

CODE OF CONDUCT
For Board members and Senior Management Personnel

1. INTRODUCTION

- 1.1 Neuland Laboratories Limited (the “**Company**”), in its constant endeavour to improve and maintain the highest standards of Corporate Governance has revised its Code of Conduct for Directors and Senior Management to comply with the provisions of Companies Act, 2013 (“**The Act**”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and any amendments thereof (“**Applicable Law**”).
- 1.2 This Code of Ethics and Code of Conduct shall be called "***The Code of Conduct for Board Members and Senior Management Personnel***" (the “**Code**”) of the Company.
- 1.3 This Code supersedes the earlier ‘Code of Conduct for Directors and Senior Management’ of the Company and shall be effective from February 10, 2025.
- 1.4 This Code is framed under Regulation 17(5) of the SEBI Listing Regulations and is in alignment with the Company’s objectives and Corporate Governance principles aimed at enhancing ethical and transparent process in managing the affairs of the Company.

2. OBJECTIVE

- 2.1 The objective of the Code is to set forth guiding principles based on which the members of the Board and the Senior Management shall operate and conduct the daily business of the Company. This Code aim to promote honest and ethical conduct and disclose in a transparent manner the values in accordance to which the business of the Company will be conducted and encourage the observance of those standards to protect and promote the interests of shareholders and all other stakeholders (including but not limited to employees, customers, suppliers, creditors, lenders and society at large); The Board is of the view that the standards that should apply to itself and to the Senior Management of the Company should be higher than those that are applicable to all employees. Accordingly, compliance with this Code is a condition of employment and service for all Directors and Senior Management.

3. DEFINITIONS

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them as under:

- 3.1 "**Board Members**" or “**Directors**” shall mean the members on the Board of Directors of the Company.

- 3.2 **“Whole-time Directors”** shall mean the Board members who are in Whole-time employment of the Company including the Executive Chairman.
- 3.3 **“Non-Executive Directors”** shall mean the Board members who are not Whole-time Directors including Independent Directors of the Company.
- 3.4 **“Relative”** shall mean a ‘relative’ as defined under Section 2(77) of the Companies Act, 2013.
- 3.5 **“Senior Management”** means personnel of the company who are members of its core management team, i.e., senior vice president and above, excluding the Board of Directors, and shall also comprise of all the members of the management 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 include the functional heads¹, by whatever name called and the persons identified and designated as key managerial personnel, other than Board of Directors.
- 3.6 **“Independent Directors”** shall mean an ‘independent director’ as defined under Regulation 16(1)(b) of the Listing Regulations.
- 3.7 **“Duties of Directors / Independent Directors”** shall mean and include duties as laid down in the Companies Act, 2013 and Listing Regulations enumerated in Annexure I.

4. **APPLICABILITY**

The Code shall be applicable to the following:

- i) Whole-time Directors
- ii) Non-Executive Directors including Independent Directors
- iii) Senior Management Personnel

5. **THE CODE**

- 5.1 The Board Members and Senior Management Personnel shall function within the authority conferred upon them by the Company, keeping in view the best interest of the Company.
- 5.1.1 All Directors and Whole Time Directors acting collectively as a Board, function under the principle of collective responsibility and will always act in the interest of the Company.
- 5.1.2 In making its decisions, the Board shall take into account, and balance the various and sometimes conflicting interests of all the stakeholders. All decisions of the Board shall be made in good faith and in the best interests of the Company.

¹ **‘Functional heads’** shall mean such personnel of the Company who hold the position of senior vice president or above and are in-charge of heading any function of the Company, as may be determined by the Company from time to time.

5.1.3 The Board members and the Senior Management Personnel, in discharge of their fiduciary duties and when acting on behalf of the Company or in connection with the Company's business or operations, shall exercise due care, competence and diligence as a reasonable and prudent person, and exercise the highest standards of integrity, honestly, ethical and legal conduct.

5.1.4 The Board Members shall adhere to the duties laid down in Annexure I of this Code.

5.2 Honest and ethical conduct

5.2.1 Whole Time Directors and Senior Management will pro-actively promote and set an example of ethical behavior and integrity to the employees of the Company, in the discharge of their official duties and obligations

5.2.2 Confidential information acquired in the course of one's position, work and responsibility will not be used for personal gain or advantage, nor be disclosed to a third party unless done so in terms of this Code or required by law to do so.

5.2.3 Applicable laws, rules and regulations will be complied with in letter and in spirit in all the jurisdictions in which the Company operates.

