

CODE OF ETHICS AND BUSINESS CONDUCT

1. INTRODUCTION

The Company is committed to maintaining the highest standards of ethical conduct. This Code of Business Conduct and Ethics (the Code) reflects the business practices and principles of behaviour that support this commitment. Our Board is responsible for setting the standards of conduct contained in the Code and for updating these standards as appropriate to reflect legal and regulatory developments. We expect every Director, every member of the Senior Management and every employee to read and understand this Code and its application to the performance of his or her responsibilities.

This code of conduct and ethics is adopted to:

- a) Set standards of corporate governance by complying with laws, rules and regulations applicable to the Company and applicable policies and procedures adopted by the Company and to fulfill the responsibilities to stakeholders.
- b) Set and implement high standards of transparency, integrity, accountability and corporate social responsibility in all dealings.

The “Code of Ethics and Business Conduct” of the Company is based on the following fundamental principles:

- Lay solid foundations for management.
- Structure the Board to add value.
- Promote ethical and responsible decision-making.
- Safeguard integrity in financial reporting.
- Make timely and balanced disclosures.
- Recognize and manage business risks.
- Respect the rights of the shareholders.
- Encourage enhanced performance.
- Remunerate fairly and responsibly.
- Recognize the legitimate interest of the stakeholders.
- Legal and Statutory compliances in letter and spirit.

2 APPLICABILITY:

This Code is applicable to the following Senior Management of the Company referred to as 'Officers':

- All the Board of Directors
- Chief Financial Officer
- Company Secretary and other
- Designated Employees

and all other employees of the company.

Ethical Business Conduct is critical to our Business. Accordingly, Officers and employees are expected to read and understand this Code and uphold these standards in day-to-day activities, and comply with all applicable laws, rules and regulations, the Code and all applicable policies and procedures adopted by the Company that govern the conduct of its Officers and employees, as enumerated hereunder:

3 Honest & Ethical Conduct

All officers and employees are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working on the Company's premises, at offsite locations where the Company's business is being conducted, at Company sponsored business and social events, or at any other place where they are representing Company.

Honest conduct is a conduct that is free from fraud or deception. Ethical conduct is ethical handling of actual or apparent conflicts of interest between personal and professional relationship.

4. Conflicts of Interest

The Officers and employees of the Company shall not engage in any business, relationship or activity, which might detrimentally conflict with the interest of his company. A conflict of interest, actual or potential, may arise where, directly or indirectly if an officer or employee of the company:

- a) engages in a business, relationship or activity with anyone who is party to a transaction with his or her company;
- b) is in a position to derive a personal benefit or a benefit to any of his or her relatives by making or influencing decisions relating to any transaction;
- b) An independent judgment of the company's or the group's best interest cannot be exercised. The main areas of such actual or potential conflicts of interest would include the following:

- the Officer of the Company conducting business on behalf of his or her company, or being in a position to influence a decision with regard to his or her company's business with a supplier or customer of which his or her relative is a principal, officer or representative, resulting in a benefit to him/ her or his/ her relative.
- the Officer or a member of his or her family, receives improper personal benefits as a result of his or her position with a Company, whether received from that Company or a third party.
- Acceptance of gifts, donations, hospitality and/ or entertainment beyond the customary level from existing or potential suppliers, customers or other third parties which have business dealings with the Company.

Notwithstanding that such or other instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested employees should be made to the Company's management. It is also incumbent upon every employee to make a full disclosure of any interest which the employee or the employee's immediate family, which would include parents, spouse and children, may have in a company or firm which is a supplier, customer, distributor of or has other business dealings with his company.

Every officer who is required to make a disclosure as mentioned above shall do so, in writing, to his or her immediate superior, who shall forward the CEO / CMD and/ or to the board of directors/ executive committee appointed by the board and, upon a decision being taken in the matter, the officer concerned will be required to take necessary action as advised to resolve/avoid the conflict.

If an officer fails to make a disclosure as required herein, and the management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the officer, the management would take a serious view of the matter and consider suitable disciplinary action against the officer.

5. Exclusivity

All the officers and employees are expected to devote their full attention with integrity and honesty to the business interests of the company. They are prohibited from engaging in any activity that interferes with his proper discharge of responsibilities of the company or is in conflict with or prejudicial to the interest of the company. They should act in good faith, with responsibility due on competence, diligence and independence and in a manner to enhance and maintain the reputation of the company. All officers shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise.

6. Shareholders

Hindustan Bio Sciences Limited shall be committed to enhancing shareholder value and complying with all regulations and laws that govern shareholder rights and to act in the best interest of, and fulfill their fiduciary duties to the stakeholders of the company. The Board of Directors of the company shall duly and fairly inform its shareholders about all relevant aspects of the company's business and disclose such information in accordance with the respective regulations and agreements.

7. Corporate Opportunities

The Officers shall not exploit for their own personal gain, opportunities that are discovered through the use of Company Property, information or position, or compete with the Company unless the opportunity is disclosed fully in writing to the Company's Board of directors and the Board declines to pursue such opportunity.

