

DRAFT

CODE OF CONDUCT FOR ALL MEMBERS OF THE BOARD AND SENIOR MANAGEMENT

EFFECTIVE DATE:

The Policy shall come into effect on: [●]

INTRODUCTION:

This code of conduct is formulated in accordance with Regulation 17 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“LODR Regulations”**), each as amended from time to time.

The objective of the code is to maintain standards of business conduct of the company and ensure compliance with applicable laws. The code lays down the standards and values which can enhance the image of the company and set the standards for business transactions and deter wrongdoing in all the business-related activities.

This code is applicable on all the members of the board and the senior management of the company.

DEFINITIONS:

- a) **“Act”** means the Companies Act, 2013 and the rules framed thereunder, as amended from time to time.
- b) **“Board of Directors”** shall mean the Board of Directors of the Company.
- c) **“Company”** means Symbiotec Pharmed Limited.
- d) **“Independent Director”** shall mean an Independent Director as defined under Section 2(47) read with Section 149(6) of the Act.
- e) **“Key Managerial Personnel”** or **“KMP”** shall have the meaning as defined under Section 2(51) of the Act read with Regulation 2(1)(o) of the LODR Regulations.
- f) **“LODR Regulations”** means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- g) **“Nomination and Remuneration Committee or NRC or the committee”** means the committee constituted by the Board of Directors of the Company in accordance with section 178 of the Act and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as constituted from time to time.
- h) **“Code”** means Code of Conduct for all the members of board and senior management.

- i) **“SEBI”** means the Securities and Exchange Board of India.
- j) **“Senior Management” or “SMPs” Members** of the Company’s core management team, excluding the Board. This includes those one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically covers functional heads and designated Key Managerial Personnel (other than directors), of the Company.

All other words and expressions used but not defined in this Code, shall have the same meaning as defined in the Companies Act, 2013, SEBI (LODR) Regulations, 2015 or any other applicable law or regulation to the extent applicable to the Company.

GUIDELINES FOR CONDUCT:

The Code expects all the members of the Board of Directors and Senior Management of the Company to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct.

They should act with competence and diligence, without allowing their independent judgement to be subordinated. Every member of the board of directors and senior management of the company has an obligation, at all times, to comply with spirit, as well as the letter, of the applicable laws and the principles of this code.

❖ Every member of the board of directors of the company should:

- Act in accordance with the Articles of Association of the company.
- Act in good faith in order to promote the objects of the company for the benefit of its members as a whole and in the best interest of the company, its employees, the shareholders, the community and for the protection of the environment.
- Exercise his/her duties with due and reasonable care, skill and diligence and shall exercise independent judgement.
- Not involve in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and in such director is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain the company.
- Dedicate sufficient time, energy and attention to the company to ensure diligent performance of his/her duties, including preparing for meetings and decision-making by reviewing in advance any materials distributed and making reasonable inquiries.
- Where a decision is not unanimous, a dissenting director may disclose the fact that he/she dissented.

❖ Every member of the Board of Directors of the Company and Senior Management of the Company Should:

- Seek to comply with all the applicable corporate policies, plan(s) and code of conduct(s).
- Act in a manner to enhance and maintain the reputation of the company.

- Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service except when authorized or legally required to disclose such information.
- Not use confidential information acquired in the course of their service for their personal advantage.

In addition to this code the Independent Directors shall also abide by the provisions of the “Code for Independent Directors” as provided in Schedule IV of the Companies Act, 2013.

CONFLICT OF INTEREST:

- a) All the board members and senior management must avoid situations wherein; financial or personal considerations tend to compromise the exercise of professional judgments in discharge of their duties.
- b) In addition to mandatory disclosures all the board members and senior management shall disclose their association with any other company which, in their judgment, may lead to conflict of interest with the Company.
- c) All the board members and senior management shall as far as practicable, protect the Company’s assets from loss, damage, misuse or theft and ensure that the assets are only used for business purposes and other purposes specifically approved by management and must never be used for unauthorized purposes.
- d) Unpublished Price Sensitive Information about the Company, which might impact market price of the Securities of the Company, should be kept in strict confidence until publicly released in accordance with the applicable legal requirements and the Regulations. All the board members and senior management shall not derive any personal benefit or assist others to derive benefit by giving advice of such nature.
- e) All the board members and senior management of the company should avoid conflict of interest with the company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company shall disclosed promptly to the compliance officer.

PRIVACY AND CONFIDENTIALITY:

All the board members and senior management must maintain the confidentiality of information entrusted to them in carrying out their duties and responsibilities, except where disclosure is approved by the Company or legally mandated or if such information is in the public domain. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of all the board members and Senior Management.

VOIATION:

In the event of any violation, the same shall immediately upon knowledge, be reported to the Chairman of the Company. The Chairman shall, thereafter, inform the Board of Directors of the Company about such violation at their subsequent meetings.

ANNUAL AFFIRMATION WITH COMPLIANCE OF THIS CODE:

As per Regulation 26(3) of the LODR Regulations, all members of the board and senior management personnel of the Company shall affirm compliance with this Code on an annual basis and submit a declaration to that effect.

REVIEW OF THIS CODE:

This code is framed based on the provisions of the Act and the requirements of the LODR Regulations. In the event of any conflict between the provisions of this code and of the Act or LODR Regulations or any other statutory enactments, rules, the provisions of such Act or LODR Regulations or statutory enactments, rules shall prevail over this code.

Any subsequent amendment / modification in the LODR Regulations, Act and/or applicable laws in this regard shall automatically apply to this code. Any changes or modification on the code as recommended by the Nomination and Remuneration Committee would be presented for approval of the Board of Directors.