

ZYDUS WELLNESS LIMITED

Regd. Office: “Zydus Tower”, Satellite Cross Roads, Ahmedabad–380 015

Code of Business Conduct and Ethics for Board Members as approved by the Board of Directors of the Company at their meeting held on 4th November, 2005

1. To act in accordance with the highest standard of personal and professional integrity and business ethics in the discharge of duties and promote professionalism in the Company.
2. To stay abreast of the affairs of the Company and be kept informed of the Company’s compliance with relevant laws, rules and regulations.
3. To exercise independent judgment on issues of strategy, performance, policy matters etc.
4. To disclose all contractual interests of a material nature with the Company.
5. To disclose actual and apparent conflicts of a material nature with the interests of the Company.
6. To inform the Company immediately about any situation that may disqualify him/her from Directorship.
7. To maintain confidentiality of the Company’s business.
8. To observe the “Code of Conduct for dealing in Equity Shares and other securities of the Company” framed under the SEBI (Prevention of Insider Trading) Regulations as amended from time to time.
9. Not to accept any offer, payment or anything in value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision.
10. Not to hold any office or place of profit in the Company by himself / herself or by his / her relatives without full disclosure of information in connection therewith.
11. Not to divert to his / her own advantage any business opportunity that the Company is in pursuit.
12. Not to charge any personal expenses to the Company, other than contractual payments or any expense actually incurred by him / her in the discharge of his / her duties.

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