



# CAPLIN POINT LABORATORIES LIMITED

CIN : L24231TN1990PLC019053

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## CODE OF CONDUCT

Caplin Point Laboratories Limited (CPLL) commitment to ethical and lawful business conduct is a fundamental shared value of the Board of Directors, the senior management and all other employees of the Company.

Consistent with its Values and Beliefs, CPLL has formulated the following Code of Conduct as a guide. The Code sets out the standards that each Director will adhere to whilst conducting their duties. The Code does not attempt to be comprehensive or cover all possible situations. It encourages the CPLL team to take positive actions, which are not only commensurate with the Values and Beliefs, but are also perceived to be so. CPLL expects all its employees to implement the Code in its true spirit and in case of any doubt or confusion, to consult his/her immediate superior, the head of HR or the Business Head as relevant.

For the purpose of this Code, the term "senior management" shall mean

- Executives who are in the grade of General Manager and above;
- All executives directly reporting to General Manager and above;
- Company Secretary

The Board of Directors adopted the following Code of Conduct and our employees including Whole Time Director/ Managing Director are expected to adhere to standards of loyalty, good faith, and the avoidance of conflict of interest that follow. In performing their functions, they shall:

- Act honestly, diligently and in good faith and in the best interest of the Company as a whole.
- Perform the functions of office and exercise the powers attached to that office with a degree of care and diligence that a reasonable person would exercise if they were a director in the same circumstances.
- Must not make improper use of information obtained by them in the course of their official duty, whether from the Company or otherwise, for personal gain, or use / allow the use of such information for the financial benefit for any other person or to cause detriment to the company.
- Not engage in any business, relationship or activity, which might detrimentally conflict with the interest of the Company.

**Unit I** : No: 85/3, Suthukeny Village, Mannadipet Commune, Puducherry - 605 502. Ph.: +91 413 2674046 / 4047

**Unit II** : No.19, Chinnapuliur Village, Sirupuzhalpettai (Post), Gummidipoondi Taluk, Thiruvallur District. Pincode - 601 201. Ph.: +91 44 27900007

**Unit III** : KHASRA No.435,Village Suraj Majra, N.H. No.21,Baddi, Teh. Nalagarh, District Solan, Himachal Pradesh - 173205. Ph.: +91 1795 245512

**Unit IV**: Survey No.: 895 & 897, Guruvarajakandigai, Sirupuzhalpettai (Post), Gummidipoondi Taluk, Thiruvallur District, Pincode - 601 201.

Ph.: +9197884 59333/69333



- Maintain the principle of need to know and also confidentiality of all material non-public information about the Company, its business and affairs.
- Comply with all applicable laws, rules and regulations. In order to assist the Company in promoting lawful and ethical behavior, they must report any violation of law, rules, regulation or the code of conduct to the Head, Human Resources or the Compliance Officer.
- The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in a condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs or alcohol in the workplace is absolutely prohibited.

- Not use their status to seek or accept any personal gains or favors from those doing or seeking to do business with the Company or from other employees of the company.
- As a general practice employees and their close family members should not accept gifts in cash or kind, particularly if this is likely to lead to a business relationship with the company. However, an exception to this may be made for non cash gifts upto a value of Rs.2000/, and for items that can be reciprocated such as tickets to events, business meals etc. If refusing a gift beyond this value, would affect a relationship with the company, the gift may be accepted and handed over to the company".
- Not share any information regarding the Company, its business and/or affairs with media without the prior approval of the Business Head.

In addition, the employees/Managing Director/Whole Time Director shall:

- Comply with the Company's Insider Trading Code while trading in the Company's securities at any time.
- Comply with the spirit as well as the letter, of the law and of the principles of this Code of Conduct and the Code of Conduct and Integrity policies framed by the Company from time to time.

- Not hold position of Director/Advisor with a competitor Company
- Inform the Chairman of changes in their interests that may interfere with their ability to perform their duties.

As per Schedule IV of Companies Act, 2013, the independent directors shall:-

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) 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;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) 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;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) 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;



- (10) 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;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) 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.
- (14) Inform the Chairman of changes in their interests that may interfere with their ability to perform their duties.

All the directors will annually affirm compliance with this Code. The Annual Report of the Company will contain a declaration to this effect signed by the CEO/CFO.

The provisions of this Code can be amended and modified by the Board of Directors of the Company from time to time and all such amendments and modifications shall take effect from the date stated therein. All Officers shall be duly informed of such amendments and modifications.

Pursuant to Clause 49 of the Listing Agreement, this Code and any amendments thereto shall be posted on the website of the Company.

