



SUPRIYA LIFESCIENCE LTD.
Creating true values that bind global health

**CODE OF BUSINESS CONDUCT OF SUPRIYA
LIFESCIENCE LIMITED**



1. INTRODUCTION

The Code of Business Conduct (COBC) provides the ethical guidelines and expectations for conducting business on behalf of Supriya Lifescience Limited and affiliate companies. In the COBC, these are commonly referred to as “SLL”. COBC is a public statement that SLL is committed to doing the right thing. It serves as a valuable resource to help employees and others make informed, ethical decisions based on guiding principles.

The COBC applies to all employees and members of the Board of Directors of the Company. It also applies to individuals who serve the Company on contract, subcontract, retainer, consultant or any other such basis.

Suppliers, service providers, external professionals, agents, channel partners (dealers, distributors and others) serve as an extension of the Company and their conduct and behaviour while carrying out business dealings with SLL or on behalf of SLL can have an impact on SLL and its reputation. For this reason, they are expected to conduct their businesses in a legal and ethical manner and to adhere to the spirit of the COBC, as well as any applicable contractual obligations, when working for SLL.

COBC lays down responsibility and expectation required to follow principles and objectives set by Code. Because no code of conduct can cover every possible situation, SLL relies on you to use good judgment and to speak up when you have questions or concerns.

2. EMPLOYEE RESPONSIBILITY

2.1. Employee responsibilities

- a. Always act in a professional, honest, and ethical manner when acting on behalf of the Company.
- b. Be familiar with the information contained in the COBC and policies and pay particular attention to the policies that pertain to your job responsibilities.
- c. Complete all required employee trainings in a timely manner and keep up-to-date on current standards and expectations.
- d. Raise questions and promptly report concerns about possible violations of laws, regulations or the COBC.
- e. Cooperate and tell the whole truth when responding to an investigation or audit and never alter or destroy records in response to an investigation, or when an investigation is anticipated.

Our Company does not tolerate retaliation against anyone who raises a concern under this Code or assists with an investigation.

Any employee who engages in retaliation will face disciplinary action, which could include termination of employment.

2.2. Additional responsibilities of managers Be a positive role model and support your team members by:

- a. Create an environment that fosters and enables ethical behavior, where employees are comfortable speaking up without fear of retaliation.
- b. Encouraging them to speak up
- c. Listening and responding to concerns when they are raised.
- d. Doing your part to make sure that no one experiences retaliation for speaking up or cooperating in an investigation
- e. Help your team members understand the requirements of our Code and applicable laws.
- f. Communicate to employees and business partners (such as dealers, distributors, agents) about how the COBC and policies apply to their daily work.
- g. Be consistent when enforcing our requirements and holding people accountable for their behaviour at work.
- h. Take seriously any concern raised by an employee that compromises the Code, and determine if the issue should be escalated. If so, escalate the matter as soon as possible.
- i. Fully support any investigation.
- j. Be aware of the limits of your authority and do not take any action that exceeds those limits. Delegate authority only where permissible and never delegate authority to any individual who you believe may engage in unlawful conduct or unethical activities.

2.3. Additional responsibilities of Directors:

Directors shall also be responsible to perform the duties specified as per the Companies Act, 2013 and other relevant laws.

2.4. **Zero tolerance** on retaliation SLL does not tolerate retaliation. We consider acts of retaliation to be misconduct. Retaliation can take many forms, for example: threats, intimidation, exclusion, humiliation, and raising issues maliciously or in bad faith. If you think that you or someone you know has experienced retaliation, contact any of the resources mentioned as per “How you can speak up”.

