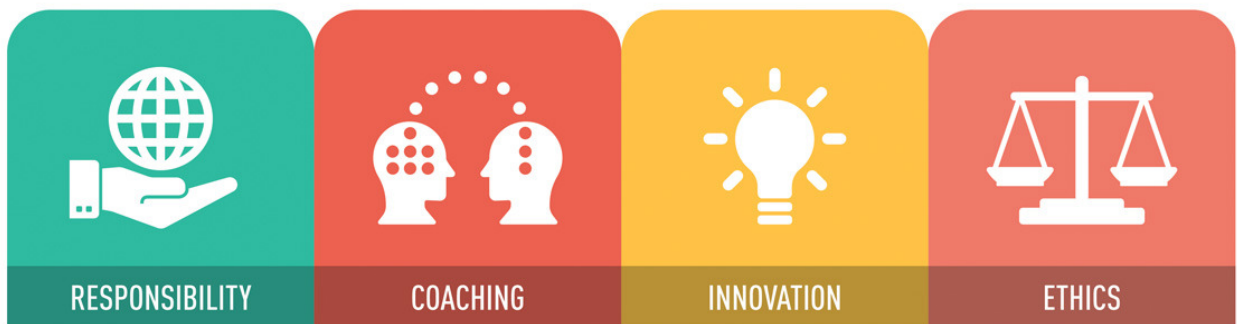
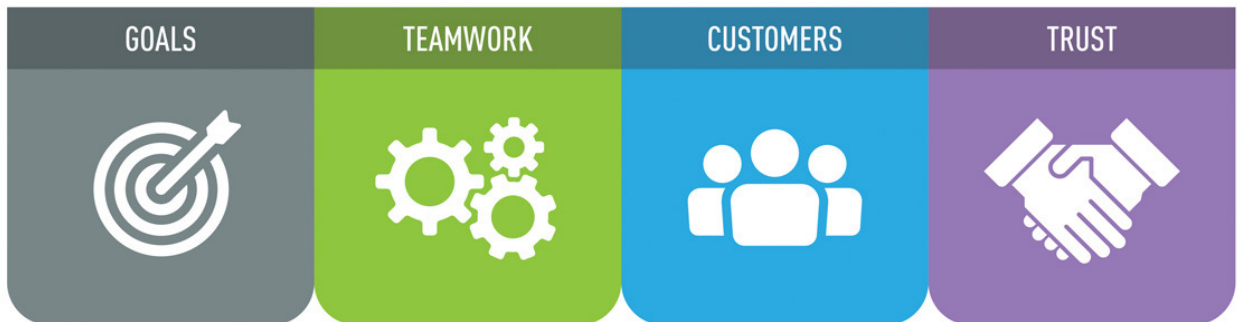




KINDMAN'S LABORATORIES LTD



CODE OF CONDUCT



MESSAGE FROM THE CHAIRMAN

It gives me a great pleasure to present to you the **KINDMAN'S** code of conduct (the "Code").

KINDMAN'S will build an outstanding reputation in the country as a responsible Pharmaceutical Company. This reputation will be earned over many years and therefore, must be maintained and safeguard, so we can continue to grow and prosper. We are extremely proud of **KINDMAN'S** and we believe that it is our duty to preserve our standing with dignity and pride.

To maintain the confidence and trust that our stakeholders will place in us, every business decision and every action shall be taken on KINDMAN'S 's behalf must be assessed in light of whether it is right, legal and fair. Ethical lapses at any level in the organization can quickly destroy that trust and confidence, leading to significant consequences that in some cases could threaten its very existence.

Our code will be a road-map which is designed to guide employees to make decisions that meet the highest standard of integrity, professionalism and ethical behavior. It supports KINDMAN'S 's framework which brings together all the elements that will allow us to achieve our vision of being the number one pharmaceutical company in India.

We encourage you to read and understand the code, and to be guided by it as you perform your work on a daily basis. If you have any questions about any aspect of the code, please consult your line manager, the Human Resources Group or the HR help desk.

I thank you for reading, understanding and adhering to the principles of our code of conduct that will make **KINDMAN'S** truly honor the concept Your Health Matters.

For Kindman's Laboratories

Chairman & Managing Director

Introduction

The Code of Conduct describes the values and the standards of behavior expected from all employees of **Kindman's Laboratories Ltd.** and its subsidiaries in future. I shall appreciate and all of you to please read this carefully and make sure you understand what we should always do and what we must never do in terms of our professional conducts, interactions with our stakeholders, target audience (doctors/hospitals), business partners and the community in general.

KINDMAN'S has established a set of 5 core values that should guide our behavior and that provide the framework for reinforcing our **KINDMAN'S** and Care for health and hygiene culture. These are:

- ✓ **Integrity** -We do and shall do right thing even when no one is looking at us.
- ✓ **Care**-We protect our ailing humans, people and honor our commitments.
- ✓ **Respect** -We value our collective diversity.
- ✓ **Discipline** - We do and shall do things right every time.
- ✓ **Ambition**- We strive and continue to be the best day by day and every day.

