



CODE OF CONDUCT OF FDC LIMITED

1. Preamble:

FDC's Mission:

"Delivering Excellence" is our moto, in our pursuit of expanding health horizons.

"FDC is a people-oriented organization, dedicated to innovate, manufacture and market high-quality healthcare products that enhance the quality of human life all over the globe, and in turn, increase shareholders' value."

FDC's zest for excellence originates from abovementioned unified mission to make top quality healthcare that is high quality and accessible across various economic strata. Our rock-solid foundation is built to make us achieve our goal of maximizing the reach of our essential care medicines across the country and world.

2. Purpose:

The purpose of this Code is to deter the immoral doing and promote ethical conduct in the organization. The matters covered in this Code of Conduct are of utmost importance to the Company, its shareholders, consumers, business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values.

3. Applicability:

This Code applies to all Directors, Senior Management and Employees of FDC Limited and its Subsidiaries ("the Company" or "FDC"), who are expected to abide by this Code of Conduct, as well as other Policies or Guidelines issued by the Company, from time to time.

"Senior Management" includes the Departmental Heads of various departments such as Finance, Marketing, Audit & Taxation, Export & International business, Production, Technical and Operations, Personnel, Purchase, Legal and Secretarial, etc.

It shall be the responsibility of all the Members to whom this Code is applicable, to read and understand this Code, and uphold these standards in their day to day business activities and to comply with all the applicable Acts, Laws, Rules and Regulations, as may be applicable to the Company from time to time.

4. Code of Business Conduct and Ethics:

- a. All Directors, Senior Management and Employees shall have an obligation to conduct themselves with honesty and integrity, including ethical handling of actual or apparent conflicts of interest, between their personal, financial, commercial interests and their responsibility towards the Company;
- b. All Directors, Senior Management and Employees shall respect the confidentiality of information acquired during their course of work, except or otherwise that which is legally obliged to be disclosed, and shall not use such confidential information for their personal advantage. This obligation also extends to the confidential information belonging to Third parties, which the Company has rightfully received under the Non-Disclosure Agreements;



- c. All Directors and Senior Management shall be responsible for the use and control of all assets and resources employed or entrusted to them, by the Company;
- d. All Directors and Senior Management shall give a true and fair view of the state of affairs of the Company in the reports and documents that the Company has to mandatorily submit to the Shareholders, Stock exchanges, Government authorities or otherwise make it available on its website for public viewing;
- e. All Directors and Senior Management shall exercise good judgment to ensure the safety and welfare of its employees, agents and contractors and maintain a co-operative, efficient, positive, harmonious and productive work environment and business organisation;
- f. All Directors and Senior Management shall make appropriate disclosures to the Company relating to their material, financial and commercial transactions, wherein they have a personal interest, which may have a potential conflict with the interest of the Company at large;
- g. All Directors, Senior Management and Employees shall make appropriate Disclosures to the Company as required under the Code of Conduct for Internal Procedures and to Regulate, Monitor and Report trading by Insiders, formulated by the Company.

5. Compliance with Laws & Anti-Bribery & Anti-Corruption provisions:

FDC will abide by all applicable anti-bribery and anti-corruption laws and the local laws in every country in which we undertake business while carrying out business and interaction with Government agencies. These laws prohibit bribery of government officials, and with regard to Foreign Corrupt Practices Act ("FCPA") in particular, mandate that companies establish and maintain accurate books and records and sufficient internal controls.

All Directors, Senior Management and Employees are strictly prohibited, whether directly or indirectly, personally or through the mediation of third parties, to be involved in corrupt activities, offer, give, promise, request and receive payments or make payments to simplify administrative, bureaucratic and other formalities in any form including cash, valuables, services or other benefits to any person or from any persons or organizations, including governments and local authorities, government officials, private companies and its representatives.

6. Code For Independent Directors

The code is a guide to professional conduct of Independent Directors. This is in addition to whatever has been stated above in the Code and applies specifically for Independent Directors of the Company.

The Guidelines for Professional Conduct, the Role and Functions and Duties of Independent Directors as enumerated hereunder are as mentioned in Schedule IV of the Companies Act, 2013 and would stand amended to the extent of on any amendment to the said schedule from time to time.

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, etc.



