



Code of conduct for Directors, officers and employees of Fem Care Pharma Ltd. and its subsidiaries:

Code of conduct is defined for developing and nurturing ethical corporate culture; it aims at directing human behaviour to some of the more common situations and circumstances - described below - for promoting company's legitimate interests by drawing attention to opportunities open to the Company vis-à-vis corporate social responsibility.

- 1) **Sincere, honest and ethical conduct:** The Directors, officers and employees shall act in accordance with the highest standards of personal and professional honesty, integrity and business ethic in their conduct in life. They shall all act in good faith, responsibly, with due diligence. Their conduct shall conform to the best-accepted professional practices of conduct.
- 2) **Maintain confidentiality:** The directors, officers and employees shall maintain secrecy of confidential information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated.

The Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its associates. This confidential information shall not be used for his / her own advantage or profit.

- 3) **Conflicts of Interest:** Directors, officers and employees of the Company and its subsidiaries avoid, and bring to the notice of the Company any situation which gives rise to conflict of interest. If there is a likelihood of a conflict of interest, the concerned person should make full disclosure of all facts and circumstances thereof to the seniors, board of directors or to the authority, if any, designated for this purpose by the Board. A prior written approval should be obtained from the appropriate authority before pursuing such interest.
- 4) **Corporate Opportunities:** Directors, officers and employees owe a duty to the Company to promote its legitimate interest by drawing attention to opportunities open to the company. They shall not take advantage of opportunities for personal gain that are discovered using company's means and resources. They shall not compete directly or indirectly with the business of the Company.
- 5) **Ensure fair dealing:** Each director, officer, and employee shall deal fairly with customers, suppliers, competitors, and employees of group companies. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or

trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

- 6) **Protection and proper use of company's assets:** All the assets of the Company, whether tangible or intangible, shall be used for business for which they are authorized. None of the assets of the Company shall be misused or diverted for personal use.
- 7) **Compliance with laws, rules, and regulations:** Directors, officers and employees shall comply with all applicable laws, rules, and regulations. If any director, officer or employee who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, he/she must immediately report the same to the Board of Directors or any designated person/committee thereof. Such person should as far as possible provide the details of suspected violations with all known particulars relating to the issue. Any director, officer or employee who is unfamiliar or uncertain about the legal rules involving Company business conducted by him/her should consult the legal department of the Company before taking any action that may jeopardize the Company or that individual.
- 8) **Co-operation and co-ordination at work:** The Directors, officers and employees shall co-operate and co-ordinate with one another so that the Company conducts its business most effectively and efficiently.
- 9) **Appreciation, justice and fair play in relation with colleagues:** The Directors, officers and employees of the Company shall be appreciative of contribution of their colleagues in the organization; shall be just and fair while dealing with their colleagues.
- 10) **Sharing knowledge, wisdom, experience:** The Directors, officers and employees of the Company shall aim at maximum sharing of knowledge, wisdom, experience for common good and promoting interest of the Company.
- 11) **Bring warning signals to the notice of the concerned people:** Any changes in Govt. policies, market conditions, competition, etc. which are expected, likely to affect interest of the Company adversely, should be brought to the notice of the Company.
- 12) **Prohibition of insider trading in company's shares:** Directors, officers and employees shall refrain from manipulating share price; taking undue advantage of inside information for personal gain through trading in company's shares.



- 13) **Compliance and affirmation:** The Directors, officers and employees shall comply with code of conduct and give affirmation of compliance at annual intervals.

- 14) **Disciplinary action:** Violations of this Code of Ethics will result in disciplinary action, which may even include termination of services of the employee. The Company's Board or any Committee/person designated by the Board for this purpose shall determine appropriate action in response to violations of this Code of Ethics.