By honoring our core values we are:

- Establishing a minimum standard of conduct that every **KINDMAN'S** employee is expected to follow.
- Protecting the business interests of **KINDMAN'S** , its employees, and its Target Audience (Pharma products Suppliers, C/F, Distributors, Stockiest, Doctors, Hospitals and Patients and their family members).
- Maintaining **KINDMAN'S**'s reputation for highest level of integrity, and
- Ensuring that **KINDMAN'S** , through its stakeholders and employees shall complies with applicable legal and regulatory obligations.

The code is applicable to **KINDMAN'S** and all its subsidiaries across area, regions and destinations within and outside of India, and applies to all stakeholders, employees, including full-time, short-term and part-time employees, seconders, temporary staff, consultants, trainees, part-time trainees, interns and outsourced staff. In case of conflict with the parent and of the subsidiary the best applicable law of the land will supersede. For the purpose of this code, workplace means any place where an employee conducts business or socializes on the behalf of **KINDMAN'S** or as a result of being employed by **KINDMAN'S** .

The workplace includes but is not limited to:

- All offices, sub-offices, service units and facilities of **KINDMAN'S** ;
- Hotels, meeting and training facilities, while working or travelling on company business;
- Meetings at Target Audiences facilities and events sponsored by them, and;
- All **KINDMAN'S** sponsored dinners, sales meetings, lunches, conventions and conferences.

All employees must act, and be seen by their customers, suppliers, regulators, communities and shareholders to be acting, in accordance with these principles and core values. Employees are also responsible for marketing our products and services and managing risk effectively and preventing losses for the best interest of stakeholders and target audiences. **KINDMAN'S** policies and procedures are in place to ensure we show personal and professional integrity for prevention of malpractices in our products/services and for removing incentives or temptations for unethical behavior. It is your responsibility, as an employee of **KINDMAN'S** , to make sure you understand and follow the values and behavioral standards set out in this code of conduct. Failure to follow the Code of conduct may lead to breaches of law, of company and especially pharmaceutical company standards and may harm **KINDMAN'S**'s reputation. It may also lead to disciplinary action, which could result in your dismissal or criminal prosecution.

Acting within Authority-

Where the situations call for exercising discretion in carrying out the business and protecting the interests of the company, the employees should exercise best judgment appropriate to their qualification, knowledge and experience.

Every employee should act within the powers/authority that has been delegated to them, expressly or through implication. If the employee, for justifiable reasons and/ or under emergencies, has to exceed his/her authority, he /she must report this immediately to his / her line manager and approval from the appropriate manager / authority which should be obtained within a reasonable timeframe. It is the responsibility of the employee exceeding the authority to ensure approval has been obtained.

- ✦ **Responsibility of Managers**—Members of management are responsible for ensuring each employee understands and adheres to the Code of Conduct & code of ethics as well as reinforcing and monitoring employees' behavioral standards.

In addition to this above, Managers should:

- ❖ Understand what is expected of them to improve business and service quality and/or reduce risks and losses;
- ❖ Obtain the expert support needed to navigate the often-complex issues that arise when an employee fails to meet the standards of conduct & code of ethics; and
- ❖ Choose an appropriate, consistent course of action that takes into account any valid mitigating factors.

Where employee seek assistance or report violations, managers must address issues and obtain guidance from appropriate resource groups as and when required. In the event of serious misconduct on the part of an employee (e.g. criminal actions, conflict of interest, intentionally inputting inaccurate data into **KINDMAN'S** 's information system or failing to carry out due diligence). Managers should follow him and thereafter initiates to implement the guidelines set out in the code of conduct & code of ethics and other relevant **KINDMAN'S** policies and procedures.

- ✦ **Breaching of KINDMAN'S 's policies and Principles**—If employment is terminated as a result of a breach of the principles outlined in this code or if employees breach the code during their notice period, the company reserves the right not to issue the employee a no-objection certificate, and to take whatever actions are permitted by the law under such circumstances.

Any violations of **KINDMAN'S** 's policies, procedures, standards, guidelines, or applicable laws and regulations, including the requirement set out in the code, may impact employees' performance assessment and variable pay. In addition, violations could result in disciplinary action, including dismissal without notice or payment in lieu of notice, depending on the severity of the situation. Violation could also result in civil and /or criminal penalties and/ or fines, as determined by **KINDMAN'S** policies and the India criminal and labour laws.

