

RPG LIFE SCIENCES LIMITED

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

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1. Introduction and objective:

The Company always endeavors to conduct the business in an ethical manner and create a work environment which is conducive to all the stakeholders, it deals with. Therefore, Board Members and Senior Management will act as trustees in the interest of all stakeholders of the Company by balancing conflicting interest, if any, between stakeholders for optimal benefit. The adoption of this Code of Conduct (the Code) by the Board stems from the fiduciary responsibility which the Board Members and the Senior Management Personnel have towards the stakeholders of RPG Life Sciences Limited ('the Company"). In the observance of the Code, the Directors in their capacity as Directors, per se, will have a Directional role and the Executive Directors and Senior Management Personnel will have managerial and executive responsibility.

2. Definition:

"**Board/Directors**" shall mean the Board of Directors of the Company.

"**Compliance Officer**" shall mean Company Secretary of the Company appointed by the Board.

"**Executive Director**" shall mean a Managing Director/Whole-time Director as defined under Section 2(94) of the Companies Act, 2013.

"**Independent Directors**" shall mean an Independent Director as defined in Section 149 of the Companies Act, 2013 read with relevant provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

"**POSH Policy**" mean Prevention of Sexual Harassment Policy framed by the Company as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal), Act, 2013.

"**Related Party**" shall mean the related parties with respect to a person as defined in the Companies Act 2013 and/or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, as may be applicable.

"**RPG Code of Corporate Governance and Ethics**" means code prepared for and applicable to all the employees of RPG Group as defined in the said Code.

"**Senior Management Personnel**" shall mean officers and personnel who are members of the core management team excluding Board of Directors and shall also comprise all members of Management one level below the Managing Director or Whole-time Director or Managers (including Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads ("Core Management Team"), by whatever name called and persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

3. Ethical and moral behaviour:

The Code encompasses the following: -

(a) Business shall be conducted ethically and by not committing, condoning or ratifying illegal or immoral acts. Meritocracy should be ensured and encouraged at all times. Board Members and Senior Management Personnel will at all times ensure that they shall not directly or indirectly derive any personal or improper financial or other advantage in order to gain or advance the business. All the anti-bribery / anti-corruption law(s) applicable in the jurisdiction of employment should also be ensured as may be applicable.

(b) Standards of fair dealing and personal integrity will be observed. Highest moral and ethical standards would be confirmed.

(c) An environment free from gender specific harassment, discrimination and exploitation will be maintained. In case of any such instances, the Company's POSH Policy should be adhered to and appropriate actions will be taken thereunder.

(d) Any Director or the Senior Management Personnel of the Company must not directly or indirectly accept or offer gifts, donations, hospitality, illegal payments from / to any persons dealing with the Company in furtherance of business. The guidelines given in the RPG Code of Code of Corporate Governance and Ethics should be adhered to in this regard.

4. Conduct of business:

Conduct of the business will be consistent with the Core Values, which are as under:

(a) Respect
(b) Openness
(c) Courage
(d) Passion
(e) Integrity

5. Safety, health and clean environment:

In all aspects of the Company's operations, its employees, customers and society, safe, healthy and clean environment shall be given prime importance. Efforts should be made to minimize the adverse impact of business activities on the environment and communities in which the operations of the Company are located. Compliance with the applicable Environment, Health and Safety regulations would be ensured as well as all the required initiatives being taken by the Company under the Environment, Social and Governance parameters.

6. Conflict of Interest:

(a) Conflict Situations: Any relationship, influence or activity that may impair the ability to make objective and fair decisions is to be avoided. The Company should as far as possible avoid conducting any business transaction with any of the relatives of Directors / Senior Management Personnel. In case of unavoidable circumstances, subject to the requisite approval, the transaction may be conducted at an arm's length basis. In case of, any actual or potential conflicts of interest arise, the Directors must disclose the same to the Chairman for further necessary action as may be deemed fit. Similarly, Senior Management Personnel may approach the Managing Director in these regards.

(b) Disclosure of Interest: Any financial or other material interest by oneself or through relatives / organisation in any contract with the Company (including vendors and customers) shall be disclosed at first opportunity. At the time of appointment as well as in case of change(s), Director should disclose their interest in any other entity in any capacity in the manner prescribed under Companies Act, 2013. Senior Management Personnel are also expected to inform about their interest, if any, in any other entity which the Company would be doing the business with. In such case(s), the Managing Director would review and take a final decision whether or not such transactions should be undertaken.

(c) Competing with the Company: Acceptance of any position of influence or of pecuniary interest in any other organisation, whose business is in direct competition with that of the Company or the business which the Company is engaged into or considering, shall be avoided.

(d) Use of Company's Resources/Assets/ Funds / Property / information: Assets of the Company including physical assets, funds, confidential information etc., are to be used responsibly solely for the benefit of the Company. Opportunities discovered through use of corporate property, information or position shall not be exploited for own personal gain, unless the opportunity is disclosed fully in writing to the Company.

