



Tatva Chintan Code of Conduct

Year: 2017

Foreword

Tatva Chintan Pharma Chem Limited (hereinafter may be referred as “The Company” or “Tatva Chintan”) business practices have been governed by our values: Integrity, Team Work, Customer orientated & Reliable, Quality Focus, Innovation, Safety & Sustainability. In this way we want to be a reliable partner for our customers, suppliers, employees, and the shareholders. They are foundations on which we build our success.

We have established ourselves as a well governed Corporate. We want to continuously grow resulting in increased profitability profitably by adhering to our core values. For this cause, compliance with applicable rules, regulations, codes, guidelines, and policies must be regarded as permanent feature of our corporate culture.

The Code is intended to be a contemporary and relevant guide for our times. It cannot, however, provide an answer to all possible questions or ethical dilemmas that may arise at the workplace. Tatva Chintan colleagues who feel uncertain about the appropriate professional conduct in any situation must seek guidance from the designated persons in the company, and utilise appropriate channels or platforms identified in the Code.

Ensuring compliance is an integral part of our daily work. At Tatva Chintan we are committed to maintaining high ethical standards, integrity and transparency plays a critical role in the success of our business, creates value for our stakeholders and promises an exciting and vibrant, performance-driven work environment.

This Code of Business Conduct specifies and helps the continued implementation of the Company’s values by establishing certain non-negotiable minimum standards of behavior.

Chintan N. Shah
Managing Director

Shekhar R. Somani
Whole Time Director

Ajay M. Patel
Whole Time Director

A. Our Values

Tatva Chintan has always been values-driven. The Seven core values that underpin the way we conduct our business activities are:

Integrity

We maintain the highest level of integrity & ethical behavior.

Teamwork

We believe in strengths of effective teamwork to achieve synergies.

Customer Oriented & Reliable

We concentrate our efforts on the individual requirements of our customers and help them strengthen their competitive position and performance.

Quality Focus

We provide high quality products and services, led through multiple-step processes ensure top performance level that enable our customers to succeed in their endeavors.

Innovation

We encourage our extensive know-how and experience to constantly look for new ways to create value.

Safety

We focus on human safety and product safety.

Sustainability

We contribute towards sustainable development by finding the best balance between environmental, social and economic needs.

B. Values in Action

Integrity

Acting with integrity and transparency means that we should be ethical, sincere and open in all our transactions. Personal accountability goes a long way in showing our clients and our employees that they can rely on us. That is why, as employees and leaders of Tatva Chintan, we keep our commitments and walk the talk. We speak up when we are uncomfortable or uncertain, especially when it comes to actions, conditions and behaviors that contradict our values and culture.

Team Work

We work together to successfully complete a task. We believe in cohesiveness of a team, their ability to create a positive working atmosphere and to recognize the strengths and skills that each team member brings with trust and mutual respect.

Customer Oriented & Reliability

Always consider our customers' perspective. The art of creating value starts with the ability to see our business through our customer's eyes. Consistently work to improve customer satisfaction. Soliciting honest feedback through surveys on a regular basis allows us to keep our finger on the pulse of our customers' needs. Develop a memorable customer experience. Go the extra mile. Businesses with unforgettable customer experiences are more likely to benefit from word-of-mouth referrals and higher retention rates.

Quality Focus

We take ownership of our work. We meet high standards of quality in both what we do and the way we do. We take pride in excellence.

Innovation

We are committed to do innovation in a product, service, business model, or strategy that's both novel and useful. It may be a breakthrough in technology or new business models and it can be as simple as upgrades to a company's customer service and new products offering or features added to an existing product.

Safety

Every conceivable risk has to be investigated carefully and hazard potentials have to be reduced to zero by means of systematic safety discussions, safety audits & safety tasks. We take independent, redundant, protective measures to achieve zero tolerance culture on safety of people & environment. We empower our employees to put themselves and their safety first before production and sales to do the right things.

Sustainability

In the production and sale of our products and services, we strive for environmental sustainability and comply with all applicable laws and regulations. We seek to prevent the wasteful use of natural resources and are committed to improving the environment, particularly with regard to the emission of greenhouse gases, consumption of water and energy, and the management of waste and hazardous materials. We shall endeavor to offset the effect of climate change in our activities.

C. Scope & Purpose of this Code

1. Codes sets out how we behave with:
 - our employees, or those who work with us;
 - our customers;
 - the communities and the environment in which we operate;
 - our value-chain partners, including suppliers and service providers, distributors, sales representatives, contractors, channel partners, consultants, intermediaries and agents;
 - our other business associates;
 - our financial stakeholders;
 - the governments of the countries in which we operate.