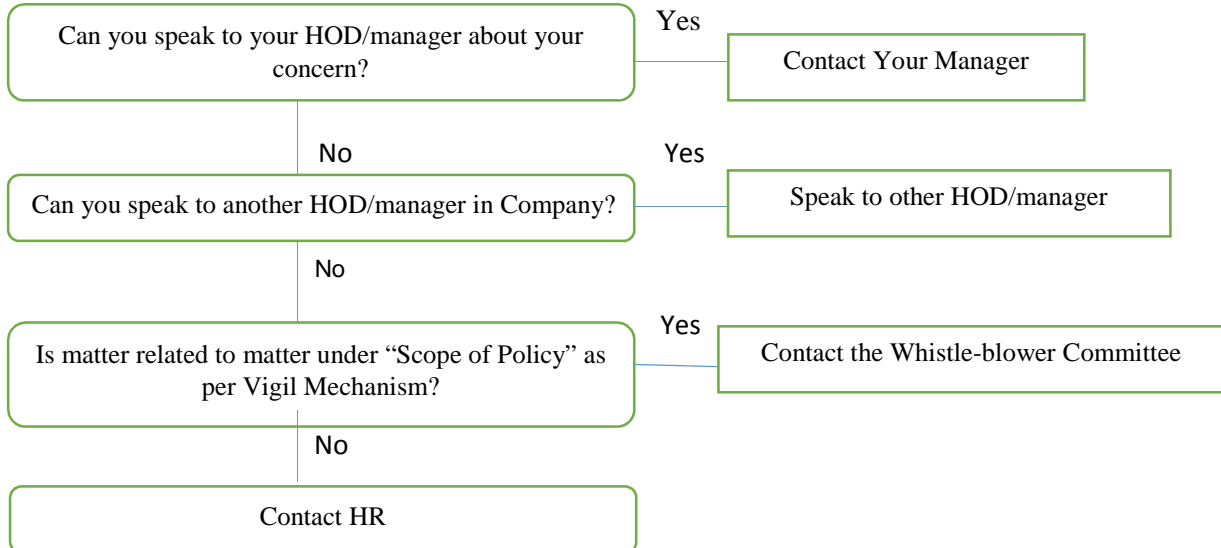
2.5. Speak up:

Each of us has a responsibility to speak up if we see something unsafe, unethical or potentially harmful. If you have a question, need help or want to raise a concern you have several options.



Please refer to the 'How you can speak up' decision tree below for these options

How you can speak up?



* Whistle-blower Committee means the committee designated by the Audit Committee to handle complaints and the resolution process of Protected Disclosures.

3. OPERATING SAFELY, RESPONSIBLY AND RELIABLY

Our Expectations:

3.1 Always operate safely and securely. We must be vigilant, disciplined, and always looking out for one another. Each of us is a role model for safety.

- a. Do not undertake work that you are not qualified to perform
- b. Stop your own work or others', if you consider it unsafe
- c. Play your part in protecting the environment – make it a personal foremost priority
- d. Be sure that your performance is not impaired, for example by a lack of sleep, alcohol, or any other drugs.
- e. Expect and encourage contractors and others with whom we work with to comply with applicable Health, Safety, Security and Environment requirements.
- f. Report any accident, injury, illness, or unsafe condition immediately. Never assume that someone else has reported or will report a risk or concern.
- g. Know the emergency procedures that apply where you work.

4. FAIR TREATMENT OF EMPLOYEES

We treat each other with dignity and respect. Each of us deserves an inclusive workplace where we are fairly compensated and can do our best work. Our COBC reflects the principles that define how we treat each other, keep our workspaces safe and healthy, create a sense of belonging and provide equal opportunities for our workforce.

4.1 Commitment to human rights

We seek to conduct our business in a manner that respects the human rights and dignity of people. We play a role in the elimination of human rights abuses such as child labour, human trafficking and forced labour. We support fundamental human rights for all people. We will live up to and champion a commitment to human rights among our employees, business partners and suppliers, and comply with the applicable laws in every country in which we operate.

SLL is an equal opportunity employer. We firmly believe that a talented and diverse workforce is a key competitive advantage. We focus on meritocracy and do not engage in or support discrimination in hiring, compensation, access to training, promotion, termination or retirement based on ethnic and national origin, race, caste, religion, disability, age, gender, creed, marital status, gender identity, gender expression, sexual orientation, political orientation, protected veteran status, or any other characteristic protected by law.

