations, boycotts of customers or suppliers, limits on output and tying agreements. Fully Brundavan Laboratories Private Limited supports the goals of antitrust and similar laws affecting competition and expects you to comply with those laws at all times.



7.3 Fraud

No Brundavan Laboratories Private Limited employee should be engaged in fraudulent conduct. Fraud is the deliberate practice of deception in order to receive unfair or unlawful gain. Every employee needs to be sensitive to that fact, since our business presents a variety of opportunities for individuals inside as well as outside of Brundavan Laboratories Private Limited to commit fraud.

7.4 Accuracy, integrity, retention of books and records

Each employee must record information completely, accurately, honestly and in a timely manner. Employees should use good judgment and common sense when preparing any company document and ensure that the document objectively and accurately reflects the facts of the situation it addresses. Accurate information is essential to Brundavan Laboratories Private Limited ability to meet its legal and regulatory obligations.

Documents that require signatures such as production or quality assurance documents or expenditure authorizations must be actually signed by the person whose name appears on the document. This requirement applies to electronic as well as handwritten signatures.

All company books, records and accounts must be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. Financial records must accurately reflect transactions and conform to generally accepted accounting principles. No entry may be made on the company's books or records that intentionally hides or disguises the true nature of any transaction. No accounts, assets or funds may be established that are not disclosed or recorded in the company's accounting records.

Company accounting records are relied upon to produce reports for management and creditors, as well as for governmental agencies.

Any employee becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a supervisor or a member of the corporate compliance committee.

8. Agreement to comply

Name of the Employee :
Code of the Employee :
Department :
Designation :
Signature :
Date :