

# CODE OF CONDUCT

## **(A) INTRODUCTION**

1. This Code is approved by the Board of directors in their meeting dated 19<sup>th</sup> September 2011, and has been further amended pursuant to the requirements of Clause 49 of the Listing agreement (SEBI code on Corporate Governance).
2. The Code is applicable to:
  - Members of the Board
  - Senior Management comprising CEO's/Executive directors (not member of the Board), Vice Presidents and General Manager both together referred to as "Employees" hereafter.
3. The Code with the exception of Clause D (Certification) is also applicable to all other employees not covered as above.
4. The Code of Business Conduct ("Code") lays down important corporate values that shape the Company's value system and business practices and represents Company's value system and business practice and represents cherished values of the Company.
5. The code provides guidance to employees in recognizing and dealing with important ethical and legal issues and fosters a culture of honesty and accountability.
6. This Code is not intended to cover every legal or ethical issue that may arise in course of the business. When required, advice or guidance must be taken from the appropriate person in the Senior Management.

## **(B) CORPORATE AND ORGANISATIONAL VALUES**

### **1. INTEGRITY – DOING WHAT IS RIGHT:**

Personal integrity, upheld on a day-to-day basis, is the unshakable foundation for corporate integrity. Long-term, trusting business relationships are built by being honest, open and fair. Employees are expected to uphold the highest professional standards.

## **2. GIFTS:**

Employees will not solicit any gifts from their business relationships. Employees shall reject unsolicited gifts that may be perceived as intended to influence any business decision. Any gift which is consistent with customary business practices, inexpensive gifts, corporate gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy.

Acceptance of cash gift is prohibited.

## **3. CONFLICT OF INTEREST:**

Employees, whether dealing in personal or official capacity, are expected to avoid activities, agreements, positions, business investments or interests and other situations that are in conflict or appear conflicting with interest of the Company or that may interfere with their individual performance.

Concerns about conflicts of interest may be addressed through either:

- Prior approval in writing of or
- Complete and timely disclosed to appropriate organizational authority.

It is always conflict of interest to work simultaneously for a competitor, material customer or supplier.

## **4. LEGAL COMPLIANCE:**

The Company's policy on legal compliances requires every employee to adhere to the legal and regulatory requirements, in all material respects, that affect his or her job. Employees must adhere to this policy on legal compliance and associated reporting.

It is essential that information provided to the regulatory is accurate and not misleading

## **5. RESPECT FOR PEOPLE:**

Employees are expected to treat co-employees and business associates fairly and, irrespective of hierarchical level, with dignity and respect. Being treated fairly means that employees shall be judged on merits.

Senior Management must maintain an open line of communication and to listen to all employees

## **6. ENVIRONMENTAL COMMITMENT:**

The Company's business will be conducted in an environmentally friendly and responsible manner.

Employees shall:

- Ensure compliances with the spirit and intent of environment laws, regulations and standards
- Incorporate environmental protection as an integral part of the design, production, operation and maintenance of Company's facilities.

## **7. SAFETY:**

Company assigns highest priority to the safety of its employees. No job is important enough to justify unsafe operations. Supervisors and managers are responsible for monitoring the use of all reasonable safeguards in the workplace including company procedures, safe work practices, and personal protective equipment. However, ultimately all employees are responsible for their own safety. Every employee must, for his or her own and fellow workers health and welfare, abide by the Company procedures and safe work practices, and use all appropriate personal protective equipment.

## **8. CONFIDENTIAL AND PROPRIETARY INFORMATION:**

Company information, including self generated computer software applications, may be confidential or proprietary. Employees have to be careful about disclosure of such information to people outside the Company or to employees who need not know or possess the same.

When there is a legitimate business need to share confidential or proprietary information with outsiders, it may be disclosed after prior approval of appropriate authority and under an appropriate confidentiality agreement protecting such information.

Confidential and proprietary information must be treated casually or left unprotected.

Employees are prohibited from using company's property or information, or their position within the Company, for personal gain.

