

<b>Code of Ethics and Business Conduct</b>	
<b>Policy Effective Date:</b> 27-Jul-2020	<b>Document Number:</b> S/CG/POL/003(Version 2.1)
<b>Date of Revision:</b> 09 April 2018	<b>Policy Revision Authority:</b> Executive Committee & Head HR

## 1.0 Objective

Syngene is committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. This code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. Each employee is expected to comply with the letter and spirit of this Code.

The employees of the Company must not only comply with applicable laws, rules and regulations but should also promote honest and ethical conduct of the business. They must abide by the policies and procedures that govern the conduct of the Company's business. Their responsibilities include helping to create and maintain a culture of high ethical standards and commitment to compliance, and to maintain a work environment that encourages the stakeholders to raise concerns to the attention of the management.

## 2.0 Scope

This code applies to all employees of the Company, its subsidiaries and other controlled affiliates.

## 3.0 Definitions

**3.1 Employee**” means every employee of the Company including contractual employees and directors in the employment of the Company.

**3.2 “Controlled affiliate”** is a subsidiary or other entity in which the Company owns, directly or indirectly, equal to or more than 50 (fifty) percent of the voting rights, or in which the power to control the entity is possessed by or on behalf of the Company.

## 4.0 Conflict of Interest

This code does not attempt to describe all potential problem areas that could develop, but some of the more common problems are described below.

A conflict situation can arise:

**4.1** When an employee takes action or has interests that may make it difficult to perform his or her work objectively and effectively.

**4.2** The receipt of improper personal benefits by a member of his or her family as a result of one's position in the Company.

- 4.3 Any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company.
- 4.4 The receipt of non-nominal gifts or excessive entertainment from any person/company with which the Company has current or prospective business dealings.
- 4.5 Any significant ownership interest in any supplier, customer, development partner or competitor of the Company.
- 4.6 Any consulting or employment relationship with any supplier, customer, business associate or competitor of the Company.

The employees should be scrupulous in avoiding 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the Board of directors or any Committee / officer nominated for this purpose by the Board and a prior written approval should be obtained.

## **5.0 The Honest & Ethical Conduct**

The employees shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct not only on Company's premises and offsite but also at company sponsored business, social events as well as any places. They shall act and conduct free from fraud and deception. Their conduct shall conform to the best-accepted professional standards of conduct.

## **6.0 Fair Employment: Anti-Harassment & Nondiscrimination**

The employment policy of Syngene is aligned to applicable Labor laws of the state. Syngene does not permit any form of forced labor, slavery or human trafficking. As an Equal Opportunity Employer, Syngene does not follow or support any discrimination on the basis of caste, gender, sexual orientation, religion, ethnicity or physical disabilities.

All employees are expected to be respectful towards each other and not promote or tolerate any form of harassment.

## **7.0 Corporate Opportunities**

Employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Employees are expressly prohibited from:

- 7.1 Taking for themselves personally, opportunities that are discovered through the use of Company's property, information, or position.
- 7.2 Competing directly with the business of the Company or with any business that the Company is considering.
- 7.3 Using Company's property, information, or position for personal gain.

If the Company has finally decided not to pursue an opportunity that relates to the Company's business activity, he/she may pursue such activity only after disclosing the same to the Board of directors or the nominated person/committee.

## **8.0 Confidentiality**

The employees shall maintain the confidentiality of confidential information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The Confidential information includes all non-public information (including private, proprietary, and other) that might be of use to competitors or harmful to the Company or its associates. The use of confidential information for his/her own advantage or profit is also prohibited.

## **9.0 Fair Dealing**

Each employee should deal fairly with customers, suppliers, competitors, and employees of group companies. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

- 9.1** Subjects are to be informed of the allegations at the onset of a formal investigation by the Investigation Committee and shall have opportunities to be heard during investigation.
- 9.2** The identity of the Subject shall be maintained in confidence to the extent possible given the legitimate needs of the law and fairness in investigation.
- 9.3** Unless there are compelling reasons to the contrary, Subjects shall be given the opportunity to respond to material points of evidence contained in the report presented by the Investigation Committee.
- 9.4** Subjects have a right to be informed of the outcome of the investigation.
- 9.5** Subjects have a responsibility not to interfere with the investigation and to adhere to admonitions from the Investigation Committee in this regard. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached or intimidated by the Subject, in any manner.