4.2 Safe and healthy work environment

At SLL, we are committed to providing a safe and healthy workplace for employees, contractors and visitors working within, or visiting, our facilities and premises.

All employees and visitors are responsible for keeping safety and health top of mind, and should:

- Promptly report unsafe or hazardous conditions to supervisors and hosts.
- Comply with all Company policies, standards and procedures relating to workplace health and safety.
- Comply with all applicable workplace health and safety laws and regulations.

Child labour, human trafficking and illegal, abusive or forced labour have no place in our operations or in the operations of our suppliers or other third-party vendors of the SLL. In addition to requiring compliance with local laws and regulations, SLL has policies that prohibit the use of forced or compulsory labour in the manufacture of our products and product components. Third-party vendors are required to follow our Responsibility Standards for Suppliers which include guidance on ethics, labour, employment and respect for human rights as well as on the health, safety and wellbeing of their employees.

4.3 Harassment-free workplace

SLL is committed to maintaining a workplace where each employee's personal dignity is respected and protected from offensive or threatening behaviour including violence. SLL must protect employees

from any acts of physical, verbal, sexual or psychological harassment, bullying, abuse or threats in the workplace by either their fellow employees or managers.

4.4 Our Responsibility:

Equal opportunity is a matter of fairness, respect and dignity. We value the unique contribution that each person brings to SLL.

- a. Treat everyone with respect
- b. Be respectful of cultural differences. Base your work related decisions on merit – not on race, color, national origin, religion, gender, age, sexual orientation, gender identity, marital status, disability, or any other characteristic.
- c. Offensive messages, derogatory remarks and inappropriate jokes are never acceptable

Provide a workplace that is free from harassment and intimidation

We do not tolerate any form of abuse or harassment.

- a. Help create a work environment free of all forms of harassment
- b. Inappropriate comments of a sexual nature or any other sexually offensive behaviour will not be tolerated

Personal relationships in the workplace

We respect the privacy of our employees, but recognize that personal relationships may interfere with work.

- a. Employees may not have an intimate relationship with another employee if they have any influence over the other employee's salary or career path.
- b. If such a relationship exists, it must be reported to management.

Protecting personal information

We respect your privacy and will only take an interest in what you do outside of work if it affects SLL's reputation or legitimate business interests.

- a. Label and treat personal information as 'Confidential'
- b. If in doubt consult your HR

Use of social media

Social media includes any digital communication channels that allow individuals to create and share content and post comments.

Employees must comply with all Company policies in their use of social media and related Company content and assets. Our policies apply to communications related to job responsibilities and to personal Communications that may impact the Company. In personal activities on social media, employee should be respectful and recognize that their conduct may impact the way others view who we are and what we stand for as a Company.

Employees should include a proper disclosure statement when speaking about the Company and/or our products and services. Permissions must be secured, and releases obtained, when images or video of others are to be featured.

Be alert to reporting obligations, including adverse event reporting procedures and protecting SLL confidential information. Employees should be mindful of the content created, shared and posted, remembering that the internet is a public place. Always use good judgment when engaging in social media activity. Be aware of the difference between social communication and business communication, as most social media platforms and mobile applications are not approved for business-related communication between colleagues or between internal and external stakeholders.

5. OUR CUSTOMERS, BUSINESS PARTNERS AND THE PUBLIC

5.1. Build and maintain relationships with suppliers and business partners. Customers purchase our services and products because they trust them. They trust the quality of our services and products, they trust their value, and they trust that we will stand behind what we sell and deliver. We must preserve that trust. We seek to work with others who share our commitments to safety and ethics and compliance.

- a. Communicate clearly our relevant expectations to our suppliers and business partners, agreeing contractual obligations where applicable.
- b. Take the appropriate measures if they do not meet those expectations or obligations.
- c. Each of us must ensure that we follow our rigorous product safety and quality standards.
- d. Any concerns about product safety or quality must be immediately reported. It is the job of every employee to make sure that consumers get what they expect—and pay for.
- e. Do not make false or illegal claims about competitors or their services and products.
- f. Do not create misleading impressions in any advertising, marketing, sales materials or presentations.