A. Guidelines for Professional conduct

Every Independent Director of the Company shall:

- a. Uphold ethical standards of integrity and probity;
- b. Act objectively and constructively while exercising his duties;
- c. Exercise his responsibilities in a bona fide manner in the interest of the Company;
- d. Devote sufficient time and attention towards his professional obligations for informed and balanced decision making;
- e. 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;
- f. 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;
- g. Refrain from any action that would lead to loss of his independence;
- h. Where circumstances arise which make an independent Director lose his independence, the independent Director must immediately inform the Board accordingly; and
- i. Assist the Company in implementing the best corporate governance practices.

B. Role and functions

The Independent Directors of the Company shall:

- a. Assist 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;
- b. Bring an objective view in the evaluation of the performance of Board and management;
- c. Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- d. Satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;
- e. Safeguard the interests of all stakeholders, particularly the minority shareholders;
- f. Balance the conflicting interest of the stakeholders;
- g. 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; and



- h. Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

C. Duties

Independent Directors of the Company shall:

- a. Undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the Company;
- b. 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;
- c. Strive to attend all meetings of the Board, including a separate meeting of the independent director and of the Board committees of which they are a member;
- d. Participate constructively and actively in the committees of the Board in which they are chairperson or member;
- e. Strive to attend the general meetings of the Company;
- f. 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;
- g. To keep themselves well informed about the Company and the external environment in which it operates;
- h. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i. 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;
- j. 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 prejudicial affected on account of such use;
- k. Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- l. Acting within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
- m. 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.



7. Public Advocacy Policy

FDC is committed to engage in the public policy advocacy process in a responsible and ethical way; abiding by law of the land; and serving the best interests of our shareholders, employees, customers and the communities in which we operate.

The Company engages with collective platforms like trade and industry associations to raise industry benchmarks and exchange of best practices by authorized personnel of the Company.

To achieve this FDC encourage the employees to associate with activities of professional bodies for the purpose of shaping the public policy in the desired direction. The Company also ensures that its policy advocacy positions promote fair competition and respect for human rights.

The Company is regularly participating in discussions relating to public policy development to address the issues affecting the business, products and major other stakeholders. FDC also engage with the policy makers, regulators, trade associations, legal fraternity, media and other stakeholders and counterparties in a constructive manner to promote good corporate governance.

8. Compliance with laws and Regulations

The purpose of the compliance function is to assist the company in managing its compliance risk which can be defined as “the risk of legal or regulatory sanctions, material financial loss, or loss to reputation a Company may suffer as a result of its failure to comply with laws, regulations, rules, and codes of conduct applicable to it”.

Compliance risk is sometimes also referred to as integrity risk, because a Company's reputation is closely connected with its adherence to principles of integrity and fair dealing and embrace broader standards of integrity and ethical conduct.

The Compliance Function envisages strict observance of all statutory provisions contained in various legislations as well as to ensure observance of other regulatory guidelines issued from time to time; and also Company's internal policies and fair practices code.

The Company's ethical standards are built on a foundation of Obeying the law, both letter and spirit. In conducting the Business of the Company, all personnel's shall comply with applicable laws, rules and regulations in India and in any other jurisdiction in which the Company does business.

The Company shall have a framework in the form of legal Compliance policy to ensure that all personnel complies with the provisions of all applicable laws. The framework shall:

- a. Establish an adequate system for compliance of laws applicable to the Company within which it conducts business operations;
- b. Devise proper processes to ensure that compliance systems are adequate and operating effectively;
- c. Promoting a consistent and comprehensive Compliance culture across the Company;
- d. Ensure standards of good corporate governance, compliance and ethics.



9. Waivers:

Any waiver of any provision of this Code of Business Conduct and Ethics, by any Directors or Senior Management or Employees, shall be approved in writing by the Board of Directors of the Company.

10. Disciplinary Actions:

It is expected that the Directors, Senior Management and Employees of the Company shall adhere to these rules, while carrying out their duties in the Company. In the event of any non-compliance, it shall be left to the discretion of the Board of Directors, to take appropriate action against the Person who has violated this Code. This discretion, however, will not be exercised arbitrarily and regard shall be given to various factors such as the nature and circumstances of each case, the severity and impact of the non-compliance, whether the intention of the accused was malafide, etc.

Disciplinary actions may include termination of employment. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where the laws have been violated, the Company shall provide its co-operation to the appropriate authorities.

11. Amendment, Modification

This Code may be amended, modified or waived only by the Company's Board of Directors and must be publicly disclosed if required by any applicable law or regulation.