



AMRUTANJAN HEALTH CARE LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT TEAM

AMRUTANJAN DEPOT began as a Patent Medicine business in 1893 at Bombay (Mumbai). The Head Quarters of Amrutanjan Depot shifted to Madras (Chennai) later. It became a Public Limited Company in 1936 with the name of "AMRUTANJAN LIMITED" which markets a wide range of OTC Health Care Products. Its products have earned very good brand equity. The company is being run on sound business principles, good governance and ethics, ever since its incorporation. However, to maintain the high standards in the course of self regulation, the Company has been adhering to the written Code of Conduct in terms of Clause 49 of the erstwhile Listing Agreement. The Code of Conduct is hereby amended to comply with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations").

The code prescribes certain standards, which should pave the way for the actions to be taken. The code is not exhaustive to cover each and every issue or situation that may arise or occur, but illustrative and would guide where the decisions are to be taken on ethical lines. The code covers the Directors and the Senior Management Personnel of the company.

As hitherto, the company is committed itself to honesty and accountability. The commitment should be reflected in all business activities of the company besides reflecting its relations with the customers, suppliers, competitors, etc. The Directors and the Senior Management Personnel are expected to conduct themselves in line with the standards observed in the code of conduct both in letter and spirit. It is distinctly understood that violations of the code would result in negative consequences to the company and also to the individuals. The company recognizes that all the decisions and actions will be taken in accordance with the code and the applicable laws of the land.

For the purpose of this code, the term "Senior Management" shall mean personnel of the company who are members of the core management team excluding the Board of Directors. Normally, this would comprise all members of management one level below the Executive Directors including all functional heads.

The code has been broadly classified into ten main areas which are considered to be the edifice of the best corporate governance code.

1. Honesty & Integrity
2. Conflicts of interest
3. Enhanced public disclosures
4. Compliance with laws of the land
5. Confidentiality of information
6. Insider Trading
7. Gifts & Donations
8. Protection of company's assets and its proper use.
9. Prohibition of business opportunities for personal gain.
10. Fairness in dealings.

1. HONESTY & INTEGRITY

All Directors/ Senior Management Personnel shall conduct their activities, on behalf of the company and on their personal behalf, with honesty, integrity and fairness. All directors will act in good faith, responsibly, with due care, competence and diligence without allowing their independent judgment to be subordinated. Directors will act in the best interests of the company and fulfil the fiduciary obligations.

2. *CONFLICTS OF INTEREST:*

The Directors and the Senior Management Personnel occupy a fiduciary position and the powers available to them in the context of the management of the company are to be exercised only in such fiduciary capacity. Hence they are expected to work in good faith in the interest of the company and must not exercise their powers for any collateral purpose. A person who is covered under this code must not place himself in a position where his duty to the company and his personal interest clash. He must not profit from his position. He is expected to exercise care and such skill as might reasonably be expected of a person of his knowledge, experience and position. In the event of an actual or apparent conflict of interest which arises between the personal and professional relationship or activities of a director/senior management personnel, he is required to handle the situation in an ethical manner in accordance with the provisions of the Companies Act, 1956 and/or such other provisions of laws of the land including the regulations of this code.

The company feels that serving on the boards of directors of other companies may raise substantial concerns about potential conflict of interest. Therefore, all directors must disclose such relationships to the Board on annual basis. It is felt that service on the board of a direct competitor is not in the interest of the company.

3. *ENHANCED PUBLIC DISCLOSURES:*

The company undertakes to make an effective communication with its shareholders by furnishing all the requisite information with accuracy about the financial aspects and results of its operations. The company would file the required documents, notices, particulars, etc., with all the regulatory authorities such as ROC, SEBI, Stock Exchanges, RBI, etc., in compliance with the norms and regulations.

4. *COMPLIANCE WITH THE LAWS OF THE LAND:*

The company is totally committed in conducting its business dealings by complying with various laws of the country including the rules and regulations of the various regulatory authorities. Directors and Senior Management Personnel are required to comply with all applicable laws, rules and regulations both in letter and spirit. In order to assist the company in promoting lawful and ethical behaviour, directors and Senior Management Personnel must report any possible violation of law, rules, regulation or the code of conduct to the company secretary.

5. *CONFIDENTIALITY OF INFORMATION:*

Except where required by law and authorised by the company, all the confidential proprietary information collected while in the company, should be protected and maintained in strict confidence. Proprietary information includes any information which is non-public, which may be of use to a competitor. It may also be harmful either to the company or to its customers if disclosed. Further, the intellectual property rights such as trade secrets, patents, trademarks, copy rights, etc. as also the product plans, records, databases should be protected. The information which a director or the senior management personnel come across during their tenure should not be used after leaving the company.

6. *INSIDER TRADING:*

Any Director or any Senior Management Personnel should not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public domain and therefore constitutes insider information. All directors will comply with insider trading guidelines as issued by SEBI.

7. GIFTS & DONATIONS:

No director/ Senior Management Personnel of the company shall receive or offer directly or indirectly any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favours or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

8. PROTECTION OF COMPANY'S ASSETS AND ITS PROPER USE:

The company's assets should be protected and safe guarded against loss, theft or other misuse. It is the duty of each and every one who is covered under this code to safeguard the assets of the company and prevent its misuse by anyone.

9. PROHIBITION OF BUSINESS OPPORTUNITIES FOR PERSONAL GAIN:

The persons who are covered under this code are prohibited from taking for themselves business opportunities that arise through the use of business property, information and position. No director or Senior Management personnel should compete with the company.

10. FAIR DEALING WITH THE STAKEHOLDERS:

The persons who are covered under this code should endeavour to deal with the customers, suppliers, competitors, the general public and one another at all times and in accordance with the sound business principles and on ethical lines. No one is allowed to make unfair advantage of another person through manipulation, concealment, improper use of privileged information or any other unfair dealing practice.

DUTIES OF INDEPENDENT DIRECTORS:

Apart from the above general Code of Conduct, the following duties of Independent Directors as provided in the Companies Act, 2013 and as required under Regulation 17(5)(b) of the Regulations are also expected to be adhered to by the Independent Directors of the Board of the Company for the time being:

The Independent Directors shall-

- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 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;
- Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- Strive to attend the general meetings of the Company;

- 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;
- Keep themselves well informed about the company and the external environment in which it operates;
- Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 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;
- 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;
- Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- Acting within his/her authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 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.

COMPLIANCE

The compliance of this code is expected from all the persons who are covered under the code as the code will be strictly implemented. Violations of this code would entail corrective and other actions to be dealt with by the Board.

AMENDMENTS AND WAIVERS:

The Board of Directors of the Company shall make any amendment or waiver of the provisions of this code from time to time.