



Sul'ya PHARMACEUTICAL

Empowering **life**

**CODE OF CONDUCT
FOR
DIRECTORS &
SENIOR MANAGEMENT
PERSONNEL**



Sul'ya PHARMACEUTICAL LIMITED

1) INTRODUCTION

This Code of Conduct has been adopted by the Board of Directors of Surya Pharmaceutical Limited to comply with clause 49 of the listing agreement and other applicable rules of the Stock Exchanges where securities of the Company are listed i.e. National Stock Exchange of India Limited and The Stock Exchange, Mumbai and with the highest standard of ethics and values.

This Code shall come into force with immediate effect. Each and every Director/Officer shall be duty-bound to follow the provisions of this Code in letter and spirit.

.The principal duty of the Board of Directors and other Management Personnel of the company, along with management, is to ensure that the Company is well managed in the interests of its business and shareholders. The Board of Directors play the Key role in the Good Corporate governance of the Company.

2) GUIDELINES FOR CONDUCT

All the Directors and other Management Personnel of the company should use due care and diligence in the performance of their duties, be loyal to the Company, act in good faith and in a manner not opposed to the best interests of the Company. A director should:-


- i. Make reasonable efforts to attend Board and committee meetings;
- ii. dedicate time and attention to the Company; and
- iii. seek to comply with all applicable laws, regulations, confidentiality obligations and corporate policies of the Company.

3) CORPORATE BUSINESS OPPORTUNITIES

In carrying out their duties and responsibilities, directors and other Management Personnel should avoid:

- (a) appropriating corporate business opportunities for themselves that are discovered through the use of Company property or information or their position as directors;
- (b) using Company property or information, or their position as directors, for personal gain; and
- (c) competing with the Company.

A corporate business opportunity is an opportunity:

1. which is in the Company's line of business or proposed expansion or diversification,
 2. which the Company is financially able to undertake and
 3. which may be of interest to the Company.
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A director or other senior Management Personnel who learn of such a corporate business opportunity and who wishes to avail of, it should disclose such opportunity to the Company's Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in such opportunity, then, and only then, may the person avail of it, provided that the he has not wrongfully utilized the Company's resources in order to acquire such opportunity.

4) CONFLICTS OF INTEREST

Each director and other Management Personnel should endeavor to avoid having his or her private interests interfere with

- (i) the interests of the Company or
- (ii) his or her ability to perform his or her duties and responsibilities objectively and effectively.

Directors should avoid receiving, or permitting members of their immediate family to receive, improper personal benefits from the Company, including loans from or guarantees of obligations by the Company. A director and other Management Personnel should make a full disclosure to the entire Board of any transaction or relationship that such a director reasonably expects could give rise to an actual conflict of interest with the Company and seek the Board's authorization to pursue such transactions or relationships.


5) ACCURACY OF BUSINESS RECORDS

Honest and accurate recording and reporting of information is extremely important. Investors count on Company to provide accurate information about its affiliates and to make responsible business decisions based on reliable records. Directors also must properly record information related to their responsibilities.

Appropriate members of management must properly authorize all payments and transactions. All financial books, records and accounts must accurately reflect transactions and events, and conform both to generally accepted accounting principles and to Company's system of internal controls. Undisclosed or unrecorded funds or assets are not allowed.

6) COMPANY PROPERTY

In carrying out their duties and responsibilities, directors and other Management Personnel should endeavor to ensure that management is causing the Company's assets, proprietary information and resources to be used by the Company and its employees only for legitimate business purposes of the Company.



7) CONFIDENTIAL INFORMATION

Directors and other Management Personnel should maintain the confidentiality of information entrusted to them in carrying out their duties and responsibilities, except where disclosure is approved by the Company or legally mandated or if such information is in the public domain.

The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of any director or anyone other than the Company. These obligations apply not only during a their term, but thereafter as well.

Directors and senior Management Personnel, must safeguard confidential information by keeping it secure, limiting access to those who have a need to know in order to do their job, and avoiding discussion of confidential information in public areas such as planes, elevators, and restaurants and on mobile phones. The obligation to preserve Company's confidential information is ongoing, even after service ends.

8) FAIR DEALING

In carrying out their duties and responsibilities, directors and other Management Personnel should endeavor to deal fairly, and should promote fair dealing by the Company, its employees and agents, with customers, suppliers and employees.


Directors and other Management Personnel should not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

9) COMPLIANCE WITH LAWS AND REGULATIONS

In carrying out their duties and responsibilities, directors and other Management Personnel should comply, and endeavor to ensure that the management is causing the Company to comply, with applicable laws, rules and regulations. In addition, if any director or other senior Management Personnel becomes aware of any information that he or she believes constitutes evidence of a material violation of any securities or other laws, rules or regulations applicable to the Company or the operation of its business, by the Company, any employee or another director, then such director should bring such information to the attention of any or all of the Chairman of the Audit

10) INSIDER TRADING

Directors and other Management Personnel should observe all applicable laws and regulations including the Company policies and Codes as applicable to them with respect to the purchase and sale of the Company's securities.



It is the responsibility of each director to become familiar with and understand these laws, regulations, policies and codes and should seek further explanations and advice concerning their interpretation and if required.

Any waiver of or amendments to the Company's policies or Codes may be made only by the Company's Board of Directors and will be disclosed promptly as required by applicable laws and regulations including the rules of any exchange on which the Company's securities are listed or traded.

Directors should direct questions regarding the application or interpretation of these guidelines to the Company Secretary/ Compliance Officer.

11) ENCOURAGING THE REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOR

Directors and other Management Personnel should endeavor to ensure that management is causing the Company to promote ethical behavior and to encourage employees to report evidence of illegal or unethical behavior to appropriate Company personnel. Directors should endeavor to ensure that the Company will not allow retaliation against any employee who makes a good faith report about a possible violation of the Company's Code of Conduct.

12) NON-COMPLIANCE

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

A director charged with a violation of this Code should not participate in a vote of a Committee or the Board concerning his alleged violation, but may be present at a meeting of the Board or of a Committee convened for that purpose.

Any waiver of this Directors' Code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.

This Directors' Code sets forth guidelines for conduct for the Board of Directors.