An employee who has committed any violation will face disciplinary action, up to and including termination of employment, at KINDMAN'S 's sole discretion, even if there was no loss to KINDMAN'S . Such violations may be including, but are not restricted to:

- ❖ Engaging in anti-company and anti-country activities during the course of employment with **KINDMAN'S**
- ❖ Any kind of criminal activities during the course of their duties;
- ❖ Allowing a situation causing a material conflict of interest to arise;
- ❖ Intentionally inputting inaccurate information into **KINDMAN'S** 's records;
- ❖ Deliberately failing to carry out due diligence or to process
- ❖ Exposing the company to potential risk and loss through negligence;
- ❖ Knowingly accepting improper documentation;
- ❖ Making improper use of company information;
- ❖ Forging a signature, or signing on behalf of a fellow colleague, client authorization and documentation;
- ❖ Attempting to extract company information, either physically or electronically, for non-business, malicious or fraudulent purposes;
- ❖ Tipping-off outsiders and target audience of any type about company affairs and its on-going investigation.

- ✦ **Criminal Offences**—

Employees must notify their manager, as soon as possible, if they are charged with or convinced of theft, fraud, or any other criminal offence. Registered or licensed employees must, in some cases, also disclose the circumstances to a regulatory agency. Managers who receive such a report must immediately inform Human Resource Division (HRD), Employee Relation & Services, Quality Control Division, and Operational Risk Division of **KINDMAN'S** as applicable. Employees must report any kind of anti-company, anti-establishment policy and procedures regarding matters not acceptable to **KINDMAN'S** as outlined in their respective Employment Offer Letter.

- ✦ **Reporting Violations**—

Employees must report any suspected or presumed incidents of serious misconduct or behavior that breaches the company's code of conduct, policies, procedures, or any action by an **KINDMAN'S** employee or any third party that is or could be harmful

to the interest or reputation of the company and/or its subsidiaries. Employees should also report concerns regarding accounting, internal accounting controls, auditing and quality and service standards matters.

Employees are encouraged as an initial step to report such incidents using established procedures. No employee should attempt to intimidate or retaliate (directly or indirectly) against another **KINDMAN'S** employee who shall be making such reporting. Any employee who does initiate retaliatory action against another employee will face disciplinary action. Any employee who deliberately gives a false report will be liable to disciplinary and legal actions. Additionally, if the established procedures are inappropriate or fail to address their concerns, such concerns should be raised through company's whistle blowing policy. The company's whistle blowing policy ensures employees can report their concerns without fear of reprisal in a confidential manner.

Employees are required to cooperate in any official investigation, quality assurance/compliance of products and services, audit or similar request. Employees and managers of the company may not use their position to prevent another employee from exercising their rights or complying with their obligations to report an incident. Failure to report may result in disciplinary action, up to and including dismissal. Managers must seek proper guidance from employee Relation & Services Department under HRD when any irregular / illegal activity is reported to them.

HONESTY AND INTEGRITY

KINDMAN'S is subject to numerous laws and regulations regarding the products and services we offer and the means/ways we offer them as an ethical pharmaceutical company. Violations of the law can adversely impact **KINDMAN'S**'s reputation and our ability to carry on our business. Each employee is responsible for knowing and understanding the laws, rules and regulations applicable to the performance of his or her duties at **KINDMAN'S** and complying with both in letter and spirit of these laws, rules and regulations. Ignorance of the law is not a valid defense if the law has been breached. Employees must not knowingly or actively assist in activities that are malicious and criminal in nature.

HONESTY AND INTEGRITY-

Integrity is the cornerstone of our business principles and one of our core values. Employees must act honestly and fairly with high ethical standards, valued skills, utmost care and concern with full attention to details in their dealings with the Stakeholders and Target Audiences (**STA**). Engaging in dishonest or unethical activity damages the trust of our **STA** which they have in the company and may weaken our reputation within the business domain and business community. All communications, verbal and written must be truthful and must not intentionally, directly or indirectly, mislead others. Any involvement in dishonest activity is unacceptable and may result in disciplinary action, up to and including termination of employment and thereafter, legal action as appropriate. Should an employee suspect a **STA** or employee of dishonest or unethical activity? It is their responsibility to report the matter to their managers. Should an employee suspect their manager, they should report it to their line manager's manager, Quality & Risk Division under (**HRD**) or raise it as per the whistle blowing policy. **KINDMAN'S** has zero tolerance for internal indiscipline and all employees must follow the company's policy and procedures regarding the prevention and reporting of unusual and inappropriate cases.

Some examples of dishonest activities are:

1. **Theft & Fraud-** an employee must not steal from or commit fraud against **KINDMAN'S**, its customers, other employees or other parties, or assist others to do so.
2. **Forgery-** An employee must not impersonate or sign any document on behalf of a customer or another employee.
3. **Extortion, bribery and "Kickbacks"-** under no circumstances, is an employee allowed directly or indirectly offer or agree to give a bribe (in the form of payment, loan, reward or other advantage) or engage in extortion. Staff should abide by **KINDMAN'S**'s anti-bribery guidelines at all times.

Full and fair Disclosure

When preparing or providing information that will be included in any reports or documents that **KINDMAN'S** is required to file with any governmental or regulatory agency, or any public communications, employees are responsible for ensuring that:

1. Information provided is complete, accurate and current; and
2. Reports and document are prepared so they conform to all regulatory requirements and filled in a timely manner.