2. In this Code, “we or us” means our Company, including its subsidiaries, employees, intermediaries, consultants, distributors, contractors, suppliers, etc. and any such person who is directly or indirectly working for the company.

All stakeholders shall act within the authority conferred upon them in the best interests of the Company and will

- act in the best interest of, and fulfil their fiduciary obligations to the Company and its shareholders;
 - act honestly, fairly, ethically and with integrity;
 - conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
 - act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgement to be subordinated and
 - not hold any positions or jobs or engage in outside business or other interests that are prejudicial to the interests of the Company.
3. This Code sets out our expectations of all those who work with us. We also expect those who deal with us to be aware that this code underpins everything we do, and in order to work with us they need to act in a manner consistent with it.

D. Ethics in Business

1. Anti-Bribery and Anti-Corruption

We act with integrity when dealing with others and expect business partners (e.g. private or business customers, suppliers, agents and consultants) to observe relevant legal requirements. We do business with third parties who conduct business ethically and do not subject the Company to criminal or other liability or cause the Company reputation harm.

Bribe is offering, promising, giving or accepting any monetary or other advantage or something of value to improperly influence a decision in one's favor. Bribery may be active or passive and may include payment to government officials, public servants at national, local, or international level, political parties, to contractors for award of contract, obtain permits or regulatory approvals, break laws or regulations. It also includes kickbacks - the giving or receiving of personal payments to influence the awarding of a contract or other favorable business transaction.

Our employees and those representing us, including agents and intermediaries, shall not, directly or indirectly, offer or receive any illegal or improper payments or comparable benefits that are intended or perceived to obtain undue favours for the conduct of our business.

2. Gifts, Hospitality, Entertainment and Donations

We shall not, unless mandated under applicable laws, offer, or give any company funds or property as donation to any government agency or its representative, directly or through intermediaries, in order to obtain any favorable performance of official duties.

We shall neither receive nor offer or make, directly or indirectly, any gifts, donations or comparable benefits which are intended to or perceived to obtain undue favors in the transactions detrimental to the interest of the Company, except for nominal value, which is customarily given and is of commemorative nature for special events and should never be of a kind that could create an appearance of impropriety. Gifts and entertainment that are offered and received in exchange for improper or dishonest behavior, preferential treatment, or other inducements are severely forbidden. Gifts or entertainment which might have an impact on the results of contract negotiations or a tender procedure should neither be provided nor received.

3. Conflict of interest

We expect loyalty and integrity from all our employees. This means that all employees will act solely in the interests of the Company within the scope of their employment in the Company. Private or personal business interests must not be allowed to interfere with or obstruct the business interests of the Company. A conflict of interest exists when actions or private interests interfere in any way – or even appear to interfere – with the interests of the Company.

Every employee is expected to disclose to the supervisor, manager, or HR the existence of any potential conflict of interest and take measures to get it resolved to bring to a level of fair business practices.

4. Compliance

We respect the law always.

We respect and comply with all applicable local, national and international laws and regulations, wherever we do business. Compliance with these laws and regulations is a prerequisite for lasting corporate success. Violations can have severe consequences such as criminal convictions, fines, and reputational damage.

We do not tolerate such violations and expect our employees and business partners to conduct business according to applicable laws and regulations. Where national legal requirements are more restrictive than the rules followed at Tatva Chintan, these national legal requirements are met first.

We contribute to public finances by timely and complete payment of all applicable taxes in the letter and spirit of the laws and regulations governing such payments.

5. Protection of Data Privacy

The Company places great importance on protecting the personal data of its employees and business partners. All personal data collected and held by the Company is processed fairly, transparently, carefully and in compliance with the locally applicable data privacy laws. Business information of our partners that is shared with us is kept confidential and shared with concern only on 'Need to know' basis for execution of the transaction. Confidential information shall not be disclosed / shared to anyone outside the company without proper authorization or unless required by law.

6. Insider Trading

Connected persons and employees, possessing insider information i.e. specific confidential information that could have a potential influence on the price of Company's shares, are not allowed to use this information for the trading of shares or other financial instruments, nor can they pass on insider information to third parties or use it for recommending the purchase or sale of shares and other financial instruments. All concerns are therefore expected to adhere Company's 'Code on Prohibition of Insider Trading' and relevant regulation in that respect.

7. Fraud

Fraud is intentional deception or illegal, unethical, dishonest, or improper conduct that could result in gain, profit or advantage to an employee or harm or loss to the Company or another party. Engaging in fraud is a fundamental breach of our core value of care and integrity and the Company treats it as a most serious breach of Code of Conduct. Fraud can occur in part of the company, in many ways, employees must protect the company's assets and to this end, employees must not commit any fraud or be complicit and report any suspected or attempted fraud, unexplained disappearance of funds or assets, or other suspected criminal activity. All cases of fraud will be investigated, recovery of losses arising will be pursued and disciplinary procedures fully enforced against employees engaged in or complicit in fraudulent acts.

