

Jenburkt Pharmaceuticals Limited

CODE OF BUSINESS CONDUCT



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JENBURKT PHARMACEUTICALS LIMITED is committed towards enhancing the transparency in its all business conduct. The applicable rules, regulations, laws are strictly adhered to. In continuation of this culture of ours the following code of conduct has been framed to deal with the issues pertaining to business conduct and ethics.

This code is applicable to all the Directors, Key Managerial Personnel (KMP) and Senior Management Personnel (hereafter collectively referred as “Seniors”). All the functional heads, present or future, serving the company are treated as Senior Management Personnel.

Though, the code is framed to cover all probable matters that may occur, few of the potential problem areas could emerge in future.

I. Conflicts of Interest :

“Seniors” should be proactive in avoiding any conflict of interest, that may arise, during the course of business of the company. When such an event is likely to arise he / she shall disclose all facts and circumstances to the Board of Directors or the officer nominated in this regard by the board.

II. Protection of Confidential Information :

No one from “Seniors” shall disclose or use any confidential information gained in the course of employment / association with the Company for personal gain or for the advantage of any other person/s. No information either formally or informally shall be provided to any outsider/s except permissible by the Company’s approved policies.

III. Transparency, honesty and Ethical behavior :

“Seniors” shall ensure, at all the times, in all circumstances, the transparency and honesty in the conduct of the business. Highest standard of personal and professional integrity be ensured by them while acting on behalf of the company, not only at Company’s premises but at offsite, at Company’s sponsored events as well as at any other places. They shall voluntarily ensure that areas of operations are open to monitor and audit and the conduct of their activities are totally transparent and are subject to monitoring and auditing.

IV. Fair dealing with company’s property / facilities :

Except where specifically provided for personal use, the property belonging to Company and the facilities provided by it to “Seniors” shall not be used for personal use/benefit, since theft, carelessness, irresponsibilities, waste of company’s assets have a direct impact



on its image and financial performance. Company's properties are meant for legitimate business purposes only.

V. Independent Director

A. 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 behavior, 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.

B. An independent director shall be held liable, only in respect of such acts of omission or commission by a Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently with respect of the provisions contained in the Listing Agreement.



VI. Compliance with all applicable rules / regulations / laws / acts :

Compliance with all applicable rules / regulations / laws / acts, etc. be ensured by the “Seniors”. They should ensure that the true and fair view of the state of affairs of the company is depicted in the requisite manner. Insider trading code of conduct and other policies of the Company, present or future be followed strictly. Other compliance with the stock exchange and other regulatory bodies also be ensured.

VII. Lead by Example :

The “Seniors” are expected to proactively promote the work environment and shall set the professional tone for the ethical behavior enhancing ethical work environment and conveying the message of acceptable conduct, in addition, to all the employees of the company.

VIII. Interpretation and Waiver :

The Board of Directors is the final authority to decide about any question regarding the code. The board is empowered to appoint any committee or officer, in this regard.

The Board / Committee / Officer, as the case may be has the authority to waive any clause of this code, for any director / employee of the company, the decision in this regard must be conveyed / disclosed in writing. The employee / director seeking waiver must disclose his / her case to the director / committee / officer, as the case may be.

IX. Disciplinary Action :

The Board of Directors is the Principal authority to take appropriate action, in the event of violation or breach by any “Seniors” of this code of conduct. Board of Directors are expected to act judiciously by providing fair hearing to the employee in question.

X. Applicability :

This code is applicable, as mentioned herein above, to all the present and future “Seniors”.

