



**CODE OF CONDUCT FOR DIRECTORS
OF
PIRAMAL PHARMA LIMITED**

I. Introduction:

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Regulations') requires listed companies to disclose on its website a code of conduct for board of directors of the Company and all members of the board of directors to affirm compliance with the code of conduct on an annual basis.

Piramal Pharma Limited is committed to conduct its business as per applicable statutory laws and regulations. The Company has adopted the following Code of Conduct for its Board of Directors in compliance with the Regulations.

II. Code of Conduct:

1. To act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct in the discharge of duties and promote professionalism in the Company.
2. To observe and guide the Company in maintaining highest degree of Corporate Governance.
3. To stay abreast of the affairs of the Company.
4. To comply and remain in compliance with laws, rules and regulations applicable to Directors. Without prejudice to the generality of the foregoing, to comply and remain in compliance with the role, duties, responsibilities and obligations applicable to Directors in general and Independent Directors in particular, as stipulated under the applicable provisions of the Companies Act, 2013 and the Rules formulated thereunder and in the Listing Agreement, as amended from time to time.
5. To exercise independent judgment on issues of strategy, performance, policy matters and the like.
6. To avoid and disclose actual and apparent conflicts of personal interest with the interest of the Company and to disclose all contractual interest, whether directly or indirectly, with the Company.
7. To inform the Company immediately about emergence of any situation that may disqualify him/her from Directorship.
8. To maintain confidentiality of the Company's business.
9. To observe the Code of Conduct for dealing in Equity Shares and other securities of the Company framed under the SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended from time to time.
10. Not to accept any offer, payment or anything of value from Company's customers, vendors, consultants or any service provider, that will or that may be perceived as intended to, directly or indirectly, influence any business decision.
11. To observe the highest moral and ethical standards while dealing with the Company's women employees and directors and to avoid all actions or inactions leading to any kind of sexual harassment.

12. Not to hold any office or place of profit in the Company by himself/herself or by his/her relatives, without full disclosure of information in connection therewith and ensuring compliance with applicable provisions of law.
13. Not to divert to his/her own advantage any business opportunity that the Company is in pursuit.
14. Not to compete, whether directly or indirectly, with the Company.
15. Not to charge personal expenses to the Company.