## **10.0 Protection and proper use of Company's Assets**

All employees should protect Company's assets and property and ensure its efficient use. Theft, carelessness, and waste of the Company's assets and property have a direct impact on the Company's profitability. Company's assets should be used only for legitimate business purposes.

## 11.0 Anti-Bribery & Anti-Corruption

Syngene condemns bribery and corruption in any form. All employees of Syngene must get well acquainted with the company's values/stance on identifying, dealing and reporting any such unethical & unlawful advances.

### 11.1 Bribery & kickbacks

Bribery is the act of giving money in cash / kind, goods or services in an attempt to influence a business decision for any improper advantage. Syngene has a standard policy of non-tolerance for bribery & corruption:

- a. No employee shall demand or accept money or gifts or services from any of the supplier, dealers with whom Syngene has an existing or prospective business relationship, in return of any favor, explicit or implied, with respect to Syngene business activities.
- b. No employee shall offer bribes/kickbacks in the form of money or services to any public official with respect to Syngene business activities.
- c. Any bribe to commercial partners or clients is prohibited, which may or may not influence business decisions of either party.

### 11.2 Gifts & entertainment

As part of social interactions at times giving or receiving gifts is a norm. Syngene permits giving or receiving only promotional products bearing company logo or perishable gift items in such situations.

## 12.0 Political Activities

Syngene shall not support any specific political party. Employees of Syngene who intend to take up honorary roles with any political entity need to seek prior approval from respective BU-Head & HR-Head. The employees need to ensure any such activity is not carried out during their official working hours and also ensure that it does not distract them from their current roles & responsibilities towards company.

## 13.0 Compliance

- 13.1 Compliance with Laws, Rules, and Regulations:** The employees shall comply with all applicable laws, rules, and regulations. Transactions, directly or indirectly, involving securities of the Company should not be undertaken without pre-clearance from the Company's compliance officer. Any employee who is unfamiliar or uncertain about the legal rules involving Company business conducted by him/her should consult the legal department of the Company before taking any action that may jeopardize the Company or that individual.

**13.2 Compliance with Code of Ethics & Business Conduct:** If any employee who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, he/she must immediately report the same to the Board of Directors or any designated person/committee thereof. Such person should as far as possible provide the details of suspected violations with all known particulars relating to the issue. The Company recognizes that resolving such problems or concerns will advance the overall interests of the Company that will help to safeguard the Company's assets, financial integrity and reputation.

Violations of this Code of Ethics will result in disciplinary action, which may even include termination of services of the employee. The Company's Board or any Committee/person designated by the Board for this purpose shall determine appropriate action in response to violations of this Code of Ethics and Business Conduct.

#### **14.0 Interpretation of Code**

Any question or interpretation under this Code of Ethics and Business Conduct will be handled by the Board or any person /committee authorized by the Board of the Company. The Board of Directors or any designated person/committee has the authority to waive compliance with this Code of business conduct for any employee of the Company. The person-seeking waiver of this Code shall make full disclosure of the particular circumstances to the Board or the designated person/ committee.

#### **15.0 Code of Ethics for Senior Financial Officers**

- 15.1** Act with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal, financial and professional relationships.
- 15.2** Make full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits or makes periodically, to the shareholders, government authorities, and to the public.
- 15.3** Comply with governmental laws, rules, notifications and regulations applicable to the Company's business.
- 15.4** Disclose to the Board or any committee/officer designated by the Board for this purpose, any material transaction or relationship that reasonably could be expected to give rise to any violations of the code including actual or apparent conflicts with the interests of the company.
- 15.5** Promote prompt reporting of violations of the Code of Ethics to the Board of Directors or any person/committee designated for this purpose, as may be necessary.
- 15.6** Respect the confidentiality of information acquired in the course of employment unless legally obliged to disclose and ensure that no such confidential information is used for personal advantage/benefit.

**15.7** Maintain the skills necessary and relevant to the Company's needs.

**15.8** Act in good faith, responsibility, with due care, competence and diligence without misrepresenting material facts.

**15.9** Refrain from any inappropriate or undue influence of any kind in all dealings with independent auditors and avoid any actual or apparent conflicts with analysts.

