

CODE OF CONDUCT AND ETHICS



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1. PREAMBLE

At HAB Pharmaceuticals & Research Limited (“the Company”), integrity, transparency, and accountability form the cornerstone of our business. This Code of Conduct and Ethics (“the Code”) sets forth the principles, values, and expectations that guide our conduct in every sphere of our operations. It applies to all employees, directors, officers, and those acting on behalf of the Company, and aims to ensure that every action reflects the highest standard of ethical business practice.

This Code is not an exhaustive manual covering every situation but a framework that helps us make sound judgments, act responsibly, and protect the Company’s reputation.

2. OUR RESPONSIBILITIES

2.1 RESPONSIBILITIES OF EMPLOYEES

Every employee is expected to:

- Conduct business with honesty, fairness, and integrity.
- Comply with all applicable laws, regulations, and internal policies.
- Protect Company assets and confidential information.
- Avoid conflicts of interest and promptly disclose any situation that may give rise to one.
- Report suspected violations of this Code in good faith.
- Cooperate fully and truthfully in any investigation or compliance review.

2.2 RESPONSIBILITIES OF MANAGERS

In addition to employee responsibilities, managers are required to:

- Lead by example and act as role models for ethical behaviour.
- Create an inclusive and respectful workplace where concerns can be raised without fear.
- Ensure that their teams are familiar with the Code and receive appropriate guidance.
- Take timely and fair action when misconduct is identified.

2.3 RESPONSIBILITIES OF DIRECTORS

Directors are entrusted with fiduciary duties under the Companies Act, 2013 and are expected to:

- Act in good faith to promote the best interests of the Company, its shareholders, and stakeholders.
- Exercise independent judgment in all matters.
- Disclose conflicts of interest and abstain from decisions where such conflicts exist.
- Maintain confidentiality of Company information, including unpublished price-sensitive information.
- Not derive personal benefit from opportunities that rightly belong to the Company.

3. COMMITMENT TO PEOPLE

- **Equal Opportunity:** We treat all individuals with dignity, respect, and fairness, without discrimination on the basis of gender, age, caste, religion, race, disability, or any legally protected status.
- **Safe Workplace:** We maintain a work environment free from harassment, intimidation, and unsafe practices.
- **Professional Relationships:** Personal relationships must not compromise objectivity or influence employment decisions.

4. BUSINESS INTEGRITY

4.1 FAIR BUSINESS PRACTICES

We compete vigorously but fairly, complying with antitrust and competition laws. Bribery, kickbacks, or improper payments are strictly prohibited.

4.2 CONFLICTS OF INTEREST

Employees and directors must not place personal interest above the Company's interest. Any external association, investment, or activity that could influence decision-making must be disclosed.

4.3 GIFTS AND HOSPITALITY

Reasonable business courtesies may be exchanged if lawful, customary, and not intended to influence business judgment. Any gift of material value requires disclosure and prior approval.

4.4 FINANCIAL INTEGRITY

All records must be accurate, complete, and maintained in accordance with applicable accounting standards. Misrepresentation, fraud, or unauthorized transactions are strictly prohibited.

5. SAFEGUARDING COMPANY ASSETS

- Company property, information systems, intellectual property, and resources must be used responsibly and only for legitimate business purposes.
- Confidential information, including R&D data, formulations, pricing, and customer records, must be safeguarded and disclosed only on a need-to-know basis.
- Insider trading or misuse of unpublished price-sensitive information is illegal and prohibited.

6. ENGAGEMENT WITH GOVERNMENTS AND COMMUNITIES

- We respect the laws of every jurisdiction where we operate.
- We do not make political contributions or use Company resources to support political candidates or parties.
- We are committed to upholding human rights and opposing child labour, forced labour, and human trafficking.

- We aim to be responsible corporate citizens by contributing positively to the communities where we work.

7. SPEAK-UP AND NON-RETALIATION

Employees are encouraged to raise concerns regarding unethical or illegal conduct without fear of retaliation. Retaliation against anyone who, in good faith, reports misconduct or cooperates in an investigation will not be tolerated.

Concerns may be reported through the designated Vigil Mechanism / Whistle Blower Policy of the Company.

8. COMPLIANCE AND DISCIPLINARY ACTION

Failure to comply with this Code may result in disciplinary action, up to and including termination of employment or directorship, and may also attract civil or criminal liability under applicable laws.

9. DUTIES OF INDEPENDENT DIRECTORS

In addition to their responsibilities under this Code, Independent Directors shall abide by the duties prescribed under Schedule IV of the Companies Act, 2013, including:

- Exercising objective and independent judgment.
- Ensuring that related party transactions are fair and in the Company's interest.
- Protecting legitimate interests of stakeholders.
- Not disclosing confidential or price-sensitive information, except as required by law.

10. AFFIRMATION

All employees, officers, and directors are required to affirm their compliance with this Code annually.

11. REVIEW AND AMENDMENT

This Code may be reviewed periodically and amended as deemed necessary by the Board of Directors to ensure continued relevance and alignment with best practices.