In addition, employees must produce full, fair, accurate, timely and clear disclosure in reports and documents that are submitted to regulators as well as in public communications. If an employee becomes aware of any inaccurate or misleading statement in a public

communication, he/ she must report it immediately to **KINDMAN'S Laboratories**. Making false or misleading statements to external auditors is a criminal offence that can result in severe penalties. Employees must not, directly or indirectly, attempt to fraudulently influence, coerce, manipulate or mislead **KINDMAN'S**'s independent public auditors for any purpose.

CONFLICTS OF INTEREST

A conflict of interest is a set of circumstances that creates a risk that an KINDMAN'S employee's professional judgment will be unduly influenced by another interest. Employees must take care to ensure that they avoid any conflict of interest arising between the employer, the company, a customer or the company's suppliers, whether the situation involves the employee directly or a member of the employee's immediate family.

Employees must immediately advise their manager of any transaction or relationship that may create an apparent or actual conflict. Employees should seek the advice of their manager with any questions or concerns and the employee and/or manager can request support from group compliance. Under certain circumstances, it may be required to obtain prior approval from group compliance.

In all cases, employees should treat all customers fairly and always put customers interests ahead of their own.

📌 Gifts & benefits-

There may be occasions when an existing or potential customer or supplier wants to give an employee a gift, benefit or provide entertainment. Although accepting them may not raise any conflict of interest, they may be seen by others to be a bribe or an inducement that affects business decisions.

Employees must not accept, or give, cash gifts from, or to, existing or potential customers, suppliers or their employees. Any payment made to a third party by or on behalf of **KINDMAN'S** must be made only for the identifiable service performed by the third party, and the payment value must be reasonable in relationship to the services performed.

Employees may give or accept any type of gift, benefit or entertainment, on the following conditions:

- It is of nominal value "Nominal "means entertainment, including meals and social activities, the cost of which is within normal business practices, or a gift or benefit which is approximately INR 1000 or less and within normal business practices.
- It is not solicited or asked for;
- It is not given or received in return for doing a specific transaction with a customer or supplier (for example, employees may not accept a gift, benefit or entertainment in return for a credit-related transaction or a contract with a supplier).
- It is not given or received in return for the referral payment arrangements, and is not otherwise offered with an ulterior motive, such as an attempt to influence any decision;
- If knowledge of the situation were to become public, it would not affect **KINDMAN'S**'s reputation;
- It is not illegal, and;
- It will not violate the business practices of the other party.
- If the receiving / giving of the gift was approved by employees' line manager in writing.

📌 Anti- bribery -KINDMAN'S is committed to maintaining the highest level of professional and ethical standards in all its operation and ensuring it is free from any taint of corruption. In all other business activities, employees must not seek, accept, promise or offer any improper advantage in exchange for any financial or other benefit or advantage. Employees must act responsibly and access whether providing or accepting any hospitality, entertainment, gifts or other business courtesies:

- Is or could be perceived as an improper inducement or a conflict of interest or reflect negatively on the company's reputation; or
- Violates any applicable law, regulation or the policies of the company

Employees must not pay, offer, or promise to provide or arrange, or authorize provision of, directly or indirectly through any other person or firm, anything of value to a "Government Official", including employees, officers, directors or representatives of any Government Authority.

📌 Travel and Accommodation - Employees should not accept travel and accommodation offered purely for their personal use from a customer or supplier. This means, for example, that an employee may not accept free use of a hotel accommodation for their family. The **CMD/CEO** and the **Head-HRD** must approve any exceptions.

- ✚ **Other Employment-KINDMAN'S** expects its full –time employees to devote their entire business day to the work of the company. Employee should avoid engaging in additional employment, position, association or business activities that might interfere, or appear to interfere, with their judgment regarding the best interests of **KINDMAN'S** and its clients.

On an annual basis, all **KINDMAN'S** employees must sign a declaration that they are not engaged in additional employment or business activities outside of **KINDMAN'S** , and that they have no financial liabilities with any other financial institution in India or abroad. The sources of any additional income received must also be disclosed. The **Head-HRD** should be informed if the employee engages in additional employment or business activities outside **KINDMAN'S** during the year. **KINDMAN'S** reserves the right to require an employee to limit or resign his or her outside position. Indian Nationals may be allowed to own a business but they are requested to declare the details of the businesses they own and should obtain written approval from their **Head-HRD**.

- ✚ **Termination of Employment-**

In accordance with the terms of their employment contracts, employees are not permitted, during their notice and for one year from the date of their termination, to compete with the business of the company, or to solicit, either directly or indirectly, any customer who was clients of the company at any time during the period of their employment with **KINDMAN'S** . The company reserves the right to pursue the legal action in any case it deems a violation to have occurred.

