

Zydu Wellness Limited

Registered Office: House No. 6 & 7, Sigma Commerce Zone, Nr. Iscon Temple, Sarkhej-Gandhinagar Highway, Ahmedabad-380 015

Code of Conduct and Ethics

For

The Board of Directors and Senior Management Personnel

The Board of Directors at its meeting held on 15th May, 2014 approved the following Code of Conduct as per the provisions of Schedule IV of the Companies Act, 2013 and revised clause 49[II][E] of the Listing Agreement.

1. Ethical conduct:

All Directors and senior management employees shall act in accordance with the highest standard of personal and professional integrity, honesty and business ethics in discharge of duties and promote professionalism in the Company.

2. Legal Compliance:

All Directors and senior management employees shall at all times ensure compliance with relevant laws, rules and regulations affecting the operations of the Company. They shall stay abreast of the affairs of the Company and be kept informed of the Company's compliance with relevant laws, rules and regulations.

3. Conflict of Interest:

All Directors and senior management employees shall disclose actual and apparent conflicts of a material nature with the interests of the Company. All Directors and senior management employees shall not engage in any business, relationship or activity which might detrimentally conflict with the interest of the Company. They shall not divert to his / her advantage any business opportunity that the Company is in pursuit.

4. Disqualification:

All Directors shall inform to the Company immediately about any situation that may disqualify him / her from the Directorship.

5. Confidential Information:

All Directors and senior management employees shall ensure that any confidential information gained in their official capacity is not utilized for personal profit or for the advantage of any other person. They shall not provide any information either formally or informally to the press or to any other publicity media unless specifically authorised to do so. They shall adhere to the provisions of SEBI [Prohibition of Insider Trading] Regulations, 1992 and a Code adopted by the Board.

All senior management employees shall not make investments in any activity; business ventures of the customers, suppliers or competitors of the Company that may compromise on his responsibilities towards the Company and any such investments shall be with full disclosures to the Company.

6. Relationship with the suppliers, customers and consultants:

All Directors and senior management employees shall not accept any offer, payment or anything of value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decisions. However, this is not intended to include gifts of a customary nature.

7. Office or Place of Profit:

No Director shall hold office or place of profit in the Company by himself / herself or by his / her relatives without full disclosure of information in connection therewith.

All senior management employees shall not accept Directorship for any period with any person and shall not take part in any activity that supports to a competitor.

8. Cost consciousness:

All Directors and senior management employees shall not charge any personal expenses to the Company, other than contractual payments or any expenses actually incurred by him / her in the discharge of his / her duties. They shall strive for optimum utilization of available resources.

9. Independent judgement:

All Directors shall exercise independent judgement on issues of strategy, performance, policy matters, etc.

10. Rightful use of the Company's assets:

No Director and senior management employee shall misuse or divert the assets of the Company for personal purpose. All the assets of the Company, both tangible and intangible shall be employed for the purpose of conducting the business for which they are duly authorised.

11. *Interaction with Media:*

No Director and senior management employee shall engage with any member of press and media in matters concerning the Company. The designated spokesperson shall only dialogue with the Media.

12. *Safety and Environment:*

All Directors and senior management employees shall follow all safety and environment related norms.

13. *Transparency:*

All Directors and senior management employees shall ensure that all their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and process.

14. *Code for Independent Directors:*

All independent Directors on the Board shall adhere to the Code for Independent Directors as prescribed in Schedule IV to the Companies Act, 2013 under the provisions of section 149[7]. The Code is a guide to professional conduct for independent directors and includes adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner to promote confidence of investment community, particularly minority shareholders, regulators and Companies in the institution of independent Directors. The Code provides for the guidelines of professional conduct, which interalia include the following:

1. He shall uphold ethical standards of integrity and probity,
2. He shall act objectively and constructively while exercising his duties,
3. He shall exercise his responsibility in a bonafide manner in the interest of the Company,
4. He shall devote sufficient time and attention to his professional obligations for informed and balanced decision making,
5. He shall not allow any extraneous consideration that will vitiate his exercise of objective independent judgement in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision making,

6. He shall not abuse his position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associate persons,
7. He shall refrain from any action that would lead to loss of his independence,
8. Where circumstances arise which makes an independent director lose his independence, he must immediately inform the Board accordingly and
9. He shall assist the Company in implementing the best corporate governance practices.

An independent Director shall be held liable, only in respect of such acts of omission or commission by a Company, which have occurred with his knowledge attributable through board processes, and with his positive consent or connivance or where he had not acted diligently with respect of the provisions contained in the Listing Agreement.

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