



***Shilpa Medicare Limited***

# CODE OF BUSINESS CONDUCT & ETHICS

OUR CODE | OUR GUIDE | OUR VALUES



## OUR CODE *OUTLINE:*

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## 1. INTRODUCTION

**Our code support and guide our leadership in establishing the strategic direction of the Company. Our values, our beliefs and our thoughts guide our people. It emphasizes our commitment to integrity in every relationship and with every transaction.**

**Shilpa Medicare Limited (“The Company”)** is one of the leading API and formulations manufacturers with strong capabilities in the therapeutic area of oncology. It is the Family of thousands of people working across many countries, speaking multiple languages, all connected with one purpose – **Innovating for affordable healthcare.**

With active fieldwork, dedicated research and recognition of the efforts of those who work behind the scenes to combat illness and disease, we help as many people as we can to secure their right to good health.

The Company has continued to expand its leadership position and global footprint in a strongly competitive business environment. We attribute this success and growth to the experience and expertise of our people.

The way we work every day is important to us. . We work together with trust, openness, honesty and respect. This helped us build and reinforce a culture of superior performance embedded with a strong value system and governance framework. We strive to be compliant with laws, regulations and policies; we endeavor to conduct ourselves in a manner beyond reproach. Our Responsibilities—Personal Integrity, Corporate Values and Ethical Principles, build a culture where people are motivated, engaged, valued and growing. Our people make the difference and are the essence of the Company.

This booklet is not a set of rules. It is a resource to be used in making decisions that will affect us all. It provides guidance in assessing situations. It sets out the fundamental values, standards and guidelines for stakeholders and employee conduct at work, and provides avenues for employees to report any violations, misconduct or malpractices, without fear of punishment or retribution. It is mandatory for all employees and stakeholders of the Company to comply with code in letter and in spirit.

The Board of Directors of **Shilpa Medicare Limited (“The Company”)** has Approved this Code of Business Conduct and Ethics (“Code”) on \_\_\_\_ July 2022



## 2. COVERAGE OF THIS POLICY

### **Applicability**

This Code is applicable to all employees (whether permanent, temporary or on contract, direct or through contractor, retainer or full-time consultant), and members of the Board of Directors of the Company (“Personnel”). Unless the context requires otherwise, the term “Company” or “Shilpa Medicare Limited” in this Code includes its subsidiaries, associates, joint venture, affiliates and the business units within and outside India, The Company also expects its business partners including suppliers, service providers, and agents, channel partners (dealers, distributors and others) to adhere to the principles of the code. If you have a management role, you have additional responsibilities to help your Employees review, understand and apply the Code.

### **Purpose**

This Code intends to foster and maintain trust and confidence in management and promote professionalism and integrity amongst Employees, customers and business partners. This Code serves as a guide for our daily business interactions, reflecting our standard for appropriate behavior and our corporate values. The Code clearly conveys to each of us that the manner in which we achieve our business results matters just as much as achieving them. Reading, understanding and living this Code promotes business activities with the highest ethical, legal and professional standards. The Code is not meant to anticipate every situation. Instead, it is designed to support ethical decision-making based on the core values, guided by Company policies as well as applicable laws and regulations.

### **Compliance**

Individuals covered in this Code shall be responsible for achieving their goals efficiently and effectively, while being aligned to overall business goals and values of the Company. All Individuals covered in this Code must acknowledge and adopt this Code. Please use this Code as an ongoing resource to guide your daily activity.

Most importantly, all Personnel are responsible for demonstrating integrity and leadership by complying with the provisions of this Code, Company policies and all applicable laws. Wherever a conflict between the Code and a specific local law might arise, the strictest rule prevails.



### 3. OUR CORE VALUES

➤ ***Personal Integrity, Corporate Values and Ethical Principles:***

We hold ourselves to the highest ethical standards. We interact in an open, honest positive manner and be guided by what is right. We conduct ourselves with uncompromising integrity and honesty and insist on the highest ethical standards and transparency from our Employees in all interactions. Everything we do must stand public scrutiny.

➤ ***Passion for Excellence:***

We strive to achieve the best in everything we do. We relentlessly pursue excellence through innovation and continuous improvement in all our projects, processes and products. To set our standards, we benchmark with the best.

➤ ***Team Work:***

We believe that the Culture of the Group is a reflection of the Belief system of the Group. We work together with trust, openness, and respect. We align efforts and energies of our people across all levels and geographies to deliver outstanding results to our stakeholders. We encourage diverse opinions and yet work together in a coordinated and mutually supportive way.