8. Fair Dealing

Each Officer should endeavor to deal fairly with the respective Company's customers, suppliers, lenders, creditors, competitors, officers, and employees. All officers shall ensure that in their dealings with suppliers and customers, the company's interests are never compromised. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, money laundering or any other unfair dealing practice. Inappropriate use of proprietary information, misusing trade secret information that was obtained without the Company or the Board consent, or inducing such disclosures by past or present employees of other companies is prohibited. An Officer must perform his or her duties in good faith, acting honestly, free from the intention to defraud.

9. Equal-opportunities employer

Hindustan Bio Sciences Limited must ensure that there shall be equal opportunities for all its employees and all qualified applicants for employment without regard to their race, caste, religion, colour, ancestry, marital status, gender, age, nationality or ethnic origin.

Employee policies and practices shall promote diversity and equality in the work place, as well as compliance with the local labour laws and in all matters equal opportunity is provided to those eligible and the decisions are merit based.

Minimum Wages and Benefits

Employees shall be paid minimum wages prescribed by local laws. Hindustan Bio Sciences Limited's endeavours to provide all other benefits to its employees on par with the industry. Hindustan Bio Sciences Limited also adheres to the best HR practices in relation to wages and working hours, besides complying with all legal regulations.

Forced labour or child labour

Hindustan Bio Sciences Limited do not engage any child labour and bonded labour. Any person seeking employment in Hindustan Bio Sciences Limited should have completed 18 years of age.

No Corporal Punishment

Neither corporal punishment nor any other form of physical or psychological coercion shall be used on employees.

Freedom of Association

The lawful exercise of employee's right of forming association and collective bargaining shall be respected. The officers shall not interfere in the lawful exercise of these rights by the employees.

10. Anti Harassment Policy

Employees of Hindustan Bio Sciences Limited shall be treated with dignity and in accordance with the Hindustan Bio Sciences Limited's policy of maintaining a work environment free of all forms of harassment, whether physical, verbal or psychological and respect for the right to privacy and the right to be heard.

Work place harassment is defined as any action that inappropriately or unreasonably creates an intimidating, hostile or offensive work environment like unwelcome comments based on race, gender, religion or nationality. The officers should adhere to and facilitate effective functioning of the Company's mechanism for redressal of complaints of harassment of any nature as per established policies and principles.

Sexual Harassment

The company is committed to maintaining a professional work environment and strongly disapproves of all forms of sexual harassment. Employees who believe they have been subjected to sexual harassment or who have witnessed such harassment should report to their immediate supervisor, who will take immediate action against the person who has harassed the women employee.

Sexual Harassment is a form of a sexual nature that affects the dignity of women at work. Sexual harassment includes, but not limited to demanding sexual considerations in exchange for favor in the job, threatening or taking adverse employment actions, if sexual favors are not granted or unwelcome physical contact.

11. Health, safety and environment

It is Hindustan Bio Sciences Limited's policy to protect the environment and to provide for and regularly improve upon a healthy, safe and secure working environment for its employees. The company conducts its operations so to avoid or minimize any possible adverse impact on the environment or employees and expects all employees to obey those laws and regulations to protect the environment and the health and safety of employees. It shall prevent the wasteful use of natural resources and be committed to improving the environment.

12. Corporate Social Responsibility

Hindustan Bio Sciences Limited shall be committed to good corporate citizenship, not only in compliance of all relevant laws and regulations but also to promote the public interest by encouraging community growth and development and voluntarily eliminating practices that harm the public sphere and to achieve long term sustainable success for the community at large. We were given a world and we strive not only to protect it but to enhance it for future generations.

13. Political non-alignment

Hindustan Bio Sciences Limited shall not support any specific political party or candidate for political office. The company's conduct shall preclude any activity that could be interpreted as mutual dependence / favor with any political body or person, and shall not offer or give any company funds or property as donations to any political party, candidate or campaign.

14. Gifts and Donations

The Company's policy prohibits the receipt of gifts particularly from Hindustan Bio Sciences Limited duals or firms with which the company has business dealings. Employees shall neither receive nor offer or make, directly or indirectly, any legal payments, remuneration, gifts, donations or comparable benefits that are intended or perceived to obtain uncompetitive favors of the conduct of its business.

15. Confidentiality

The term “confidential information” includes, but is not limited to, non-public information that might be of use to competitors of the Company, or harmful to the Company or its customers if disclosed. The Officers and employees shall not disclose/reveal any facts/figures/ information/trade secrets or confidential documents in written/verbal form, obtained during the course of business relationship with Company to any person(s)/ authority /organization / statutory body unless required by law, regulations or legal proceedings with specific written permission of or intimation to the company.

16. Securities transactions and confidential information

The Officers and employees of the Company and his or her immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company, which is not in the public domain and thus constitutes insider information.