5.2 Protecting customer information

During the course of our business operations, we often have access to personal information related to customers and others. While protecting this information may now be a legal requirement, for us at SLL, data privacy has always been a matter of trust and respect for others.

We respect the personal information of our customers and others. Protecting their privacy is very important to us.

- a. Protect the confidentiality of personal information of current and former customers, as well as job applicants, business partners and customers.
- b. Return or destroy personal information that is no longer required by you for business reasons in accordance with our document retention policies.
- c. When sending personal information across borders or to third parties, make sure that such transmissions are for legitimate business reasons and that they comply with local law. Also ensure that the recipient will safeguard the information.

5.3 Supplier selection

SLL's suppliers make significant contributions to our success. To create an environment where our suppliers have an incentive to work with SLL, they must be confident that they will be treated lawfully and in an ethical manner.

Our policy is to select suppliers and make purchases based on need, quality, service, price and other terms and conditions. We select significant suppliers through a competitive bid process where all supplier relationships are conducted by way of appropriate written contracts.

We believe in doing business with suppliers and business partners who embrace and demonstrate high standards of ethical business behaviour and who share our commitment to environmentally sustainable practices and human rights. SLL will not establish a business relationship with any supplier if its business practices violate local laws and does not comply with our Supplier Code of Conduct.

- We must ensure that Suppliers have received a copy of the Supplier Code of Conduct. Communicate to our suppliers our standards for high performance in ethics, anti-corruption, human rights, health, safety and the environment.
- Each of us who works with suppliers must make decisions in the best interest of SLL and our customers based on performance criteria, not for any personal benefit or gain.
- Respect and protect the confidential and proprietary information of suppliers.

6. THE SPIRIT OF LAWS AND REGULATIONS

6.1 Appropriately exchange gifts and entertainment

We do not accept or provide gifts or entertainment in return for any business, services or confidential information or if the intent is to bias a decision. No employee shall give, offer, promise to offer, or authorize the offer, directly or indirectly, of anything of value (such as money, securities, goods or services) to government officials, customers, potential customers, foreign officials including officials

of any public international organizations or any other entity which could be regarded as influencing any business decision or obtaining improper advantage.

- Do not offer or accept bribes, kickbacks or any other kind of improper payment including facilitation payments.
- In some exceptions, where gifts and entertainment is required to conduct business, you may receive them up to individual transaction value of INR 1000 only with full disclosure to your HOD/Manager.

6.2 **Be proactive and manage conflicts of interest**

A conflict of interest may occur when your interests or activities affect your ability to make objective decisions for SLL. The conflicting interest need not necessarily be limited to mean financial gains and could include personal benefits like professional advancement or favours for colleagues. Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict. Conflicts of interest can undermine the trust others place in us and damage our reputation.

If you believe a conflict or potential conflict exists, discuss it with your HOD or manager, the Legal & Compliance Department or HR.

Some examples of conflicts of interest are:

- a. Outside jobs and affiliations with competitors, customers or suppliers
- b. Unauthorized use, or disclosure of information about our customers or business partners for personal advantage
- c. Accepting an expensive gift, entertainment or business courtesy from a supplier or service provider that could potentially result in a conflict of interest in dealing with the supplier or service provider.
- d. Engaging in an activity that is in competition with SLL
- e. Using proprietary or confidential information of SLL for personal gain.
- f. Relationships with family members and close personal friends can influence our decisions. It is important to be careful about Company business decisions that involve close personal relationships.

To prevent conflicts of interest:

- Employee must avoid conducting the Company's business with your relative, or with a business in which a relative is associated in any significant role. If such a related-party transaction is

unavoidable, the employee must fully disclose the nature of the related-party transaction to HR manager.