➤ ***Inspired People:***

Build a culture where people are motivated, engaged, valued and growing. Our people make the difference and are the essence of the Company. Performance driven work culture and Value creation through innovation & differentiation. Our Values, our beliefs and our thoughts guide our people.

➤ ***Entrepreneurial Spirit:***

We empower our Employees to generate new ideas, explore avenues and offer solutions that add exceptional value. We encourage them to build ownership in all endeavors by assuming responsibility with passion and conviction.

➤ ***Customer Focus:***

We strive to understand and meet customer needs in a professional and responsive manner. We focus on building long-term partnerships for mutual benefit and take responsibility for delivering on our commitment.



## **4. EXPECTATIONS AND STANDARDS OF PROFESSIONALISM**

### **Honest and Ethical Conduct and Fair Dealing**

All Personnel should endeavor to deal honestly, ethically and fairly with the Company's suppliers, distributors, customers, competitors, agents, independent contractors, consultants and shareholders. Statements regarding Company's products and services must not be untrue, misleading, deceptive or fraudulent. All Personnel is prohibited from taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice.

All Employees must conduct themselves in accordance with the highest ethical standards and professionalism, including:

- Maintaining integrity and honesty in interactions
- Sharing information and resources and managing time effectively
- Demonstrating responsibility and accountability and being committed to superior work product
- Supporting an open and mutually supportive environment
- Addressing conflict to resolve differences

Those colleagues, who manage, supervise or direct other Employees have additional responsibilities pursuant to the Code, including:

- Promoting compliance and ethics by example
- Ensuring teams are knowledgeable on the Code and have access to information and resources
- Monitoring compliance among the colleagues that you supervise
- Supporting Employees who in good faith raise questions or concerns
- Enforcing the Code consistently

To maintain the Company's reputation, compliance with our quality processes and safety requirements is essential. In the context of ethics, quality requires that our products and services reflect our ethical obligations. All operations must be conducted in accordance with all applicable laws and regulations.



## 5. WORK PLACE CONDUCT

***“We are committed to promote diversity and mutual trust in the workplace and provide equal opportunity for all individuals.”***

### I. **EMPLOYEES**

#### ➤ **Equal Opportunity Diversity:**

We value diversity and inclusion. We are committed to promote diversity and mutual trust in the workplace and provide equal opportunity for all individuals covered in this Code, regardless of race, color, religion, age, gender, sexual orientation, nationality, disability and other factors as may be covered in local Labor laws.

With diversity comes many unique ideas, viewpoints, talents and values that contribute positively to our ability to attract Employees and work with customers in today's global marketplace.

#### ➤ **Anti - Harassment:**

Company is committed to provide a work environment that is free of all kinds of harassment or any other disrespectful conduct, whether engaged in by fellow Employees, by a supervisor or manager or by someone not directly connected to Company (e.g., an outside vendor, consultant or customer).

Harassment can come in many forms, including physical actions, verbal or written remarks or visual depictions. The Company will not use any form of forced, compulsory, trafficked, child or involuntary labor.

The Company asserts a zero-tolerance policy towards sexual harassment. Sexual harassment as a subset of harassment includes any unwelcome sexual advances, requests for sexual favors and other verbal or physical harassment of a sexual nature

## Understanding Discrimination/Harassment : Real Life Examples of Behaviours

- Gossiping about a co-worker's legal, financial or personal problems
- Exposing confidential information about a co-worker's family member.
- Intentionally excluding a colleague from office celebrations or discussions, to discriminate.
- Excusing insulting jokes with "Oh, you know I didn't mean anything by that."
- Telling a co-worker "what happened to the last person who complained."
- Complaining about "some people" taking time off for religious observations.
- Preventing an employee from taking training or tests required for promotion.
- Writing unwarranted, negative performance reviews for an employee.

**Harassment is unacceptable whether in the workplace or in any work-related setting outside the workplace, such as during business trips, business meetings and business-related social events**

**"Superiors need to be alert to any potential cases of intimidation or harassment, And ensure that this situation is addressed as soon as possible".**

### ➤ **Ethical Conduct:**

Ethical conduct means performing one's duties or responsibilities with high moral standards, professionalism, honesty, integrity, transparency and fairness.

Individuals covered in this Code shall exhibit ethically appropriate behaviour and ensure that Company's reputation is not adversely impacted.