- ✚ **Recommending services or products to customer-**

KINDMAN'S 's relationships with its customer are built on mutual respect, trust & integrity. For this reason, customer may seek employee's guidance in finding external service provider such as lawyer, accountant & real-estate agent. While employees may provide the names of several external service providers, they shouldn't give a recommendation for a specific service provider to a customer. Employee shouldn't, for any reason, introduce a client or potential client to any third party engage in promoting selling or distributing any financial product or service not marketed through **KINDMAN'S** , nor should they recommend, solicit or endorse or imply endorsement of, any private investment not marketed through the company.

Employee must not provide external service providers, promoters or distributors with the names of **KINDMAN'S** customer without the explicit consent of the management.

WORK PLACE BEHAVIOUR

- ✚ **Harassment & Discrimination –**

Every employee has the right to be respected and receive fair & equal treatment. Employee should conduct themselves in a manner that promotes a productive working environment & so respect for the origins, communities & different views of colleagues, clients, suppliers or the public. **KINDMAN'S** employees are responsible for ensuring a harassment free working environment. Inappropriate behaviors towards colleagues or customers on the basis of race, gender, disability, national or ethnic origin, skin colour, religion, marital status or any other grounds are unacceptable.

Any allegation of harassment will be handled in a timely & sensitive manner. The rights of the complainant & the respondent will be respected at all time. Any false or malicious complaints of harassment, even if made in good faith, will be the subject of disciplinary action.

- ✚ **Safety and security in the workplace-**

KINDMAN'S is committed to providing a safe working environment and acts proactively to improve its standard and procedures to minimize the risk of workplace incidents. All activities should maintain the highest regard for the health and safety of employees, visitors and the public, and any accidents, incidents or potential safety hazards should be reported immediately. Employees will not engage in any form of violence in the workplace. Violence is defined as the threatened, attempted or actual use of physical force by the person, or to cause damage to the assets, belongings or property of **KINDMAN'S** or another individual. This includes any threatening statement or behaviour which would give a person reasonable cause to believe that they are at risk of injury, whether or not any action has occurred.

Examples of violent behaviour include but are not limited to:

- Actions that a reasonable person would view as potentially violent;

- Any oral or written threats or abuse that could harm another individual or endanger the safety of employees in anyway, including physically aggressive behaviour;
- Demeaning abusive comments that a reasonable person perceives as creating a hostile or offensive work environment; or
- Threats to destroy or damage KINDMAN'S 's or another individual's property through vandalism or sabotage.

✚ **Alcohol and Drug use**-Employee may not possess or consume alcohol and illegal drugs in KINDMAN'S facilities. Showing signs of intoxication or consumption of illegal drugs will result in disciplinary action.

PROVIDING SERVICES TO OUR CUSTOMERS

✚ **Customer service**-KINDMAN'S 's success in building strong relationship with its customers depends on the company delivering products, services and advice that meets their needs and exceeds their expectations.

Employees should always deliver service excellence through demonstrating the KINDMAN'S service commitments:

- We greet others with a genuine smile
- We listen to and acknowledge others' needs courteously and professionally.
- We take ownership of others' needs and see them through to resolution.
- We are knowledgeable, honest and reliable.
- We dress professionally and presentably.

Prompt resolution of customer complaints is an important part of providing responsive service. Employee should ensure they are familiar with the above points in letter and spirit.If an employee is not in a position to resolve a customer complaint, they should follow established complaint resolution procedures or consult their manager or other relevant employees if they are uncertain what to do.**Employees must ensure:**

1. That they fully understand the features of the KINDMAN'S products and services they provide.
2. They adhere to all operational, credit and compliance procedures; and
3. They are prepared and permissible, if KINDMAN'S is unable to provide a particular product or service.

✚ **Scope of Employment Duties**- Employees must not act outside the scope of their employment duties, delegated authority or registration (if applicable), the business activities of KINDMAN'S or its future subsidiaries. Employees are also responsible for ensuring that they do not violate KINDMAN'S 's policies, procedures, guidelines or any provisions of this code.

✚ **Giving advice**-When dealing with customers, employees must:

1. Only offer advice if their job duties include providing guidance;
2. Not give advice beyond the scope of those duties or without registration, where it is required.
3. Give advice only on the company's products and services which suit the customer's requirements; and
4. Advise customers fully, honestly and in good faith.

Customers who request specialized services should be refereed to thoseKINDMAN'S business units that are authorized to carry out this type of business, or encouraged to seek external advisors with the permission of head-HRD if KINDMAN'S doesn't offer specialized services in particular field.

✚ **Confidentiality and privacy**- In the pharmaceutical industry confidentiality is fundamental. KINDMAN'S 's customers, colleagues and suppliers trust the company with their confidential information and in order to maintain that trust and meet legal requirements, each employee has a duty to protect confidential information, which continues even after they leave KINDMAN'S . The duty of confidentiality extends to all information about:

1. All KINDMAN'S customers, including persons who apply for the products and services
2. KINDMAN'S employees
3. Suppliers, including proprietary information owned by the suppliers; and
4. KINDMAN'S and its future subsidiaries.