- Avoid supervising or taking part in the hiring or promotion of a family member or close personal relationships.
- Employees are required to obtain approval from the HOD or Manager before accepting any directorship / assignment in any company other than SLL and Associates etc.

6.3 **Anticompetitive**

We at SLL believe in free and open competition and we never engage in improper practices that may limit competition through illegal and unfair means. We do not enter into agreements with competitors to engage in any anticompetitive behaviour, including setting prices or dividing up customers, suppliers or markets. Competition and Antitrust laws are complex and often fact specific. For this reason, if you have any questions consult our Legal team. Do not engage in the activity like any form of agreement or understanding with competitors to fix prices, rig bids, allocate customers and/or restrict supply.

6.4 **Anti-money laundering**

Anti-money laundering refers to a set of laws, regulations, and procedures intended to prevent criminals from disguising illegally obtained funds as legitimate income. Money laundering is the process of hiding illegal funds or making them look as though they are legitimate. It also covers the use of legitimate funds to support crime or terrorism, market manipulation, trade in illegal goods, corruption of public funds, and tax evasion.

SLL is committed to complying with all anti-money laundering laws and regulations around the world, as applicable to SLL.

6.5 **Anti-corruption and anti-bribery laws**

SLL conducts its business free from the influence of corruption and bribery. SLL takes a strong stance against corruption and bribery consistent with the anti-bribery and anti-corruption laws. Employees and business partners are expected to be aware of and follow all anti-corruption and anti-bribery laws everywhere we do business. It is our duty to follow local and internationally applicable laws and ethical standards prohibiting bribery and corruption, and to avoid inappropriately influencing the medical decisions of healthcare professionals and the purchasing decisions of the entities that buy our products and services.

We demand the same from our business partners. We strictly prohibit bribes, fraudulent conduct, kickbacks, illegal payments and any other offer of items of value that may inappropriately influence or secure an improper advantage with a government official, healthcare professional or customer.

6.6 **Our stance on political activity**

As an individual, you have the right to personally participate in the political process. However, you need to make it clear that your personal views and actions are not those of SLL.

- a. Do not use company funds or resources to support any political candidate or party.
- b. Holding or contesting an election for any political post by any employee is discouraged as it could interfere with the performance and discharge of responsibilities towards the Company.

7. FINANCIAL INTEGRITY AND OUR ASSETS

7.1 Maintain accurate and complete information and records

Our stakeholders rely on our accurate and complete disclosures and business records. Such information is also essential within SLL so that we can make good decisions.

- a. Ensure all transactions are properly authorized, recorded and reported, as required
- b. Follow applicable laws and SLL Requirements when creating, maintaining, retaining or destroying documents including those in electronic formats.

7.2 Confidential information

One of our most valuable assets is information. Information that is not generally disclosed and could be helpful to SLL or would be to competitors must be protected. The unauthorized release of confidential information can cause SLL to lose a critical competitive advantage, embarrass the Company, and damage our relationships with customers and others.

“Confidential information” includes but is not limited to the following:

- Client lists, vendor lists, client agreements, and vendor agreements
- Computer programs and related data and materials
- Research and development procedures and test results
- Financial information and projections
- Employee files and other information related to human resources and benefits systems and content.

7.3 Protect SLL’s assets and Intellectual property

We rely on Company assets to support our work every day. Company assets include facilities, property and equipment, computers and IT systems, information, corporate opportunities, funds, intellectual property, raw materials, supplies and other assets are placed in our care and should be used only for legal, appropriate reasons.

- a. Make sure our assets are not applied for personal benefit and/or benefit of your related party
- b. Make sure your user IDs and passwords are secure
- c. Limited personal use of computer equipment, phones, email and internet access will usually be acceptable
- d. Do not share SLL information in public forums or on social media.



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The intellectual property and confidential information of the Company are irreplaceable assets. We must secure and protect the use of these valuable assets. Intellectual property includes copyrights, patents, trademarks, product and package designs, brand names and logos, research and development, inventions and trade secrets.