**Ask yourself when faced with an ethical decision -----What Should We Do??**

- ✚ Act with integrity, honesty and transparency.
- ✚ Perform your job honestly to meet the ultimate goal to serve and contribute to the society.
- ✚ Comply with the best practices to deliver the best quality.
- ✚ Respect your colleagues and collaborate to work as a team





**In this challenging economy, can we afford to make this kind of commitment to ethics?**

Ethics are a critical enabler of our success. It is all about honesty, which has helped us earn the trust of our stakeholders and grow. Honesty is the foundation of successful relationships with customers, competitors, and colleagues. It is important for us to avoid legal and regulatory hurdles, but in the long run, it is even more important to maintain a reputation as an honest Company.

**II. PRODUCT SAFETY AND QUALITY**

Product safety and quality are first at Shilpa Medicare Limited. The Company is committed to maintain excellent quality standards for all its products. The Company ensures quality of its products by implementing best practices, compliance with national and international regulatory requirements and Good Manufacturing Practice (GMP), for all of its manufacturing and operational processes.

Stakeholders covered in this Code shall ensure that all applicable quality guidelines are followed while performing their duties and responsibilities. They shall, in their business conduct, comply with all applicable laws and regulations, in letter and spirit, irrespective of their location.



### III. **CONFIDENTIALITY**

The Company is committed to safety, confidentiality and protecting the rights of participants in our research activities by upholding the highest ethical standards.

Confidential and proprietary information generated and gathered in our business is a valuable Company asset. Protecting this information is vital to our continued growth and ability to compete. All confidential and proprietary information should be maintained in strict confidence, except when disclosure is authorized by the Company.

All Personnel and stakeholders is required to use Confidential Information of Shilpa Medicare Limited for business purposes only and must always keep such information in strict confidence. This responsibility extends to Confidential Information of third parties that the Company has received under confidential disclosure agreements.



## 6. ENVIRONMENT HEALTH AND SAFETY

The Company is committed towards providing a safe, healthy and clean working environment for people covered in this Code. The Company is also committed to prevent 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.

Health and safety is an integral part of our business activities. Employees have the duty to take care of health and safety measures, to follow the relevant regulations and work instructions and to use protective clothing, gear or equipment as required by law. Employees must not participate in any aggressive or intimidating behavior, whether verbal or physical, that endangers or creates a perception of intentionally damaging people or property

### ADAPT:

- Observe all safety rules and practices and follow the instructions of your supervisor or manager.
- Allow only certified people to operate specialized equipment.
- Be sure you understand all procedures related to your job. Speak to your supervisor if you have questions or need more training.
- To protect yourself from safety hazards, always wear all personal protective equipment such as gloves, hard hats, goggles, or hearing protection, required for the task you are performing.
- If you lose or damage any of your equipment, request a replacement immediately

We aim to achieve an environment free of substance abuse for the health and well-being of all colleagues. Possession, use, sale or purchase of illegal or unauthorized drugs anywhere is strictly prohibited. The use, influence or possession of alcoholic beverages while at work or in the workplace is prohibited.



Stakeholders covered in this Code and other individuals working for the Company are required to adhere to the Environment, Health and Safety guidelines while performing their duties / responsibilities. They shall help to ensure that those they work with, including contractors and visitors, are familiar with and follow the applicable health and safety procedures and instructions.

## **7. ANTI – BRIBERY & ANTI - CORRUPTION**

“Bribery” refers to offering, giving, promising, soliciting, or accepting anything of value (financial or non-financial) to a government official or any other person, directly or indirectly through a third party, to improperly influence that person in the performance of a duty or to obtain or retain business or any undue business advantage.

“Corruption” refers to the abuse of entrusted power for personal gain. Bribery and fraud are considered corrupt practices.

“Kickback” is a form of corruption that involves two parties agreeing that a portion of their sales or profits will be kicked back (given back) to the purchasing party in exchange for making the deal.

Shilpa Medicare Limited prohibits all forms of bribery or corruption, whether private or public, and any business conduct that could create the perception of improper influence or to gain any unfair business advantage. This prohibition extends to third parties acting on the Company’s behalf.

Company is committed to conducting its business ethically and in compliance with all applicable anti-bribery and anti-corruption laws and will not tolerate any business transaction or activity that violates the anti-bribery and anti-corruption laws and regulations of any country or region in which Company conducts business.