## 9. DUTIES OF INDEPENDENT DIRECTORS

The duties of Independent Directors of the Company, as laid down under Schedule IV to the Companies Act, 2013, are incorporated herein pursuant to Clause 49 of the Listing Agreement with Stock Exchanges. It shall be the duty of Independent Directors to:

- a. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- b. 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;
- c. strive to attend all meetings of the Board of Directors and of the Board Committees of which they are a member;
- d. participate constructively and actively in the Board Committees in which they are chairpersons or members;
- e. strive to attend the general meetings of the Company;
- f. ensure, where they have concerns about the running of the Company or a proposed action, that these are addressed by the Board of Directors;
- g. keep themselves well informed about the Company and the external environment in which it operates;
- h. not to unfairly obstruct the functioning of an otherwise proper Board or Board Committee;
- i. 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;
- j. ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- k. report concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct;
- l. act within their authority and assist in protecting the legitimate interests of the Company, shareholders and its employees;
- m. not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans and unpublished price sensitive information, unless such disclosure is expressly approved by the Board of Directors or required by law.

## 10. FINANCIAL INFORMATION:

Financial information on company's operations and performance provided to shareholders, equity analysts, creditors, newspapers and such others, whether statutory or voluntary, must be accurate and reliable.

Disclosure of financial and business information to the public at large or to any interested person shall be governed by the "Code of Corporate Disclosure Practices for prevention of insider Trading" prescribed by SEBI.

Communication to the press or such other media will be organized by the Corporate communications Department and employees should not talk about Company matters with a reporter, either on or off the record.

In order to protect the investing public, securities laws make it illegal for those with "unpublished price sensitive information" to buy or sell securities (Stocks, bonds, options etc). Employees must not indulge in insider trading and abide by the Company's Code of Conduct for prevention of Insider Trading.

## **11. COMPANY ASSETS, COMPUTER NETWORK USE AND SECURITY**

Employees must make responsible use of Company assets in their personal possession such as telephones, computers and other hardware, software, internet connection, networks and the information that runs on them in a responsible manner.

Employees must:

- Use telephone, computers and peripherals and internet responsibly and primarily for legitimate business purposes and personal uses should be reasonable and kept to a minimum.
- Protect the security of computer systems.
- Not engage in communications that might be considered offensive, derogatory, defamatory, harassing, obscene or otherwise vulgar.
- Not use Company communications systems to improperly disseminate copyrighted or licensed materials or proprietary information.
- Not use Company communications systems to transmit chain letters, advertisements or solicitations (unless authorized)
- Not visit inappropriate Internet sites; and
- Always protect information used to access computers, networks or systems.

Company's electronic communications system and information will be monitored for compliance with Company policy and applicable laws. Employees must note that they are not entitled to privacy privilege in respect of the same.

## **12. RECORDS MAINTENANCE AND MANAGEMENT:**

Employees must maintain and manage appropriate records and information pertaining to affairs of the company under their purview, including records and information in electronic form like e-mails, computer filed etc.

### **(C ) COMPLIANCE WITH THE CODE**

As a condition of employment/association with the Company, Employees are expected to comply with and strictly adhere to the standards of conduct contained in this code and underlying policies and procedures. When in doubt, this code casts the responsibility on the employees to seek clarification and guidance as to the proper course of conduct from relevant authority.

Employees who are aware of any misconduct under this code, illegal activity, fraud or abuse of Company assets must report such matters to the Managing Director. The employees reporting any misconduct shall be suitably protected and no unjust action will be taken against any such employee for making such a report.

### **(D) CERTIFICATIONS**

Employees to whom the code is applicable shall every year affirm to the Board of Directors their compliance with the Code in the format attached below.

The Managing Director will make a declaration in the annual report for each year that the above affirmations have been received from the Employees.

**COMPLIANCE CERTIFICATE UNDER THE CODE OF BUSINESS CONDUCT**

Date:

From:

Name:

To,

The Board of Directors

Brooks Laboratories Limited

Sub: Compliance with the Company's code of Business Conduct for the year

I..... (Name), state for the captioned period that

1. I was aware of the Code applicable during the period;
2. I understood the standards and policies contained in the Code;
3. I also understood that there could be additional policies or laws specific to my job;
4. I adhered to the Code in carrying out my duties as employee / director of the Company during the captioned period.

Signature:

Name: