

Code of Conduct for Directors and Senior Management

1. PREAMBLE:

This code of conduct is a written document that outlines company values, principles and guidelines in a variety of areas and enables the company to publicly state to its external stakeholders viz. suppliers, customers, consumers and shareholders, the way in which they intend to do business. All directors and senior members of management of Neogem India Limited:

(i) shall endeavor to act in good faith, responsibility, with due care, competence and diligence without misrepresenting material facts while dealing with the third parties and promote ethical and honest behavior within the company

(ii) are committed for conducting the business of the company in accordance with the applicable laws, rules & regulations and with highest standards of business ethics.

2. APPLICABILITY:

This Code of Conduct and Ethics is applicable to all the Board of Directors and Senior Management. The Senior Management shall include all Executives in Top Management Cadre of the Company (hereinafter referred as Management).

3. FINANCIAL REPORTING:

Neogem India Ltd. shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, applicable accounting standards, laws and regulations of the country. Accounting and procedures shall fairly and accurately reflect all the company's business transactions. All required information shall be accessible to Audit Committee of the Company & company auditors and other authorized parties / agencies. There shall be no willful omissions of any company transactions from the books and records, no advance income recognition, and no hidden bank account and funds.

4. CONFLICT OF INTEREST:

The Management must avoid any conflicts of interest between company and Management. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be informed promptly to the Chairman or Managing Director of the Company. Some of the more common conflicts, which management must avoid, are mentioned herein under: -

- Financial interest of an employee of the company or his relatives including shareholding in any company or a share in any firm which is an actual or potential competitor, supplier, customer, or other alliance partner of the company.
- An employee of a the company conducting business on behalf of his company/firm or being in a position to influence a decision with regard to his company's/firm's business with a supplier or customer of which his relative is an officer or representative, resulting in a benefit directly or indirectly in any form to him or his relative.
- Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of an employee of the company where such an individual is in a position to influence the decision with regard to such benefits.
- Acceptance of gifts, donations, hospitality and/or entertainment beyond the customary level from existing or potential suppliers, customers or other third parties which have business dealings with the company.

The above illustrations are limited. However if other instances of conflict of interest exist due to any reasons, adequate and full disclosure by such interested persons should be made to the management of the Company.

5. CORPORATE OPPORTUNITIES:

The Directors or Senior Management personnel are strictly prohibited:

- To take themselves or their companies' opportunities discovered through internal sources / insider information or position as a director or manager of the Company.
- To use assets / properties of the Company for their personal gain.
- To compete with the Company for business. However if the Independent Directors / Disinterested Directors of the Company decide that the Company will not pursue the said opportunities that relate to the business of the Company, then the Directors / senior management may do so.

6. INSIDER TRADING & PRICE SENSITIVE INFORMATION:

All directors and senior managerial personnel must comply with the SEBI Insider Trading Regulations, 1992. All employees of the Company or their immediate relatives shall not derive any benefit from the access to and possession of price sensitive information about the Company, which is not available to the general public. Before making any transaction directly or indirectly as regards securities of the Company, they must inform the Compliance Officer of the Company and must strictly comply with the Insider Trading Regulations laid down by SEBI.

7. HONEST AND ETHICAL CONDUCT AND FAIR DEALING:

All officers shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct while working for the company. All officers shall fairly deal with the customers, suppliers, competitors, business associates and the employees of the group companies. They also should not take unfair advantage through concealment of information which is ought to be disclosed, manipulation, confidential trade secret information, misrepresentation of material facts or any other unfair practice.

8. COMPLAINE WITH LAWS, RULES, REGULATIONS, CIRCULARS, ETC:

All officers of the Company must comply with all applicable laws, rules, regulations, notifications, circulars, etc. issued by the Government of India or the Government of Maharashtra or any other statutory/regulatory authority from time to time and also update themselves for latest amendments issued by the such authorities relating to their duties and responsibilities. Any officer, who is uncertain about the applicability of rules/ regulations, should take expert advice before taking any decision that may be harmful to the Company.

9. PRIVACY AND CORPORATE SECRET:

Secret information like trade related & confidential information, buyer–seller information, strategic planning related information, commercial, technical, legal, marketing information is made available or provided to the officers of the Company or is obtained by virtue of their employment with the Company. All officers must maintain secrecy or confidentiality of the above cited information and not disclose information of any supplier, customer & business associate of the Company that the company is bound to maintain secrecy of, except when disclosure is authorized on account of operation of laws.

10. PROTECTING COMPANY ASSETS:

The assets of the company should not be misused but employed for the purpose of conducting the business for which they are duly authorized by the Management. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets.

11. SAFETY, HEALTH & ENVIRONMENT:

The safety & health of the employees, protection of people and the environment are among the Company's most important factors. The Company strives for continuous improvement of its environmental, safety and health performance by developing new and better products, processes and services with efficient use of energy and resources, minimization of environmental impact and waste generation & safe and responsible disposal of residual wastes arising out of the manufacturing process of the Company.

12. PRODUCTS AND SERVICES OF THE COMPANY:

Neogem India Ltd. strives for continuation of innovation in its products and better services to its customers to strengthen their competitiveness and performance pertaining to the industries in which the company is venturing. The Company recognizes that meeting its customers' needs is necessary for its long term growth and prosperity.

13. SHAREHOLDER'S RIGHTS:

The company shall comply with all rules, regulations and laws that govern shareholders' rights. The company shall duly and fairly disclose information in accordance with the respective regulations to its shareholders which allow them to take informed decisions on their investments.

14. CONCURRENT EMPLOYMENT:

Executive Directors & Senior Management Personnel of the Company are expected to devote their full attention to the business interests of the Company. They are prohibited from engaging in any activity (unless disclosed to the Board of Directors of the Company) that interferes with their performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the interest of the Company. Our policies prohibit any employee from accepting simultaneous employment with a Company's supplier, customer or competitor, or from taking part in any activity that enhances or supports a competitor's position.

15. NON-COMPLIANCE OF THE CODE:

Suspected violations of this Code must be reported to the Board or the Chairman of the Audit Committee. All reported violations would be appropriately investigated.

16. AMENDMENT, MODIFICATION AND WAIVER OF CODE:

This Code may be reviewed, amended, modified or waived by the Board of Directors, subject to disclosure and other provisions of the SEBI, the rules there under and the applicable rules of the Stock Exchanges.

17. DISCLOSURE:

The members of the Board and the Senior Management Personnel shall affirm compliance with the code on an annual basis. The Annual Report of the Company shall carry a declaration to this effect signed by the Managing Director of the Company.