Bribery and corruption activities are not only a Code violation; they can also be a serious violation of criminal and civil anti-bribery and anti-corruption laws in various countries. No individual covered in this Code, either directly or through a business associate or other third party, may make a payment, bribe or kickback, or offer an improper financial advantage to any person for the purpose of obtaining or retaining business or other services. When you become aware of any potential or actual corrupt arrangement or agreement must not conceal this, speak up, and report it.



## 8. ANTI – MONEY LAUNDERING

***“Shilpa Medicare Limited prohibits from participating in or facilitating money Laundering in any manner”***

### ***What is money laundering?***

*Money laundering is the illegal process of concealing the origins of money obtained illegally by passing it through a complex sequence of banking transfers or commercial transactions. The overall scheme of this process returns the money to the launderer in an obscure and indirect way*

Company complies with all relevant national and international laws and regulations relating to the crime of money laundering. We are fully committed to the international fight against the financing of terrorism or drug trafficking. It is our objective to conduct business only with reputable customers and business partners who are involved in lawful business activities and whose funds are derived from legitimate sources.

You should always ensure that you are conducting business with reputable vendors and customers, for legitimate business purposes, with legitimate funds. Check for “red flags” such as requests from a potential customer or supplier for cash payments or other unusual payment terms. If you suspect money-laundering activities, do report it in accordance with this Code to the Compliance Officer.



## *9. THIRD PARTY ENGAGEMENT*

Our responsibility does not end at our premises. Shilpa Medicare Limited engages third parties who share our passion for excellence, and we build strong business relationships based on ethical business practices. Third parties acting on behalf of Company include consultants, agents, distributors, intermediaries, freight forwarders, customs brokers, accounting or law firms, companies that provide assistance with obtaining visas, permits, licenses or inspection certificates, as well as joint venture, R&D collaboration or strategic alliance partners.

Third parties must act consistently with this Code. Company Employees must be diligent when selecting, retaining and overseeing third party activity. Shilpa Medicare Limited acts as catalysts to cascade responsible practices across our entire value chain. Any member of our value chain found to be indulging in irresponsible, unfair and unethical business practices should be condemned and appropriate action should be taken.

## 10. GIFT AND HOSPITALITY

Offering or receiving any gift, gratuity or entertainment that might be perceived to improperly influence a business decision must be avoided. Gifts of cash or cash equivalents (such as gift cards or gift certificates) must never be offered or received. **In addition, you must never solicit a gift or entertainment.**

**All at Shilpa Medicare Limited must adhere to the following principles as well as any local policies in your country:**

- Gifts or entertainment may be accepted or offered when the value is reasonable and the purpose is in line with common courtesy or social adequacy in conformance with well-established local business practices unless prohibited by Company.
- Gifts or hospitality invitations from any current or potential third party are not to be solicited.
- The giving or receiving of any advantage while participating in on-going business negotiations, tender processes, contract award proceedings and the like with third parties is prohibited.
- Employees must not use their position to obtain any kind of benefit.
- Advantages of any kind to public or government officials must first be pre-approved by your supervisor and the Compliance officer.
- The giving or receiving of cash or cash-like gifts is prohibited.
- The value of any gift or hospitality invitation or the frequency of such items must not raise any question of an obligation on the part of the recipient.

**If in doubt about the appropriateness of accepting or giving a gift or providing entertainment, consult the Compliance Officer.**

*Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. All Personnel should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest and intended to serve legitimate business goals!*

## 11. FAIR COMPETITION

***“As the Company's business interests are spread across the world, Shilpa Medicare Limited may be subject to competition laws of various jurisdictions and all Personnel and Stakeholders shall comply with these laws”.***

National and international anti-trust laws are designed to protect fair and free competition. We compete with integrity; follow applicable antitrust and competition laws and any violation thereof will not be tolerated. In all regions and countries where we do business, we are committed to competing vigorously, but fairly, for customers and suppliers.

### ⊗COMPANY PROHIBITS ⊗

- ◆ Exchange sensitive information with direct competitors (e.g., on pricing, cost or terms/conditions).
- ◆ Discussions or contacts with suppliers and customers that unfairly restrict trade or exclude competitors from the marketplace.
- ◆ Agreements with competitors regarding allocating markets or customers.
- ◆ Agreements with others to boycott customers or suppliers.
- ◆ Enter into horizontal agreements, understandings or coordinated activities like:
  - Fix prices, premiums, rebates or specific elements thereof
  - Limit or restrict the kind or the quantity of products, solutions or services supplied
  - Allocate markets geographically or according to trading partners, customer segments or pharmaceutical product lines
- ◆ Enter into vertical agreements or arrangements with companies operating at different levels in the value chain such as distributors or suppliers that have the purpose or effect of eliminating or lessening free and fair competition.

***Violating antitrust laws is a serious matter and could place Company, Stakeholders and colleagues at risk of substantial criminal penalties and civil damages!***





## *12. COMPLIANCE WITH LAWS, NOTIFICATIONS & POLICIES*

Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. Our employees, stakeholders, customers and suppliers know they can rely on us because we comply with the laws, regulations and codes that govern the pharmaceutical industry.

Therefore, in conducting the business of the Company, all Personnel and stakeholders shall comply with applicable laws, rules, notifications from authorities' regulations and Company policies (including this Code of Conduct), in India and in any other jurisdiction in which the Company does business.

Non-compliance shall attract disciplinary action, including termination of employment. Ignorance of the law is no excuse. Although not all Personnel are expected to know the details of these laws, it is important to have sufficient knowledge about the applicable local, state and national laws to determine when to seek advice from supervisors, managers or other appropriate personnel of the Company. Timely legal consultation is essential to ensure that the Company's business interests and opportunities are protected.

### **Kindly Note:**

- The individuals covered in this Code, who knows of or suspects any violation of the applicable laws, regulations, or any of the Company's policies (including this Code) must immediately report it to the Company.
- The individuals covered in this Code shall provide details of the suspected violations to the extent of their knowledge.
- If you are in a situation outside India where regulations, rules or laws seem to conflict with our Code or applicable Indian regulations, consult your manager and see guidance from our legal and compliance function.

## 13. OTHER BUSINESS PRACTICES

### ➤ International Trade:


The Company is committed to complying with applicable local and international trade regulations that govern our operations. When we import product or commodities, we must ensure that the items are classified properly and assigned accurate valuations and country of origin. All documentation, import/export and customs paperwork must be accurate and complete.

Employees and Stakeholders involved in the import/export of goods must be familiar with applicable country laws, including those that may restrict the movement of goods across country borders such as trade embargoes against certain countries and individuals.

### ➤ Dealing with Media:

To facilitate achievement of our business plans, it is necessary to communicate our Plans and achievements in the most effective manner through media to our Internal & External Stakeholders including customers, employees, and to the community at large in which the Company operates.

No person other than members of the Corporate communications team is authorized to communicate on behalf of the Company or share any non-public information regarding Shilpa Medicare Limited with media or anyone outside the Company.

A cloud-shaped callout box with a black outline and a white background. Inside the cloud, the text is written in a bold, italicized, black font.

***No Employees are allowed to create a Social Media page or Account on behalf of the Company unless approved in writing by the Company!!!***

### ➤ Brand Name and Responsible Marketing:

The use of the brand name and trademark shall be governed by the Company's policy & relevant guidelines. No 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.

## 14. CONFLICT OF INTERESTS

***“WE DO NOT LET OUR PERSONAL INTERESTS UNDULY INFLUENCE OUR PROFESSIONAL JUDGEMENT.”***

### ❖ Conflict of Interest

A potentially undermine an individual’s ability to perform professional duties in an independent and objective manner. We must avoid situations where our personal or financial interests are in conflict or appear to conflict with those of the Company and the fairness and integrity of our judgments, decisions or actions at work could be compromised.

#### **REMEMBER!**

*Your decision-making must not be influenced by your private relationship.*

*Business decisions and actions must be based on the best interests of Company and must not be motivated by personal considerations or relationships.*

*You should not engage in any business activity, which could be detrimental to, or in competition with Company’s business activities.*

### ❖ Disclosure of Conflict of Interest

Individuals covered in this Code should avoid ‘conflicts-of-interest’ with the Company. In the likelihood of a potential conflict of interest, they should make full disclosure of all facts and circumstances to the Board of Directors or any Committee / officer nominated for this purpose by the Board and a prior written approval should be obtained. In case of an employee being a full-time Director, Chief Executive or Key Management personnel, approval shall be obtained from the Board of Directors of the Company. The Company reserves the right to take appropriate steps to ensure there is no conflict-of-interest situation.

### ❖ A few examples of conflict of interest are as follows:

- \* An employee starting a side business in direct competition with Company.
- \* Any consulting or employment relationship with any supplier, customer.
- \* Any significant ownership interest in any supplier, customer, development partner or competitor of the Company.
- \* Posting on social media about Company's weaknesses.
- \* The receipt of non-nominal gifts or excessive entertainment from any person /company with which the Company has current or prospective business dealings.
- \* Failing to investigate a subordinate or co-worker's wrongdoing because they are a friend.
- \* Any other activity that might adversely affect the Company, its business, or reputation.

### ❖ What should we do?

- \* Individuals covered in this Code are expected to act independently and diligently while performing their duties and responsibilities.
- \* Not all conflicts of interest are illegal but hiding them or failing to disclose them is.
- \* If it is not clear to individuals covered in this Code whether a conflict of interest exists, they should disclose the circumstances about which they are unsure in order to obtain necessary guidance.
- \* Individuals covered in this Code are encouraged to disclose circumstances which may be perceived as a conflict of interest even if no actual conflict of interest is believed to exist.



## 15. PROTECTION OF COMPANY ASSETS AND INTELLECTUAL PROPERTY

We all have the responsibility and duty to protect all physical, intellectual property and financial assets of the Company. They are essential in achieving our business objectives and gives the Company its competitive advantage in the marketplace. Direct or indirect disclosure of such information without proper authorization is prohibited, whether during employment with Company or any time thereafter.

Our physical assets, such as equipment, raw materials, products and research facilities, are instrumental to performing our day-to-day business operations. You are responsible for taking reasonable steps to prevent the theft, waste, misuse or damage to our assets, including all kinds of physical assets, movable, immovable and tangible property, corporate information and intellectual property.

You must not disclose confidential information to anyone within or outside of Company unless the recipient will generally need this information to carry out his or her assigned responsibilities as an Employee or Stakeholder of the Company, or third parties who have been properly authorized, *e.g.*, a non-disclosure agreement (NDA), to receive such information.

Likewise, disclosing login ID or password of an employee to another or any third party or unauthorized access by an employee to another employee's computer system, work, records or information or any act or omission resulting in such unauthorized access will be deemed as misconduct

All employee and stakeholders covered under this code are responsible for using good judgment to ensure that physical assets, intellectual property and financial assets of those we have been entrusted with by third parties are not damaged, stolen, leaked, misused or wasted.



## **DO'S AND DONT'S**

- Do not use Company assets for personal business, consulting work, or a similar private venture, or to support the business of another company or firm, outside fund raising activity, political activity, or lobbying.
- Do not use Company assets to be disruptive or offensive (e.g., involving sexually explicit materials, or materials that are discriminatory, hateful, or threatening) to others.
- Ensure that the Company property are not damaged, misused or wasted.
- Report to the IP team any suspected infringement of our copyrights, trademarks, patents, design rights, domain names and/or other intellectual property rights.
- Take precautions to protect confidential information by using passwords on our computers, encrypting information sent electronically, physically locking up equipment, and avoiding sharing sensitive information in public places where our conversations might be overheard.
- Employees / trainees of the Company, who are leaving the Company, shall ensure that they do not use/ disclose any of the Company's confidential information outside Company.

## 16. INSIDER TRADING

***“Be responsible to our shareholder - don’t trade on inside information”***

### ***What is Insider Trading?***

*Insider trading is defined as buying or selling a company’s stock based on “material, non-public information,” or confidential information that creates an unfair advantage over other investors who are not privy to that knowledge.*

*Insider information includes all non-public information, i.e., information that is not available to the public and that a reasonable investor would probably consider important in deciding whether to buy or sell a company’s shares.*

Individuals covered in this Code must not use/share insider information to buy or sell securities of the Company, whether directly or share with others and then obtain any indirect/ direct benefit.

Individuals covered in this Code shall strictly maintain confidentiality of information (including ‘Insider Information’) of the Company or that of any customer, supplier or business associate of the Company to whom the Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. Using such information for personal advantage or enabling others to profit from it are also prohibited.

Breaches of insider trading laws are taken very seriously around the world and sanctions can include imprisonment or hefty fines.



## 17. INFORMATION PROTECTION AND PERSONAL DATA PRIVACY

### ❖ Information Protection

Information is one of the Company's most valuable business assets. The Company is committed to safeguard and protect the information that we use for conducting business. This includes information that is entrusted to us, that we generate in the course of our work, and information that we need to communicate to others, including information from customers, employees, business partners, vendors, suppliers and shareholders.

***All individuals covered in this Code must safeguard information!***

Information shall be classified into the following classes to facilitate business transactions.

- 1. INTERNAL** – Information that shall ONLY be shared within the Company and never be disclosed outside the Company. This should ideally include company policies, guidelines, and information that is of use to all individuals under the ambit of this Code. They are required to protect INTERNAL information from accidental disclosure.
- 2. RESTRICTED** – Information that shall be shared ONLY with particular teams within the Company. This may include information about ongoing work, information from customers, partners and all information necessary to succeed at work. Individuals covered in this Code, who gain access to RESTRICTED information, must use approved sources for storing data. RESTRICTED data may be shared outside Company through a Confidentiality Disclosure Agreement.





- 3. CONFIDENTIAL** – Information that is confidential in nature, and all individuals covered in this Code are required to protect it from intended and accidental disclosure within and outside the Company. Especially information that provides the Company with a competitive advantage that supports its technical or financial position, and which, if disclosed without authorization, could cause damage to the Company. (e.g., our patents, trade secrets, formulas, customer data and plans for expansion, acquisition or major personnel changes). Unless specifically classified otherwise, all information shall be considered CONFIDENTIAL
- 4. PUBLIC** – Information obtained from a public source that maybe disclosed as necessary to gain professional advantage and portray the good work the company is doing. Individuals covered in this Code are prohibited from using such information for personal advantage or enable others to profit from it.

*“Take precautions to protect confidential information by using passwords on our computers, encrypting information sent electronically, physically locking up equipment, and avoiding sharing sensitive information in public places where our conversations might be overheard”.*



## ❖ Personal Data Privacy

Addressing the right of individuals to protection of personal data!

We respect the privacy of all individuals and the confidentiality of any personal data that the Company holds about them. When collecting, using, or storing personal data, it shall be ensured by each employee, stakeholders that they abide by the following:

- Data is obtained from the individual with the level of consent required by local laws or internal policies, including where personal data is obtained from third parties.
- Data collected is adequate, relevant and used solely for the purpose for which it is collected.
- Personal data is used in accordance with relevant published Privacy laws.
- Personal data is kept confidential and secure.

### What Should We Do?

- We should comply with applicable laws while collecting and using personal data. Allow only certified people to operate specialized equipment.
- We should collect and use personal data as necessary for conducting lawful, legitimate, and stated purposes.
- We should put in place adequate measures to maintain confidentiality and secure storage of personal data.
- We should share the personal data with people such as business partners who have the legitimate need to use it and bind them contractually with strict obligations to use and process personal data in a lawful manner for agreed stated purpose

## 18. ACCURATE RECORDS & MATERIAL DISCLOSURE

### ❖ Accurate Records

***Paperwork is not just routine. Maintaining records are a critical part of our Company's success!***

Shareholders, management and other interested parties rely on the integrity of our financial information in order to make informed decisions. The accurate and proper retention of our financial documents and records is also essential to our business in building trust with our shareholders, customers, Employees and business partners. As such, we must maintain all documents, files and other covered communications according to accounting standards and all applicable requirements and our internal policies.

Accurate, complete and honest recording and reporting of financial and non-financial information are important for our:

- \* Credibility and reputation
- \* Legal and regulatory obligations
- \* Ability to make accurate projections and business decisions
- \* Responsibility to our shareholders and other external stakeholders

All Individuals have a responsibility to ensure that all transactions are recorded accurately and promptly. They must immediately report any known inaccuracies.

All of us are accountable for the accuracy of the business records that we handle in the course of business and should never:

- \* “ Falsify, omit, misstate, alter or conceal any information or otherwise misrepresent the facts on a company record “
- \* Encourage or allow anyone else to compromise the accuracy and integrity of our records

Misrepresentations by individuals covered under this code that result from intentional acts that may conceal or obscure the true nature of a business transaction are clear violations of this Code.

## ❖ Material Disclosure

### ***Being clear, ethical & transparent***

Shilpa Medicare Limited being a public listed entity is obligated to comply with disclosure requirements under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, and is committed to full and fair disclosure of material information to the public.

Company's Material Disclosure Policy is primarily intended to specify the criteria based on which the event or information would be considered as material for disclosure to the stock exchanges. Disclosure shall be made as soon as reasonably possible and not later than 24 hours from occurrence of the event/information.

It should be our constant endeavor to share and disclose to our stakeholders material information as recommended in statutory guidelines.

## *19. COMMUNITY ENGAGEMENT AND CSR*

Shilpa Medicare Limited intends to be recognized as a trusted corporate citizen and, as an integral part of society, to fulfill our responsibilities to the communities in which we operate through investment and engagement. We are committed to building relationships based on integrity, mutual respect and trust with all our stakeholders in the communities where we operate.

The Company is committed to demonstrate good corporate citizenship, by not only complying with all relevant laws and regulations, but also actively assisting with the improvement of the quality of life of people in the communities in which it operates. The Company encourages volunteering by individuals covered in this Code and collaboration with community groups as part of various CSR initiatives. The Company shall not treat these activities as optional but will strive to incorporate them as an integral part of its business plan.

The Company has initiated several activities undertaken by its Corporate Social Responsibility (CSR) team to operate in an economic, social and environmentally sustainable manner. The Company has established an accountable, robust and transparent governing mechanism to manage the operations under its CSR Policy, in compliance with applicable regulations.



## 20. Seeking Advice and Reporting Concerns

### Violation of Our Code

Violations of the Code, our internal policies or the law can have serious consequences, including disciplinary action up to and including termination of employment, as well as possible civil or criminal penalties.

### No Retaliation

Retaliation implies an actual or a threatened action as a punishment for, or in order to prevent individuals from exercising their legal rights, making a report or seeking guidance concerning misconduct or illegal behaviour, or participating in an investigation, disciplinary or legal process

To encourage individuals covered in this Code to report and discuss ethical concerns without fear of negative personal consequences, the Company has adopted a zero-tolerance stance against any form of retaliation. An individual who registers a report in good faith will not face retaliation from anyone in our Company

In other words, if you raise a concern for the good of the Company based on verifiable evidence and without malicious intent, your report will be taken seriously and investigated. Our Company will support and defend your decision to bring potential ethical issues to our attention. Any individual who has engaged in or condoned retaliation against an individual in response to a legitimate report of an actual or suspected violation will be subject to disciplinary action.

#### Understanding Retaliation

- Being excluded from workplace activities or work-related social events.
- Being harassed, blacklisted, or otherwise sabotaged.
- Being labelled as “a complainer” or “not a team player”.
- Being subject to unwanted schedule changes.
- Being reassigned.
- Hostility.
- Being denied promotions and benefits.
- Threats or adverse actions against family members



***“We are committed to an environment where issues can be raised.”***

All individuals have an obligation to seek advice when needed, to raise concerns and to report suspected or known violations of law, regulation or Company policy. If you know or have a suspicion that something is not right, seek help or advice immediately.

Please reach out to your immediate supervisor, department head or HR.

You may send mail on mailing address found on the site. We will be glad to answer your questions if you contact us personally. We commit to confidentiality and zero retaliation when reports are filed in good faith.

Company takes all concerns seriously and will investigate all reports of alleged misconduct. The effectiveness and value of investigations relies on the cooperation and honesty of all involved. Therefore, all are required to cooperate fully and transparently when an internal investigation of potential illegal or unethical activity is conducted.

## 22.KEY EXPECTATIONS & ACCOUNTABILITY FOR ADHERENCE TO CODE

### ❖ Key Expectation of this Code

DO'S	DONT'S
Ensure that we know and understand the requirements of our Code and related policies.	Directly or indirectly, violate any applicable law, or Company's policy or procedure(s).
Follow the Code and related policies; if we are unsure of how to interpret these, we must seek advice from legal and compliance team.	Ignore or fail to report situations where we believe there is or may be a breach of the Code or related policies.
Effectively monitor the actions of our reportees to guide them in following the Company policies	Attempt to prevent a colleague from reporting a potential or actual breach or ask them to ignore an issue.
Immediately report actual or potential breaches of the Code or related policies, whether relating to self, colleagues or people acting on the Company's behalf, whether accidental or deliberate	Use any of the Company assets for any personal gains (including claiming expenses in the nature of personal or entertainment)
Cooperate in investigation of alleged violations.	Retaliate against any colleague who reports a potential or actual breach

### ❖ Accountability

***"All Individuals cover under the code are responsible for adherence to this Code".***

***"Every employee is bound to read, understand, agree the Code of Conduct".***

The Company will promptly investigate all alleged violations and potential violations of this Code, or of any related Company's standard, policy or procedure. Any allegations will be treated confidentially, to the extent consistent with Company's interests and its legal obligations.

All Personnel are expected to cooperate with an investigation of an alleged violation of the Code. If Company determines that corrective action is necessary to fix a problem and avoid the likelihood of its recurrence, Company will promptly decide what steps to take, including legal proceedings when appropriate





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### ***Shilpa Medicare Limited***

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