An employee's duty to ensuring confidentiality applies to all information about KINDMAN'S 's business, including marketing plans, agreements, customer lists, databases, trade secrets, intellectual property, as well as information about competitive and

strategic matters, non- public information such as information about **KINDMAN'S** 's current or projected earnings and new business initiatives. Employee should access information only when they have been authorized to do so and there is a valid business reason.

Guidelines for protecting confidential information-

Safeguarding confidential information is important whether it is on **KINDMAN'S** 's property, in a home office or transit as an employee travels to and from work. When in doubt about how to handle confidential information, employees should seek guidance from their manager (or the information security department) before using or disclosing it.

Employees must take all reasonable steps to protect confidential information, including:

1. In addition to the points mentioned in the Appointment& Offer letter the following points should be adhered with regards to confidential information.
2. Controlling access to confidential information
3. Not discussing confidential information outside the requirement of the job.
4. Disclosing information with colleague, customers and other third parties on a need to know basis only
5. Not discussing confidential information with family and friends.
6. Not discussing confidential information in public places like airplanes, elevators and restaurant.
7. Keeping document in the workplace safe and away from areas where they can be lost, stolen or viewed by unauthorized persons, and taking steps to secure sensitive information when an employee's desk is unattended.
8. Safeguarding documents being taken away from the office.
9. Being aware that conversation on cellular phones and communications over the internet may not be confidential and acting accordingly.
10. Being aware that private emails are not secure and therefore not sending or forwarding confidential information to private / personal email.
11. Ensuring the correct fax number or email address or recipients used when sending and obtaining appropriate authority from the customer to communicate electronically.
12. Determining whether confidential information should be shredded or otherwise made inaccessible prior to disposal.
13. Not leaving computers unattended and accessible to unauthorized persons and logging off computers at the end of the day or when away from the workplace; and
14. Not sharing information about **KINDMAN'S** with companies that are or may be, seeking to provide products to **KINDMAN'S** , except as required in any bidding process.

Privacy of customer information-KINDMAN'S 's privacy standards is a commitment to protect and preserve the privacy of our customers. Employees must ensure they are familiar and uphold these standards by:

1. Communicating the standards to customers; and
2. Respecting customers' consent regarding use of their information, including use for marketing purposes.

Employees must be and be seen by customers and the community to be trust-worthy and above reproach at all times. Account enquiries should be performed as part of normal business activities or with the direct authorization of the customer. Unsolicited or unauthorized enquiries about **KINDMAN'S** stakeholder or personal information (including colleagues) outside normal business activities, including out of curiosity, are an "invasion of privacy" and will not be tolerated. **KINDMAN'S** may monitor employee queries concerning customer accounts to ensure compliance with these requirements.

Within **KINDMAN'S**an employee only communicates customer and other confidential information with colleagues on a "need to know "basis. Employees may not disclose customer information to anyone outside **KINDMAN'S** except when:

1. The disclosure is being made to a company used to process information or supply services, provided that the company has signed an agreement with us to preserve confidentiality and to use the information only for the permitted purpose; and
2. Disclosure is necessary to protect **KINDMAN'S** 's interests or is required by the law (except in situations where we have established procedures, this type of disclosure may not be made without first seeking advice from the Head-HRD)

Employee should always treat information about **KINDMAN'S** 's confidential. This includes information about whether or not an individual or business is a customer of **KINDMAN'S** . Even seemingly trivial information such as this may be important to a customer or may indirectly convey important confidential information.

✚ **Employee privacy- Employees** must respect the privacy of their colleagues. To safeguard **KINDMAN'S** employee's personal information and prevent unauthorized access, all employees entrusted with access to other employee's information should access such information only when there is a valid business reason to do so. Employees should only collect, use and disclose personal information relating to other **KINDMAN'S** employees in accordance with the Company's Information security policy

✚ **Information security**-Employees must comply with **KINDMAN'S** information security policies and procedures and be responsible for the security of the company's information. Many internal thefts occur because employees share their passwords or leave their terminals unattended. Employees are accountable for all computer activity initiated under their user ID and password and must ensure passwords remain confidential. Employees are responsible for taking adequate precautions to protect their passwords. An employee must take reasonable care to ensure that the use of information, technology and systems protect customers and the **KINDMAN'S** on whole.

✚ **Information request from Regulators and Legal authorities –**

KINDMAN'S is required to comply with valid request from legal authorities and regulators in a timely manner. It is important that employees are aware of **KINDMAN'S** 's practices regarding such requests.

When an employee receives a summons, formal regulatory request or other legal demand for information (whether oral or written), the employee must (except where established procedures exist in the business area) seek guidance from group Compliance before:

1. Discussing any information with the requesting party or confirming that any particular information exists;
2. Providing the information requested;
3. Informing colleagues, customers or suppliers about the request or demand.

