

## DOCUMENT DETAILS

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## SIGNATURES

ROLE	NAME	DESIGNATION	DEPARTMENT	DATE&TIME
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ELECTRONIC SIGNATURE PAGE

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## **I. PURPOSE:**

Directors, Officer and employees shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment. Directors, Officer and employees shall be governed by the rules and regulations of the Company, as are made applicable to them from time to time.

## **II. SCOPE:**

### **APPLICABILITY**

This code of conduct shall apply to all employees including contract employees and associates (“Members”) of Sai Life Sciences Limited.

## **III. POLICY :**

Sai Life Sciences Limited is committed to conduct its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company is committed to be a good corporate citizen. All Members of the Company must always strive to perform to their best at all times.

The Members of the Company must not only comply with applicable laws, rules and regulations but should also strive to promote honesty in conducting business. They must abide by the policies and procedures that govern the conduct of the Company's business. The Company shall prepare and maintain its accounts in accordance with the accounting and financial reporting standards.

### **Conflicts of interest**

The Members should avoid 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, they should disclose all facts and circumstances thereof to the Committee or any officer nominated for this purpose by the Committee and a prior written approval should be obtained.

### **Protecting Company assets**

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Protecting the Company's assets is a key responsibility of every employee, agent and contractor. The Company's assets have been employed only for the purpose of conducting the business for which they are authorized. Care should be taken to ensure that assets are not misappropriated or otherwise used without appropriate authorization. The Members are responsible for the proper use of Company assets and must safeguard such assets against loss, damage, misuse or theft. Members who violate any aspect of this policy or who demonstrate poor judgment in the manner in which they use any Company asset may be subject to disciplinary action.

### **Integrity and honesty**

The Members shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct within or outside the Company's premises. They shall act free from misrepresentation, suppression and deception.

The Members are expressly prohibited from demanding and /or accepting any gratification, obtaining a valuable thing without or inadequate consideration from a person with whom he has or may have official dealings, obtaining for self or any other person pecuniary benefits by corrupt or illegal means.

### **Anti-Corruption & Bribery**

Bribery is the offer, promise, giving, demanding or acceptance of an advantage as an inducement for an action which is illegal, unethical or a breach of trust.

Corruption is the misuse of public office or a business position for private gain. Bribery of Public Officials or agents, whether public or private, is prohibited and individuals who engage in bribery face a real risk of imprisonment. Bribery of Public Officials or agents, whether public or private is prohibited.

The Foreign Corrupt Practices Act (the “FCPA”) prohibits the Company, its Employees and Service Providers from offering or giving money or any other item of value to win or retain business or to influence any act or decision of any Public Official, political party, candidate for political office or

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official of a public international organization. FCPA prohibits the payment of bribes, kickback, or other inducements to foreign officials. This prohibition also extends to payments to a Service Provider if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. Violation of the FCPA is a crime that can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

We must endeavour to comply with all applicable AntiCorruption Legislations that the Company is subject to,

- Facilitation payments are payments made to Public Officials to speed up an administrative process, the outcome of which is predetermined. Facilitation payments are also considered akin to acts of Bribery and Corruption.
- The Company prohibits making any kind of facilitation payments in the course of business.
- The Company and its employees shall not offer or provide an undue monetary or other benefit to any person or persons, including public officials, customers, or employees, in violation of laws and the officials' legal duties in order to receive any improper advantage or to obtain or retain business.

Employees must never seek or accept any payment, personal benefits or favors through their position with the Company, which might influence or appear to influence any business decisions or transactions.

Employees and service providers must not use subcontracts, purchase orders, consulting agreements, etc., as means of channeling payments to Public Officials, to employees of business partners or to their relatives / business associates or others.

Always be truthful, accurate, cooperative, and courteous when dealing with government or regulatory agency officials in the course of business. Notify and seek advice from your Supervisor or the Legal/Secretarial team if you receive a nonroutine request from a government or regulatory agency official. Stand firm against possible corruption. Never offer anything of value to obtain an actual or perceived improper advantage.

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The Company follows a zero-tolerance approach towards bribery or any corrupt act.

### **Anti Money Laundering**

Sai Life is committed to comply with all laws that prohibit money laundering or financing for illegal or illegitimate purposes. “Money laundering,” is the process by which persons or groups try to conceal the proceeds of illegal activities or try to make the sources of their illegal funds look legitimate. All employees should always ensure that you are conducting business with reputable vendors and customers, for legitimate business purposes, with legitimate funds. Check for “red flags” such as requests from a potential customer or supplier for cash payments or other unusual payment terms. If you suspect money laundering activities, do report it in accordance with this Policy to the Compliance Officer.