5.3 Workplace free of harassment

5.3.3 Neuland is committed to providing a work environment free of harassment based on caste, colour, sex, race, religion, medical condition, marital status, age, sexual orientation, ethical belief, disability or on any other biases. All such harassment is unlawful. This is applicable to all persons involved in the operation of the Company and prohibits unlawful harassment by any employee of the Company towards other employees including juniors, supervisors, outside vendors, clients etc. We will treat people fairly and with respect and we will promote a culture where diversity is valued and full capabilities of individuals are harnessed and developed to the benefit of customers, employees and the business.

5.4 Conflict of interest

5.4.1 A conflict of interest exists, where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. Transactions, commitments and other activities which are not in the best interests of the Company or which have the potential to develop into a conflict of interest, should be avoided. Conflicts of interest between personal and professional relationships will be avoided, and if legally permitted, shall be fully disclosed to the Board by the person engaging in such transaction.

5.4.2 Any activity that interferes adversely with the performance, duties and obligations of a Board Member or Senior Management Personnel, such that independent judgement cannot be exercised, or is otherwise in conflict with or prejudicial to the Company is prohibited.

5.4.3 Whole Time Directors and Senior Management will devote their full attention and time to the business interests of the Company. Whole Time Directors and Senior Management will not render any professional service to or accept remuneration or compensation in cash or kind from suppliers, customers, consultants or competitors to the Company.

- 5.4.4 The Board Members and Senior Management will not take part in any activity that enhances or supports a competitor's position, unless there is a definite benefit for the Company.
- 5.4.5 It is a conflict of interest to serve as a Director of a company that competes with the Company. Senior Management must obtain the approval of the Board before accepting any position with another company, even a non-competitor and even if honorary.
- 5.4.6 Any Whole Time Director or Senior Management, in considering investing in any customer, supplier, developer or competitor of the Company (except purchase of equity or debt instruments of listed companies), must take care to ensure that these investments do not compromise their responsibilities to the Company. Prior approval of the Audit Committee of the Board is necessary for making any such investment. While making such investment, the factors for determining conflict of interest include the size and nature of such investment, the ability of the proposed investor to influence the Company's decisions, access to confidential information of the Company or the other company, and the nature of the relationship between the Company and the other company.
- 5.4.7 The Board Members and Senior Management Personnel shall protect the Company's assets including physical assets, information and intellectual rights and shall not use the same for personal gain.
- 5.4.8 Solicitation or acceptance by a member of the Board or Senior Management and their immediate family members, of a personal loan or guarantee from a customer in any capacity or supplier of products or services is not allowed.
- 5.4.9 Whole Time Directors and Senior Management shall not accept any offer, payment, promise to pay or authorize payment of any money or gift of value, from customers, suppliers, vendors or authorities, that is perceived as intended directly or indirectly to influence any business decision. Inexpensive gifts, business meals, celebratory events and official entertainment, provided they are not excessive or create an appearance of impropriety, do not breach the Code and are permitted. Gifts given or received should be appropriate to the circumstances and never excessive.
- 5.4.10 None of the members of the Board or Senior Management shall exploit for their personal gain, opportunities that are discovered through the use of corporate property, information or position, unless the opportunity is disclosed in writing to the Audit Committee of the Board and the Board declines to pursue the opportunity.

5.5 General obligation under SEBI Listing Regulations

- 5.5.1 The Board Members and Senior Management while dealing with the Company shall disclose all information that is relevant and necessary for the Company to ensure compliance with the applicable law.

6. PREVENTION OF INSIDER TRADING

- 6.1 The Board Members and Senior Management Personnel shall comply with provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code for Prevention of Insider Trading of

this Company and shall abide by all the rules and regulations made thereunder.

7. MEDIA COMMUNICATION

- 7.1 Whole time Directors and any person designated by the Whole time Directors shall be Corporate Spokesperson, on a need basis.
- 7.2 The authorized persons, as per the Company's Insider Trading Code, shall be responsible for the following:
 - 7.2.1 Corporate Disclosure of unpublished price sensitive information.
 - 7.2.2 Ensure that the Company complies with continuous disclosure requirements mentioned under Shareholding Disclosure Practices.
 - 7.2.3 Oversee and co-ordinate disclosure of price sensitive information to stock exchanges, analysts, shareholders and media
 - 7.2.4 Educate employees on these disclosure policies and procedure.
 - 7.2.5 If any information is accidentally disclosed without prior approval, the person responsible shall inform the Corporate Spokesman immediately, even if the information is not considered price sensitive.
 - 7.2.6 Decide whether a public announcement is necessary for verifying or denying rumours and then make the disclosure.

Except for the above, no Board Member and Senior Management Personnel of the Company shall interact with media, in respect to any matter related to the Company, without prior approval of the Board.