Any unwanted disclosure of information may amount to breach of **KINDMAN'S** 's duty of confidentiality and may expose **KINDMAN'S** to liability. Group Compliance must be immediately informed of any communications from regulators indicating potential or actual non-compliance with regulators.

✚ **Fair competition** –Marketplace and customer data are important in our business. **KINDMAN'S** gathers information about its competitors and how they do business only through legal and ethical channels.The company does not communicate, acquire or use trade secrets of other companies, unless it has acquired the legal rights to do so. Employees may not engage in, or encourage a colleague to engage in, illegal or unethical activities to obtain information, such as inducing an employee of a competitor to provide confidential information.

✚ **Electronic communication** –As with written mail, employees must ensure that the content of electronic and voice mail messages is accurate and consistent with this Code, as well as any other policies and procedures they may be subject to. Employees are prohibited from leaving or sending messages that are profane, illegal, unethical, offensive, discriminatory, harassing or abusive. When communicating outside of **KINDMAN'S** , employees should use discretion when leaving confidential telephone messages because other parties could access them.

Employees must use the Company's communication system (such as email system) for business purposes. Employee should be aware that external internet e-mail is not a secure way to send confidential information. Unencrypted messages sent through the internet are accessible to anyone who comes into contact with them, so employees should ensure whether encryption or other protection is required. Employees should use cautions to ensure they have the correct email addresses of recipients before sending information via the internet.

Employees may not participate in discussions in internet chat rooms or news groups relating to **KINDMAN'S** , its customers or its securities. Employee should not use emails or the internet to spread rumors regarding **KINDMAN'S** , another company, a colleague, or a regulatory investigation, or pass on information that could have a determinable effect on another business or which appears to be confidential in nature. **KINDMAN'S** reserves the right to access, store and monitor both internal and external email, voice mail and internet usage and to restrict use, without prior notice.

Employees should be aware that email and voice mail messages within **KINDMAN'S** may be seen or heard by other employees, and in some cases, may be subject to production in legal proceedings, and must be abide by any relevant **KINDMAN'S** policies and guidelines. The availability of new technology does not change an employee's personal responsibility to act and communicate professionally at all times.

✚ **Accessing Information** –**KINDMAN'S** recognizes that there is a wealth of information available through the internet. Good judgment should be exercised when accessing web sites and utilizing information obtained through the internet, including the security of the information transmitted or received. Employees should keep in mind that when visiting a websites, it is probable that the fact that “**KINDMAN'S** ” visited the site could become known.

Employees may not access, download or distribute information from the internet that could harm **KINDMAN'S 's** reputation, involve harassment or be deemed inappropriate in the workplace. This applies in particular to information that may be offensive, discriminatory or harassing, including pornography. Accordingly, **KINDMAN'S** reserves the right to block access to certain internet sites.

✚ **Maintaining Records** – Complete and accurate records help **KINDMAN'S** maintain and build customer and employee relationships and effectively manage its business within appropriate risk management guidelines, without them, customer's trust in the **KINDMAN'S** and the integrity of employees may be compromised.**Employees must:**

- a) Exercise care and diligence in maintain all customer and employees' documentary and electronic records;
- b) Follow all applicable record-keeping policies and procedures, including obtaining all required information, verifying it as required, recording it accurately and retaining it for the periods specified in **KINDMAN'S 's** record retention policies.
- c) Never make false or misleading entries.
- d) Not enter incorrect or misleading assets, liabilities or information in any application to facilitate the sale of a product or service;
- e) Never sign, forge, tamper with or cut and paste the signature of anyone else, even with their consent;
- f) Not use or accept signed blank documents and must not witness any document unless they have actually seen the documents signed; and
- g) Never destroy, alter or falsify any records that are potentially relevant to a violation of law or any litigation, or pending, threatened or foreseeable government or judicial investigation or proceeding.

PROTECTING KINDMAN'S 'S ASSETS

✚ **KINDMAN'S 's assets**–**KINDMAN'S 's** facilities, equipment, supplies, and name should only be used for conducting **KINDMAN'S** business. Employees may not remove any **KINDMAN'S** property from **KINDMAN'S** premises, except with their manager's authorization. If an employee has been authorized to **KINDMAN'S** property off-site, they must follow **KINDMAN'S 's** security policies and procedures, and keep the property safe. Any materials or information obtained by employees in the course of their employment by **KINDMAN'S** remain the property of the company. This includes, but is not limited to: products, proposals, transactions, applications, customer lists, records, contact information, marketing materials, pricing information, business plans and other items or information that an employee is exposed to during the course of their employment with **KINDMAN'S** .Employees are expected to return all **KINDMAN'S** property on the termination of their employment, and to refrain from using or distributing such property following their termination. **KINDMAN'S** reserves the right to vigorously pursue the retrieval or any unauthorized use of its property.

