

SANDU PHARMACEUTICALS LIMITED

Reg off add: Plot No 25, 26, 29, & 30,
Pilerne Industrial Estate, Marra, Bardez Goa 403511
CIN: L24233GA1985PLC001587

Tel: +91 832 2407474 / 6715000
Fax: +91 832 2407008

Email: sandupharma@sandu.in
Web: www.sandu.in

Code of Conduct of the Company

1. Preamble :

This Code of Conduct helps ensure compliance with our standards to conduct business and also with regulatory requirements. Sandu Pharmaceuticals Limited (SPL or the "Company"), its Directors, Officers and employees are expected to ensure compliance with the applicable laws & regulations and the relevant policies, rules and procedures of the Company. This Code of Conduct (Code) sets forth legal and ethical standards of conduct for Directors, Officers and Employees of SPL and ensure compliance with legal requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

This policy should be read in conjunction with applicable regulations & existing policies & procedures of the Company.

The Code of Conduct of Sandu Pharmaceuticals Limited is designed to promote:-

- i. Honest, fair and ethical conduct, including the ethical handling of conflicts of interest between personal and professional relationships;
- ii. Protection and Proper use of Corporate Assets and Company's Confidential Information;
- iii. Compliance with Government laws, rules and regulations;
- iv. The prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code.
- v. To establish mechanism to deal with the violation of the Code.

2. Obeying the Law :

Sandu Pharmaceuticals Limited strives to be a good corporate citizen in every community where it conducts business and will comply with all applicable laws and regulations in a letter as well as in spirit.

3. Customers :

The Company shall be committed to provide products and services which are safe for their intended use. Products and services will be truthfully and appropriately labelled, advertised and communicated . The Company tries to increase the quality of life of its customer by utilizing traditional knowledge in combination of research.

4. Suppliers :

Suppliers and vendors shall be treated in a fair and reasonable manner, without undue favour or bias consistent with applicable laws and good business practices.

5. Shareholders :

Sandu Pharmaceuticals Limited shall be committed to conduct its operations in accordance with principles of good corporate governance, enhance shareholder value and comply with all regulation and laws that govern shareholder's rights.

6. Society at large :

Sandu Pharmaceuticals Limited shall be committed to ensure that its operations do not have an adverse environmental fallout while pursuing the long-term goal of developing a sustainable business. The Company will comply with all statutory and other legal requirements relating to the environmental impact of their business

7. Business Partners :

Sandu Pharmaceuticals Limited shall be committed to establish mutually beneficial relations with its customers, suppliers, shareholders, employees, consultants, agents, distributors, contractors and society at large. Each of the Directors, officers and employees of the Company shall deal fairly with the business partners of the Company.

8. Duties of Independent Directors :

The Independent Directors shall regularly update, refresh their skills, knowledge and familiarity with the Company and shall seek appropriate clarification and necessary information from the Company. The Independent Directors shall strive to attend meeting of Board of Directors, Board Committees of which he is a Chairman or Member and Annual General Meeting of the Company. The Independent Directors acting within his authority, assist in protecting legitimate interest of the Company, shareholders and its employees and do not disclose confidential information of the Company to the third party which is in his knowledge unless specifically approved by the Board.

9. Quality of Products and Services :

Sandu Pharmaceuticals Limited shall be committed to supply goods and services of the highest quality standards backed by efficient after sales service consistent with the requirements of the customers to ensure their total satisfaction.

10. Safety and Health :

Sandu Pharmaceuticals Limited shall ensure to provide safety and health of people and the protection of property and the environment in performance of professional duties. The Company shall exercise obligation to advise employers, clients, or appropriate authorities of hazards to people, property or the environment and to prevent the wasteful use of natural resources. Sandu pharmaceuticals Limited shall strive to provide healthy working environment and comply all regulations regarding the preservations of the environment of the territory it operates and committed to prevent the wasteful use of natural resources and minimize any hazardous impact on the ecological environment.

11. Confidential and Proprietary information :

The Company's trade secrets, proprietary information, and other internal information are valuable assets. Protection of this information plays a vital role in the Company's ability to compete and to lead in a market. It shall be a breach of ethics for any directors, officers and employees or former directors, officers and employees of Sandu Pharmaceuticals Limited to use confidential information for actual or anticipated personal gain, or for the actual or anticipated gain of any person.