### **Dealings with outside Vendors and Contractors**

The Company's relations and dealings with Vendors and Contractors should at all times be such that the Company's integrity and its reputation would not be damaged if details of the relationship or dealings were to become public knowledge. All employees at all times should apply the “Newspaper Test” (which typically means that if the action / event / details of the transaction were to get published in the next day’s newspaper, what implications would it have on the individual and the company) while dealing with outside Vendors and Contractors). It is the individual responsibility of each Employee and Service Provider to exercise good judgement so as to act in a manner that will reflect favourably upon the Company and the individual.

Employees must not accept money, loans, services, goods, entertainment, favours or any form of recompense from any supplier, contractor, sub-contractor, customer or competitor (or potential supplier, contractor, sub-contractor, etc.). Similarly, Service Providers must not accept money, loans, services, goods, entertainment, favours or any form of recompense from any Employees.

However gifts which are of a ‘nominal value’ or hospitality which is of a ‘reasonable value’ and in conformance with the prevailing business practices and culture may be accepted / given provided no

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ulterior motive can be attached to their provision. If in doubt you should consult your relevant superior or the Compliance Officer of the Company. However, all such transactions should be immediately reported to the Committee. Withholding any such information will lead to disciplinary action.

### **Dealings with Public and Government Officials**

Sai Life Sciences does not tolerate, permit, or engage in bribery, corruption, or improper payments of any kind in our business dealings with both Public and Government Officials. Employees must not give bribes or other payments, gifts or inducements or other undue advantages to any person or persons in violation of laws and the officials' legal duties which are intended to influence a business decision or compromise independent judgment.

### **Fair employment practice**

Sai Life Sciences provides a working environment where opportunity exists for all individuals to play their full part in adding value to the business and to make the most of their potential. Sai Life Sciences is committed to treat with respect and consideration all persons regardless of race, religion, gender, sexual orientation, marital or family status, disability or national origin. Sai Life Sciences will not tolerate harassment of Employees or any other form of discrimination prohibited by law, including sexual harassment. Employees must comply with Company policies on anti-harassment as may be implemented or amended from time to time

### **Health, safety, environment and social responsibility**

The safety of people at the workplace is a primary concern of the Company. All employees of the Company must comply with all applicable health and safety policies. The Company shall maintain compliance with all local laws to help maintain secure and healthy work surroundings. Sai Life Sciences Limited shall strive to provide a safe and healthy working environment and comply with all regulations regarding the preservation of the environment in and around its manufacturing facilities and other points of operation.

### **Confidentiality**

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The Members shall maintain the confidentiality of information or that of any customer, supplier or business associate of the Company to which the Company has a duty to maintain confidentiality, except when disclosure is authorized. The use of confidential information for personal advantage or profit is also prohibited.

### **Compliances**

It is the Company's policy to comply fully with all applicable laws and regulations governing contact and dealings with government employees and public officials and to adhere to high ethical, moral and legal standards of business conduct. This policy includes strict compliance with all local, state, Central and other applicable laws, rules and regulations.

## **IV. PROCESS :**

Any Reportable Matter with respect to violation of this policy, shall be disclosed to the committee. A disclosure should be made at the earliest, from the date of knowledge of the same. All disclosures should:

- be preferably in English or in any other local language;
- oral or written legibly or in typed form;
- clearly state the details of the Reportable Matter;
- to the extent available, provide factual evidence for corroborating the Reportable Matter.

Any disclosure on the basis of hearsay evidence of which the employee does not have any direct knowledge or information, will be rejected, unless there is factual evidence provided to corroborate such a disclosure.

All disclosures / reportable matters should be submitted to the committee as defined here under. No Member will be allowed to take up investigation on their own.

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Rajesh V Naik	Senior Vice President & Global Head – Human Resources	rajesh.v@sailife.com

### **Disciplinary actions**

All Members should adhere to the code of conduct and ethics of the Company. Violations of this code of ethics will result in a disciplinary action by the committee, which may even include termination of services of the employee. The Committee as defined above shall determine appropriate action in response to violations of this code of ethics.

### **Complaints made with a malicious intent**

This policy has been evolved as a tool to ensure that the code of conduct is adhered to by all employees. However, if on investigation it is revealed that the complaint was made with a malicious intent and with the motive of maligning the concerned individual / tarnishing his/her image in the company and to settle personal/professional scores, strict action will be taken against the- complainant.

## **V. POWER TO AMEND:**

The company reserves the right to amend / withdraw the policy at any time without assigning any reason whatsoever. The utility and interpretation of the policy will be at sole discretion of the Management.

## **VI. ABBREVIATIONS**

HR – Human Resource

FCPA – The Foreign Corrupt Practices Act

-----End of the Policy-----