8. Intellectual Property [IP]

Intellectual Property, including competitively sensitive proprietary information, copyrights, patents, trademarks, service marks, trade secrets, design rights, technology, process, R&D, information, business plan, logos, brands and know-how, should be protected by every employee of the Company. To the extent permitted by law, the rights to all IP created using the Company's resources shall be the property of the Company. Employees should promptly disclose any works, inventions or developments they create to obtain legal protection over them.

9. Responsible Marketing

Respecting individuals, society and the environment, the Company's communication (whether marketing or otherwise) is to be made in the manner that is legal, ethical, transparent, and truthful. Communicators must not breach any laws, regulations, or industry codes of conduct.

10. Money laundering

Money laundering is a process of taking the proceeds of serious criminal activities like drug trafficking or terrorist activities and making their origin appear legal. It allows criminals to transform illegally obtained gain into seemingly legitimate funds and prevents them from being confiscated by the police.

E. Employees and Stakeholders well-being

1. Equal Employment Opportunity

We are committed to establishing and maintaining a positive workplace that promotes equality diversity and equal growth opportunity and is free from discrimination. We expect all employees to value and respect each other and maintain an environment supportive of individual differences, where each of us can participate and contribute free from discrimination. We should be fair, honest and unbiased in our day to day work and rely on merit and performance as the sole basis for recruitment, appraisal, rewarding and promoting our people.

- There should be no discrimination in employment opportunities based on religion, caste, language, region, gender (male, female or transgender), age, sex, sexual orientation, etc.
- We should recruit, appraise, reward and promote on the sole basis of merit.

This diversity is promoted and respected without exception. All employees deserve mutual respect. Every person is entitled to fair and respectful treatment. The Company is committed to a diverse working environment, in which each person's uniqueness is recognized and every individual is treated with courtesy, honesty and dignity. Harassment, bullying or intimidation is not tolerated.

We must also ensure that we never verbally or physically mistreat others or engage in offensive behavior, and we should not tolerate those who do. This includes harassing, bullying, abusive or intimidating treatment, inappropriate language or gestures, disorderly conduct, violence and any other conduct that interferes with a co-worker's ability to do his or her job. All persons involved in the operations of the Company must refrain from harassment towards other employees as well as outside vendors and customers.

2. Sexual Harassment

We are committed to providing a workplace that is free from harassment of any kind, gender based coercion, intimidation, or exploitation. We must not engage in unwelcome sexual conduct or make unwelcome sexual overtures to other employees and business partners.

- Harassment includes conduct of sexual nature (i.e., unwelcome physical contact, advances, looks, remarks, gestures, etc.) that creates an intimidating, hostile or offensive work environment.
- Harassment can also take the form of a person in a position of authority abusing the authority of his/ her position in hiring, appraisals, promotions, etc. in order to receive sexual favours.
- Harassment can occur within or outside of the workplace.
- Anyone, irrespective of gender, nature of employment, position in the organizational hierarchy, etc., should not be subject to any form of sexual harassment.
- Harassment is strongly condemned by the Company and the perpetrators would be guilty of misconduct & liable for disciplinary action. The Company policy on sexual harassment shall act as the guiding document.

3. Working conditions

No employee should work in an unsafe or hazardous working condition and should immediately report to seniors or safety committee if any such situation is found. All the employees, especially those who deal with hazardous chemicals should undergo safety training and should also be aware of the emergency plan.

4. Human Rights

Respect for human rights is an integral part of our corporate responsibility. We respect the dignity and individual rights of every employee and colleague as well as third parties with whom we do business.

5. Child and Forced Labour

The Company does not accept any form of forced labour or child labour within the Company. It condemns any form of exploitation or discrimination and strictly complies with legal regulations.

6. Career Management and Employee Development

A great deal of importance is attached to the further development of employees, who are the most valuable assets for the future of company and investment in their training is important. We expect active participation of all the employees in the designed career management programs and undergoing training to achieve the required skillsets.

7. Products and services

We are committed to supplying products and services of world-class quality that meet all applicable standards.

The products and services we offer shall comply with applicable laws, including product packaging, labelling and after-sales service obligations.

We shall market our products and services on their own merits and not make unfair or misleading statements about the products and services of our competitors.

8. Dealings with customers

Our dealings with our customers shall be professional, fair and transparent.

We respect our customers' right to privacy in relation to their personal data. We shall safeguard our customers' personal data, in accordance with applicable law.