✚ **Computer Resources** –**KINDMAN'S 's** computer network is a fundamental tool for conducting its business. Care should be taken to protect the company's network, including laptop computers, software and data from accidental or deliberate damage, destruction or disclosure of confidential information. Employees may only access and use **KINDMAN'S 's** computer resources if they have prior authorization and the use is part of their regular duties with **KINDMAN'S** .

Employees may use computer resources when working at home provided that their manager has approved of such use and all confidential information is protected from unauthorized access, theft, misuse, loss or corruption.**KINDMAN'S** licenses software and other intellectual property for use by employees. Employees must adhere to the terms of those licenses in respect of copying & personal use of software and other intellectual property. Software should not be loaded on **KINDMAN'S** computers for personal use, unless approved by management.

✚ **Dealing with Suppliers**-Employees involved in making arrangement to purchase goods or services from **KINDMAN'S** 's suppliers should ensure they understand and follow their business area procedures & expense policies regarding contracts with suppliers.

✚ **Treatment & Selection of suppliers**-**KINDMAN'S** treats all suppliers fairly and equitably and their selection is based strictly on value, quality, service and price. The company aims to deal with suppliers who have high standards of business conduct that are similar to those of **KINDMAN'S** .

✚ **Conflicts Of interests**- Employees must avoid any potential conflicts of interests with suppliers outlined elsewhere in this Code. Employees may not participate in the selection of a supplier if the employee, a relative or close personal friend has an interest in one of the suppliers under consideration.

✚ **Expenses** –Employees may claim reasonable business expenses consistent with **KINDMAN'S** 's expense policies. They are, however, prohibited from making excessive, fictitious or unnecessary claims. All expense reports and supporting documents should be submitted in a timely manner.

✚ **KINDMAN'S** 's Brand –In the eyes of our customers and the community, every **KINDMAN'S** employee represents the company. It is the responsibility of all **KINDMAN'S** employees to protect the company's reputation and its brand by actively demonstrating our core values.

KINDMAN'S 's brand name and trademarks may only be used in accordance with corporate standards and in compliance with any legal requirements. The approval of the legal department must be obtained when using the **KINDMAN'S** brand name and trademark. All marketing and other business activities must be conducted through authorized channels. Employees may not use **KINDMAN'S** 's name or their position with **KINDMAN'S** , for personal advantage in any other activities.

✚ **Speaking on Behalf Of KINDMAN'S** – Any communications with the media or other public statement an employee makes on behalf of **KINDMAN'S** must be approved in advance with the management and a representative of the Corporate Communications Department. Only specifically designated officers may discuss **KINDMAN'S** matters with external analyst and institutional investors.

✚ **Internal & Regulatory investigation** – Touphold**KINDMAN'S** 's commitment to stakeholders, it is necessary, from time to time, for **KINDMAN'S** to conduct internal investigations for various reasons, including complying with regulatory requests. Employees are required to cooperate with internal Audit, Human Resource Division, Legal and other areas of **KINDMAN'S** which audit, test or investigate issues within **KINDMAN'S** , such cooperation shall include attending all necessary meetings and accurately and fully answering all questions.

In connection with such an investigation, employee's must not:

1. Obstruct, delay or prevent such an investigation;
2. Discuss with colleagues or any third party the fact that they, they unit or another employee are subject to an investigation without the prior consent of the department conducting the investigation; or
3. Retaliate or take other adverse action against an employee who provides information or assistance in an investigation of violations of securities or antifraud laws.

✚ **Statement of Compliance** –

KINDMAN'S will be engaged in the provision of a wide range of pharmaceutical products and services in India. Wherever **KINDMAN'S** operates, we must ensure that all business is conducted in a manner which is complaint with the legal and regulatory requirements.**KINDMAN'S**is committed to being recognized as an organization dedicated to high standards of integrity in all its dealings and has established a framework of core values to underpin our Code of Conduct.In order to demonstrate these values, all employees of **KINDMAN'S** should act with integrity in all their dealings with customers and other parties with whom the company is connected. No employee should act in a manner that may jeopardize the company's reputation.

Each employee of **KINDMAN'S** is personally responsible for ensuring they fully comply with both the letter and the spirit of these principles. Should an employee have, at any time, doubts or concerns about any matter arising which may relate to

compliance with the spirit of this code of conduct, they should immediately discuss the matter with their manager. For clarification of any part of this document please contact the Human Resource group or the **HR** help desk.

Any exceptions to this code of conduct must be approved by the management **HR committee**, following recommendation by Head of Human Resource Division. No employee will suffer any consequences for bringing to the attention of their manager any breach, or suspected breach, of these principles. False or incomplete declarations in respect of any aspect of this code may lead to disciplinary action including termination of employment.

All employees must sign the Acknowledgement of Compliance below; to indicate that they have read and understood the contents of this code of conduct and agree to adhere to the company's ethical and professional standards, and core values, including any subsequent amendments to this code, failure to sign this document not affect the applicability of any part of this code.