

ZYDUS WELLNESS LIMITED

Regd. Office: "Zydus Tower", Satellite Cross Roads, Ahmedabad-380 015

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

This code of business conduct and ethics shall apply over and above all terms and conditions of service and all laws and regulations governing the employment of the Senior Management Personnel of the Company.

1. To act in accordance with the highest standard of personal and professional integrity and business ethics in the discharge of duties.
2. To use reasonable care and skill in discharge of duties and responsibilities and exercise of powers for the benefit and prosperity of the Company.
3. To have a clear understanding of the aims and objectives and various policies of the Company.
4. To devote full attention of the business interests of the Company.
5. To avoid and / or disclose actual and apparent conflicts of personal interest with the interest of the Company and disclose all contractual interest, whether directly or indirectly, with the Company.
6. Not to engage in any activity that interferes with the performance of the Company or responsibilities towards the Company.
7. Not to accept employment / directorship of any period with any person and not to take part in any activity that supports a competitor.
8. Not to make investment in any activity / business venture of the customer, supplier or competitor of the Company that may compromise on his responsibilities towards the Company and any such investment shall be with full disclosure of the Company.
9. To avoid conducting Company business with any relative or with a business in which a relative is associated in any significant role.
10. Not to divert to his own advantage any business opportunity that the Company is in pursuit.
11. 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.
12. Not to compete, whether directly or indirectly, with the Company.
13. To promote professionalism in the Company.
14. To maintain confidentiality of the Company's business.
15. Not to charge any unauthorized personal expenses to the Company.
16. 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.

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