9. Value-chain partners

We shall select our suppliers and service providers fairly and transparently. We seek to work with suppliers and service providers who can demonstrate that they share similar values. We expect them to adopt ethical standards comparable to our own. Our suppliers and service providers shall represent our company only with duly authorised written permission from our company. They are expected to abide by the Code in their interactions with, and on behalf of us, including respecting the confidentiality of information shared with them. We shall ensure that any gifts or hospitality received from, or given to, our suppliers or service providers comply with our company's gifts and hospitality policy. We respect our obligations on the use of third-party intellectual property and data.

10. Financial Stakeholders

We are committed to enhancing shareholder value and complying with laws and regulations that govern shareholder rights. We shall inform our financial stakeholders about relevant aspects of our business in a fair, accurate and timely manner and shall disclose such information in accordance with applicable law and agreements. We shall keep accurate records of our activities and shall adhere to disclosure standards in accordance with applicable law and industry standards.

11. Environment, Health and Safety

Protection of the environment is an integral part of Tatva Chintan's corporate responsibility. The Company is committed to continue complying with all environmental regulations and standards applicable to its operations and using environmentally conscious practices at all its locations.

The Company provides a safe working environment for its employees by meeting applicable legal requirements or Company guidelines with regard to health and safety. Managers, in particular, have the task of ensuring that appropriate health and safety precautions and measures are in place to ensure compliance with the Company's requirements.

We strive to develop appropriate strategies for sustainable and efficient use of natural resources and manufactured materials, giving due consideration to expectations and concerns of all stakeholders.

We learn from industry best practices for promoting reduction, reuse, recycling and recovery of material and resources, and encourage and motivate its stakeholders, particularly consumers and business partners, to do the same.

G. Reporting and Contact Persons

Our employees always find an open door and are encouraged to speak up freely and without fear of repressive measures. Reprisals against employees who express their concerns in good faith are forbidden. To clarify questions with regard to this Code of Conduct or address misconduct, employees can always contact a person in their immediate working environment.

Notifications about substantial violations of the Tatva Chintan Code of Conduct, specifically illegal business practices, can be made using Company's Vigil Mechanism at any time. Whistle Blower Policy is made available on the Company's Website.

We do not tolerate any form of retaliation against anyone reporting legitimate concerns. Anyone involved in targeting such a person will be subject to disciplinary action. If you suspect that you or someone you know has been subjected to retaliation for raising a concern or for reporting a case, we encourage you to promptly contact your line manager, the Human Resources department and the Directors of the Company.

H. Disciplinary Actions

The matters covered in this Code of Conduct are of the utmost importance to the Company and its stock-holders and are essential to the Company's ability to conduct its business in accordance with its high standards of inherited rich values. All our Directors, top management team, employees, agents, contractors and consultants are expected to adhere to these rules in carrying out their duties for the Company. The Company will take appropriate disciplinary action against the person whose actions are found to violate this Code.

I. Compliance with this Code

This Code sets out the principles and practices that must be observed in letter and spirit by all the directors, senior management, and employees, as we also expect it to be followed by our business partners. It may not cover all possible situations that may occur, but it is designed to provide a frame of reference against which we can measure our activities and take decisions. A guidance can be obtained in doubt about the proper course of action in a given situation, as it is the ultimate responsibility of each one of us to “do the right thing, in a right manner and at right time”.

J. Accountability

This Code is more than a set of prescriptive guidelines issued solely for the purpose of formal compliance. It represents our collective commitment to our value system and to our core principles. Every person employed by us, directly or indirectly, should expect to be held accountable for his/her behaviour. Should such behaviour violate this Code, they may be subject to action according to their employment terms and relevant company policies. When followed in letter and in spirit, this Code is ‘lived’ by our employees as well as those who work with us. It represents our shared responsibility to all our stakeholders, and our mutual commitment to each other.

NOTE

The Code does not provide a comprehensive and complete explanation of all expectations from a company standpoint or obligations from a stakeholder standpoint.

Our employees have a continuing obligation to familiarise themselves with all applicable law, company-level policies, procedures and work rules as relevant. For any guidance on interpretation of the Code, we may seek support from the Human Resource Department.

TATVA CHINTAN CODE OF CONDUCT - 2017

I acknowledge that I have received the Tatva Chintan Code of Conduct.

I have read the Tatva Code of Conduct and I acknowledge that as a Tatva employee, I am required to comply with the guidelines described therein and failure to do so may subject me to action as per my employment terms and relevant company policies.

If I have a concern about a violation, or a potential violation of the Tatva Code of Conduct, I understand that there are channels available to me in my Company to report such concerns. By making use of these channels, when necessary, I will play my part in maintaining the high ethical standards to which we hold ourselves.

Signature: _____

Date: _____

Name:

Department:

Address:

(Please submit this declaration to the Human Resource department of your Company.)