8. TRANSPARENCY AND CONFIDENTIALITY OF INFORMATION

- 8.1 The Board Members and the Senior Management Personnel shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.
- 8.2 **"Confidential Information"** shall include all information of the Company not authorized by the management of the Company for public dissemination. This includes, but is not restricted to, information on trade, trade secrets, confidential and privileged information regarding customers, employees, information relating to mergers and acquisitions, stock splits and divestiture, non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Directors in formal meeting or otherwise and should include all information in respect of the Company which is not available in the public domain at that point of time. Any information concerning the Company's business, its customers, suppliers etc., which is not in public domain and to which the Board Members and the Senior Management Personnel have access or which is possessed by them by virtue of their position / status in the Company must be considered confidential information.
- 8.3 All Confidential Information must be held in confidence and shall not be disclosed inadvertently or otherwise except in compliance with this Code. No Board Members and Senior Management Personnel shall provide any information either formally or informally, to the press or any other public

media, except as required in the performance of the duties. However, Board Members and Senior Management Personnel shall be free to disclose such information which is -

- i) Part of the public domain at the time of disclosure.
- ii) Authorized or required to be disclosed pursuant to a decision of the Board.
- iii) Required to be disclosed in accordance with Applicable Laws, rules, regulations or guidelines.

9. COMPLIANCE AND VIOLATION OF THIS CODE

9.1 It shall be the duty of the Board Members and the Senior Management Personnel to ensure the enforcement of this Code. Any breach noticed shall be reported to the Board. In case of breach of this Code, the same shall be considered by the Board for initiating appropriate action including disciplinary action, as deemed necessary.

9.2 This Code does not specifically address every potential form of unacceptable conduct and it is expected that the Board/Senior Management will exercise good and independent judgement in compliance with the principles set forth in this Code. The Board Members and the Senior Management Personnel have a duty to avoid under any circumstances such conduct that would violate this Code in letter or in spirit.

10. PLACEMENT OF THE CODE ON WEBSITE

10.1 Pursuant to the Listing Regulations and any amendments thereof, the 'Code' shall be uploaded on the website of the Company.

11. INTERPRETATION OF CODE

11.1 Any question or interpretation under this Code of Ethics and Business Conduct will be resolved by the Board or any person /committee authorised by the Board of the Company.

11.2 Any deviation/breach of the Code will be treated with due seriousness and prompt action taken to redress the same.

12. ANNUAL COMPLIANCE REPORTING

All Board Members and Senior Management Personnel shall affirm compliance of this Code within 21 days of close of every financial year in the proforma enclosed as Annexure II to this Code. The Annual Report of the Company shall contain a declaration to this effect and signed by the Vice Chairman & Chief Executive Officer.

13. ACKNOWLEDGEMENT OF RECEIPT OF THE CODE

All Board Members and Senior Management Personnel shall acknowledge receipt of this Code in the acknowledgement form annexed to this Code vide Annexure-III.

14. AMENDMENTS TO THE CODE

The Board may review this Code on a need basis and make suitable changes, as it deems fit. Unless otherwise specified, any amendments to this Code shall be effective from the date on which such changes/amendments are ratified by the Board.

Any statutory amendments that may affect this Code, i.e., the SEBI Listing Regulations or any other applicable laws shall be deemed to have been included in this Code and the Company shall be governed by it and the amended Code shall be placed before the Board for ratification/approval.

Annexure-I

Duties of Directors

Pursuant to the provisions of Section 166 of the Companies Act, 2013, the duties of directors are:

- (1) Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the Company.
- (2) A Director of the Company shall 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 interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- (3) A Director of the Company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (4) A Director of the Company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- (5) A Director of the Company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- (6) A Director of the Company shall not assign his office and any assignment so made shall be void.
- (7) If a Director of the Company contravenes the provisions of this Code, such Director shall be liable for punishment in terms of the Applicable Law.

Duties of Independent Directors

Schedule IV [section 149(8)] of the Companies Act, 2013 lays down the Code for Independent Directors. Accordingly—

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 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) 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. 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;
- (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.

Annexure – II

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

ANNUAL COMPLIANCE REPORT*

Ido hereby solemnly affirm that to the best of my knowledge and belief I have, in letter and in spirit, complied with the provisions of the CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT during the financial year ending March 31

Signature :

Name :

Designation :

DIN :

Place :

** To be submitted by 21st April each year.*



Annexure-III

NEULAND LABORATORIES LIMITED

ACKNOWLEDGEMENT FORM

I,, have received and read the Company's "CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL ("this Code"). I have understood the standards and policies contained in this Code. and I agree to comply with this code.

Signature :

Name :

Designation :

DIN :

Place :