A person leaving the employment of the company has an obligation to protect the company's trade secrets and proprietary information until the information becomes publicly available or until the company no longer considers it trade secret or proprietary. Departing team members should note that correspondence; printed matter, software files and programs, documents, or records of any kind are all property of the company and must remain with the company only.

The Company recognizes trade secrets of others and discourages divulging such information.

12. Protection and use of Company Assets :

Company assets including intellectual property and software are valuable resources owned, licensed, or otherwise belonging to the Company. Safeguarding Company assets and property shall be the responsibility of all the Directors , Officers and Employees of the Company.

13. Trust and respect :

Sandu Pharmaceuticals Limited shall be committed to ensure that there exists a working environment in which there is mutual trust and respect and where everyone feels responsible for the performance and reputation of the company.

14. Conflicts of Interest :

Directors, officers and employees being 'agents' of the shareholders of Sandu Pharmaceuticals Limited have a duty to avoid conflict of interest with the Company. Directors must avoid and promptly disclose to the Company potential conflicts of interest regarding any matters concerning the Company (including its subsidiaries & joint ventures). A conflict of interest exists where the interests or benefits of Directors conflict with the interests or benefits of the Company.

15. Use of Inside Information :

It is the Company's goal to protect shareholder investments through strict enforcement of the prohibition against insider trading set forth in Securities Exchange Board of India guidelines and the securities laws and regulations. Insider trading is both unethical and illegal and will be dealt with firmly. To review the policy and for specific employee reporting procedures, employees should refer to the Company's policy regarding Code on Insider trading and comply with the same.

16. Equal Opportunity :

The Company shall ensure that there exists a policy of equal employment opportunity so as to assure that there shall be no discrimination or harassment against an employee or applicant on the grounds of race, color, religion, sex, age, marital status, disability, national origin, or any other factor made unlawful by applicable laws and regulations. This policy relates to all phases of employment including recruitment, hiring, placement, promotion, transfer, compensation, benefits, training, educational, social and recreational programs and the use of Company facilities. Employees of the company shall be treated with dignity and in accordance with the company's policy to maintain a work environment free of sexual harassment, whether physical, verbal or psychological.

17. Gifts and Donations :

Sandu Pharmaceuticals Limited and its employees shall not offer, give or receive gifts from persons or entities dealing with the Company, where any such gift is perceived as intended directly or indirectly, to influence any business decision. However, the company and its employees may accept and offer nominal gifts which are customarily given and are of commemorative nature for special events.

18. Concurrent Employment:

An Employee of the company shall not without prior approval of Managing Director of the Company, accept employment or a position of responsibility with any other Company or firm and or not provide "free-lance" service to anyone.

19. HR Policies:

The Company has developed various HR and administrative policies for the smooth and effective functioning of the company. Each of the officers and employees will adhere to these policies.

20. Accounting Practices :

It is the policy of Sandu Pharmaceuticals Limited to fully and fairly disclose the financial condition of the Company and communicate events or developments significantly impacting the financial position in compliance with applicable accounting principles, laws, rules and regulations.

Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to Company Auditors and other authorised parties and government agencies. There shall be no willful omissions of any company transactions from the books and records.

21. Competition :

The Company shall market its products and services on its own merits and shall not make unfair and misleading statements about competitors' products and services. The Company shall fully strive for the establishment and support of a competitive open market economy in India and abroad and shall co-operate in the efforts to promote the progressive and judicious liberalization of trade and investment by a country.

22. Compliance :

The Board of Directors through the Officers of Sandu Pharmaceuticals Limited is responsible for ensuring that these principles are communicated, understood and observed by, all employees. Every employee of the Company shall, in his business conduct, comply with all applicable laws and regulations, both in letter and in spirit. They are responsible for implementing these principles and Assurance of compliance shall be given and monitored each year.

23. Duty to report and consequences :

Every Director, officer and employee has a duty to adhere to this Code of Conduct and all existing Company policies and to report to the Company any actual or suspected violations in accordance with applicable procedures. Any violation of the code shall be reported to the Management of the Company. The Company forbids retaliation against employees who report violations of this Code of Business Conduct and Ethics in good faith.

24. Annual Review and Amendment:

This Code shall be distributed to Directors and all employees of the Company along with subsequent amendment if any so as to read and understand the code and has complied with it. The Company reserves the right to amend, alter or terminate this code at any time without giving any reason. This document is not an employment contract between the Company and any of its Directors and employees and does not alter Companies employment at will policy.