7. Insider Trading:

Directors and Senior Management Personnel shall comply with the Company's Code of Fair Disclosure, Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and Immediate Relatives of Designated Persons including Policy on Determination of Legitimate Purpose ('Insider Trading Code'). Any contravention of the Code will attract appropriate action under the Insider Trading Code.

8. Confidentiality of Information:

Any information (electronic or otherwise) relating to the Company, its intellectual property, including technology and business processes, its business and customers/vendors which is confidential shall not be divulged and used for official business purposes only. Adequate measures should be taken by the Directors and Senior Management Personnel to safeguard the confidential information of the Company during their association with the Company. Such information should not be used for direct or indirect personal gain.

9. Vigil Mechanism:

The Directors and Senior Management Personnel shall report concerns about unethical behaviour, actual or suspected instances of fraud, misconduct or irregularity or failure of internal control system, likely to impact the business interest of the Company or any other information that may be perceived to be violating any legal/regulatory requirements as per the Whistleblower Policy of the Company.

10. Duties:

a) Applicable to all Directors:

The Directors of the Company shall, in terms of Section 166 of the Companies Act, 2013:

I. act in accordance with the Articles of Association of the Company
II. act in good faith in order to promote the objects of the Company in the interest of all its stakeholders and for the protection of environment.
III. exercise his duties with due and reasonable care, skill and judgement and also exercise their independent judgement.
IV. 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.
V. not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates.
VI. not assign his office and any assignment so made shall be void.

In addition to the above, from the good corporate governance perspective, Directors shall strive to attend all Board Meetings and General Meetings of the Company.

b) Applicable to Independent Directors:

Additionally, the Independent Directors of the Company shall also ensure compliance with the Code for Independent Directors as specified in Schedule IV of the Companies Act, 2013,

especially with regard to the duties of Independent Directors laid down therein.

Further the Directors and Senior Management of the Company are expected to:

I. keep themselves well informed about the Company and the external environment in which it operates;

II. Comply with all the laws, rules and regulations and reporting the same in the applicable tool / systems established for the purpose

As regards the Senior Management personnel, the principles described in this Code are general in nature and in addition to the RPG Code of Corporate Governance and Ethics.

11. Breach of The Provisions:

Any breach of provision(s) of this Code shall be referred to RPG Corporate Governance and Ethics Committee (CGEC'), formed under the RPG Code of Corporate Governance and Ethics for further action. CGEC is empowered to initiate any inquiry proceedings/ investigations and recommend disciplinary actions and / or institution of appropriate legal proceedings. Such recommendations and findings by CGEC shall be placed before the Audit Committee, in the case of breach of Code by Senior Management Personnel and the Audit Committee may determine to agree with such recommendations or institute further investigation or levy additional penalties / disciplinary actions. Any such action by the Audit Committee shall be final and binding. However, in the case of breach of Code by any Director, the CGEC shall make its recommendation to the Chairman of the Board and the decision of the Board shall be final and binding.

12. Clarifications and Waivers:

Any Director having concerns with compliance of this Code or intending to seek clarification may raise the same with Chairman of the Company, whereas, any Senior Management Personnel having any concern may raise the same with Managing Director of the Company.

13. Acknowledgement of receipt of the code and affirmation:

Each Board Member and Senior Management Personnel shall acknowledge receipt of the Code at the time of appointment or being qualified as SMP or any modification(s) thereto, and forward the same to the Compliance Officer in the format attached herewith as Annexure I.

As per the provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Directors and the Senior Management Personnel of the Company would be required to furnish the certificate to the Managing Director, affirming compliance with the Code of Conduct on an annual basis in the format attached as Annexure II.

14. Amendments to the Code:

The Board of Directors may amend this Code, as and when deemed fit. Any or all provisions of this Code would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail notwithstanding the provisions hereunder from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

VERSION HISTORY

Version	Approved by	Approval Date	Effective Date	Cause of Modified
1	Board of Directors	February 6, 2008	February 6, 2008	Original Code
2	Board of Directors	January 24, 2012	January 24, 2012	Revised existing clauses
3	Board of Directors	March 26, 2021	April 1, 2021	Revision in existing clauses and inclusion of new clauses

Annexure I

Certificate regarding receipt of the Code of Conduct

To
The Compliance Officer
(Name of Company)

I _____ do hereby confirm receipt of the Code of Conduct and have read and understood the same.

I also assure to provide affirmation of the compliance to the Code during my tenure as Director/Senior Management Personnel of the Company at the end of each Financial Year.

_____
Name: _____
Designation: _____
Date: _____

Annexure II

Certificate regarding affirmation of the Code of Conduct

To
The Board of Directors
(Name of Company)

I _____ do hereby affirm compliance with the Code of Conduct and certify that to the best of my knowledge and belief, I have not violated the provisions as laid down in the Company's Code of conduct, during the financial year_____ .

_____
Name: _____
Designation: _____
Date: _____