The Officers and employees of the Company shall not use or proliferate information which is not available to the investing public and which therefore constitutes insider information for making or giving advice on investment decisions on the securities of the respective company on which such insider information has been obtained.

Such insider information might include the following:

- Periodical financial results of the Company;
- acquisition and divestiture of businesses or business units;
- financial information such as profits, earnings and Hindustan Bio Sciences Limited dends;
- announcement of new product introductions or developments;
- asset revaluations;
- investment decisions/ plans;
- restructuring plans;
- major supply and delivery agreements;
- raising finances;
- issue of new securities and buy back of its own shares;
- expansion/ new projects;
- disposal of whole or substantial part of the Undertaking; and
- amalgamation, merger or takeover.

17. Protecting Company assets

The assets of the Company should not be misused but employed for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary or patent information, relationships with customers and suppliers, etc.

18. Regulatory compliance

The Company and every Officer of the Company shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he or she operates. Officers must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers and to know when to seek advice from higher authorities / outside experts. Every Officer of the company shall also ensure compliance to the financial reporting regulations and procedures and assist the Audit Committee of the Board for ensuring a fair and proper financial, accounting and internal accounting systems and controls.

Violations of applicable governmental laws, rules and regulations may subject them to inHindustan Bio Sciences Limited dual criminal or civil liability, as well as to disciplinary action by the Company.

19. Code for Independent Directors

1. During the tenure of appointment, an Independent Director *will*:

faithfully, efficiently, competently, diligently, and in willing co-operation with others, perform your duties as an independent non- executive director and carry out all reasonable and lawful directions given by or under the authority of the Board and use your best endeavours to promote and extend the interests and reputation of the Company;

comply with the Articles of Association of the company, Code of Conduct for Independent Directors, any relevant internal guidelines and codes, including (but not limited to) the Code of Ethics and Business Conduct for Board and Senior Management and Hindustan Bio Sciences Limited's Code on Insider Trading.

Attend the Board/ Committee meetings, extraordinary and annual general meetings of the Company as and when required; and

Promptly declare, so far as you are aware, the nature of any interest, whether direct or indirect, in any contract or proposed contract entered into by the Company.

2. The Company has established formal Audit committee, Compensation, Nomination and Remuneration Committee, CSR Committee and Stakeholders Relationship Committees. An Independent director may be appointed by the Board to be a member of such committees as the Board may decide. Independent Director will be expected to serve such committees as may be decided by the Board and attend meetings of such committees and serve on

any other committees as the Board may require from time to time and exercise any functions as are specifically delegated to him/ her by the Board.

3. An Independent director will have the same general legal responsibilities to the Company as any other member of the Board in ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the laws and relevant standards.
4. An Independent Director will comply with the relevant provisions of the Companies Act, 2013, SEBI LODR Regulations 2015 and other applicable laws and regulations.
5. Any communication with or requests for information by press, investors, market analysts or other third parties should be referred to the Chairman for the time being of the Company.
6. Non-executive directors do not have authority to commit the Company in any way, without the express authorisation of the Board and are not expected to undertake any executive duties or to assume executive responsibilities.

20. Compliance with Code of Conduct:

If any officer and employee of the company who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, he/she must immediately report the same to the Board of Directors or any designated person/ committee thereof. Such person should as far as possible provide the details of suspected violations with all known particulars relating to the issue. The Company recognizes that resolving such problems or concerns will advance the overall interests of the Company that will help to safeguard the Company's assets, financial integrity and reputation.

Violations of this Code of Ethics will result in disciplinary action, which may even include termination/ removal from the office of the Company. The Company's Board or any Committee/ person designated by the Board for this purpose shall determine appropriate action in response to violations of this Code of Ethics.

21. Interpretation of Code

Any question or interpretation under this Code of Ethics and Business Conduct will be handled by the Board or any person / committee authorised by the Board of the Company.

22. Waiver / Amendment of the Code

The Board of Directors or CEO/ CMD of the company has the authority to waive compliance with this Code of business conduct for any director, officer of the Company. The person-seeking waiver of this Code shall make full disclosure of the particular circumstances to the Board or CEO/ CMD of the company.

Further, the company is committed to continuously reviewing and updating its policies and procedures. Therefore, this Code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the company's Board of Directors / CEO/ CMD and promptly disclosed on the company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of such amendment or waiver.

23. CERTIFICATION

Each of the Directors and members of the Senior Management and every other person to whom this Code is made applicable, shall file with the Company Secretary of the Company, or any other person appointed for this purpose, a certificate addressed to the Board of Directors, by the 1st of April of every year, confirming his/ her compliance with the provisions of this Code.

24. Acknowledgement of receipt of Code of Ethics and Business Conduct by Board Members, Senior Management Officials and other Employees of the Company.

Each of the Officers and employee of the company shall acknowledge receipt of the Code and confirm having received and read the Company's "Code of Ethics and Business Conduct" (the "Code") and agree to comply with the code.