**15.10** Achieve responsible use of and control over all assets and resources employed or entrusted to them.

**15.11** Promote ethical and honest behavior within the Company and its subsidiaries.

All senior financial officers should adhere to both the code of business conduct and the code of ethics of the Company. Violation of the code of ethics will lead to appropriate disciplinary action including dismissal from the services of the Company.

Any deviation/waiver from this code can only be effected on the sole and absolute discretionary authority of the Board or any person/committee designated by the Board for this purpose.

## **16.0 Raising a concern**

As devised in Syngene's Integrity & Whistle blower policy, any employee can raise a concern against suspected unethical /non-compliant activities through appropriate channels as mentioned the policy.

If any individual who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, he/she must immediately report the same to the Board of Directors or any designated person/committee thereof. Such person should as far as possibly provide the details of suspected violations with all known particulars relating to the issue.

The Company recognizes that resolving such problems or concerns will advance the overall interests of the Company that will help to safeguard the Company's assets, financial integrity and reputation.

Syngene International Limited	Duties of Independent Directors as per Companies Act, 2013	Version. No : 1.0 Rev. Due on : Need basis Prepared by : Company Secretary
-------------------------------	--	--

**Companies Act, 2013**  
**SCHEDULE IV**  
**[See section 149(8)]**

**CODE FOR INDEPENDENT DIRECTORS**

*The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.*

**I. Guidelines of professional conduct:**

An independent director shall:

1. Uphold ethical standards of integrity and probity;
2. Act objectively and constructively while exercising his duties;
3. Exercise his responsibilities in a *bona fide* manner in the interest of the company;
4. Devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. Not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. 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 associated person;
7. Refrain from any action that would lead to loss of his independence;
8. Where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9. Assist the company in implementing the best corporate governance practices.

**II. Role and functions:**

*This document is integral part of Company's Code of Conduct*

<b>Syngene International Limited</b>	<b>Duties of Independent Directors as per Companies Act, 2013</b>	<b>Version. No : 1.0 Rev. Due on : Need basis Prepared by : Company Secretary</b>
--------------------------------------	---	---

The independent directors shall:

1. Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. Bring an objective view in the evaluation of the performance of board and management;
3. Scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. Safeguard the interests of all stakeholders, particularly the minority shareholders;
6. Balance the conflicting interest of the stakeholders;
7. Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
8. Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

### **III. Duties :**

The independent directors shall—

1. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

*This document is integral part of Company's Code of Conduct*



<b>Syngene International Limited</b>	<b>Duties of Independent Directors as per Companies Act, 2013</b>	<b>Version. No : 1.0 Rev. Due on : Need basis Prepared by : Company Secretary</b>
--------------------------------------	---	---

4. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. Strive to attend the general meetings of the company;
6. Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. Keep themselves well informed about the company and the external environment in which it operates;
8. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

#### **IV. Manner of appointment:**

1. Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

*This document is integral part of Company's Code of Conduct*

<b>Syngene International Limited</b>	<b>Duties of Independent Directors as per Companies Act, 2013</b>	<b>Version. No : 1.0 Rev. Due on : Need basis Prepared by : Company Secretary</b>
--------------------------------------	---	---

2. The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.

3. The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made there under and that the proposed director is independent of the management.

4. The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :

- a. the term of appointment;
- b. the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
- c. the fiduciary duties that come with such an appointment along with accompanying liabilities;
- d. provision for Directors and Officers (D and O) insurance, if any;
- e. the Code of Business Ethics that the company expects its directors and employees to follow;
- f. the list of actions that a director should not do while functioning as such in the company; and
- g. the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

5. The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.

6. The terms and conditions of appointment of independent directors shall also be posted on the company's website.

#### **V. Re-appointment:**

The re-appointment of independent director shall be on the basis of report of performance evaluation.

#### **VI. Resignation or removal:**

1. The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.

2. An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.

<b>Syngene International Limited</b>	<b>Duties of Independent Directors as per Companies Act, 2013</b>	<b>Version. No : 1.0 Rev. Due on : Need basis Prepared by : Company Secretary</b>
--------------------------------------	---	---

3. Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

#### **VII. Separate meetings:**

1. The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
2. All the independent directors of the company shall strive to be present at such meeting;
3. The meeting shall:
  - a. review the performance of non-independent directors and the Board as a whole;
  - b. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
  - c. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### **VIII. Evaluation mechanism:**

1. The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.