



## **FDC LIMITED( "FDC")**

### **CODE OF BUSINESS CONDUCT AND ETHICS**

#### **1. Preamble:**

##### **FDC'S mission**

*FOR DEDICATED CARE is our corporate mission, in our pursuit of Expanding health horizons.*

*This unflinching dedication to take care is a lynchpin presiding over all our policies and decisions.*

*Guided by this mission we at FDC are constantly striving to offer better quality products in our effort to make life a healthy experience.*

#### **2. Purpose of the code:**

The purpose of this Code is to deter wrongdoing and promote ethical conduct. The matters covered in this Code of Business Conduct and Ethics are of utmost importance to the Company, its shareholders, consumers, business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values.

#### **3. Applicability:**

This Code applies to all Directors on the Board of Directors of the Company and to members of the Senior Management Team of the Company. The Directors and members of the Senior Management Team of the Company are expected to abide by this Code as well as other applicable Company policies or guidelines.

"Senior Management" for the purpose of this Code includes the following personnel of the Company:

- The departmental heads serving in the role of finance, marketing, audit & tax, export & international business, production, technical and operations, personnel, legal and secretarial.



It is required that all the members to whom this code is applicable read and understand this code, and uphold these standards in the day to day activities and will comply with all the applicable laws, rules and regulations. All members to whom this code is applicable should sign the acknowledgement form at the end of this code and return to the secretarial department indicating that they have received, read, understood, accepted and agree to comply with the terms and conditions of this code.

#### **4. FDC's Code of Business Conduct and Ethics:**

- (a) Act with honesty and integrity, including ethically handling of actual or apparent conflicts of interest between their personal, financial, commercial interests and their responsibility to FDC;
- (b) Give a true and fair view of the state of affairs of the Company in the reports and documents that FDC files with or submits to shareholders, Government authorities and stock exchanges or otherwise makes public;
- (c) Respect the confidentiality of information acquired in the course of their work, except or otherwise legally obligated to disclose and not to use such confidential information for personal advantage. This obligation extends to confidential information of third parties, which FDC has rightfully received under non-disclosure agreements as well;
- (d) Achieve responsible use of and control over all assets and resources employed or entrusted;
- (e) Exercise good judgment to ensure the safety and welfare of its employees, agents and contractors and to maintain a cooperative, efficient, positive, harmonious and productive work environment and business organisation;
- (f) To comply with the Insider Trading Code of Conduct as laid down by FDC;
- (g) Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community.



**5. Waivers:**

Any waiver of any provision of this Code of Business Conduct and Ethics for a member of the Company's Board of Directors or its Senior Management must be approved in writing by the Company's Board of Directors and promptly disclosed.

**6. Disciplinary Actions:**

It is expected that the Directors and Senior Management of the Company would adhere to these rules in carrying out their duties for the Company. In the event of non-compliance with the Code, it is left to the discretion of the Board of Directors to take appropriate action against the person who has violated this Code. This discretion, however, will not be exercised arbitrarily and regard will be had to various factors such as the nature and circumstances of each case, the severity and impact of the non-compliance, whether the intention of the accused was malafide, etc.

Disciplinary actions may include termination of employment. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

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