

TRIOCHEM PRODUCTS LIMITED

MANUFACTURERS OF ETHICAL PHARMACEUTICAL PRODUCTS



Regd. Office : 4th Floor, Sambava Chambers, Sir P. M. Road, Fort, Mumbai - 400 001.
Tel. : 00 91 (22) 4082 8100 | Fax : 00 91 (22) 4082 8181 | E-mail : info@amphray.com
Corporate Identity Number : L24249MH1972PLC015544

MODEL CODE OF CONDUCT

1. Preamble

All Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the company and its shareholders/stakeholders. Triochem Products Limited is a pioneer in the manufacture of Pharmaceuticals Bulk Drugs in India for over 42 years.

With a view to maintain the high standards that the company requires, the following rules/code of conduct should be observed in all activities of the board. The Company appoints the Practicing Company Secretary as a Compliance Officer for the purposes of this code.

2. Applicability

The Code shall apply to the Directors and Officers of the Company across all units and offices.

The Board of Directors of the Company shall be the final internal authority as far as any interpretation of the Code or its applicability / violation and consequential actions are concerned and that the Code may be expanded and/or improved upon from time to time.

3. Honesty & Integrity

All directors shall conduct their activities, on behalf of the company and on their personal behalf, with honesty, integrity and fairness without allowing their independent judgement to be subordinated.

4. Conflict of Interest

Directors on the Board of the company shall not engage in any business relationship or activity, which may be in conflict of interest of the COMPANY or the group. Set forth, are some of the common circumstances that may lead to a conflict of interest, actual or potential:



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Directors should not engage in any activity/employment that interferes with the performance or responsibility to the company or is otherwise in conflict with or prejudicial to the company.

Directors and their immediate families should not invest in a company, customer, supplier, developer or competitor and generally refrain from investments that compromise their responsibility to the company.

Directors should avoid conducting company business with a relative or with a firm/company in which a relative/related party is associated in any significant role. If such related party transaction is unavoidable, it must be fully disclosed to the board or the MD of the Company.

5. Other Directorships

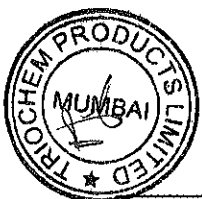
The COMPANY feels that serving on the boards of directors of other companies may raise substantial concerns about potential conflicts of interest. And therefore, all directors must report / disclose such relationships to the Board on an annual basis. It is felt that service on the board of a direct competitor is not in the interest of the company.

6. Confidentiality of Information

Any information concerning the company's business, its customers, suppliers etc., which is not in the public domain and to which the director has access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No director shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized

7. Prevention of Insider Trading

No director of the COMPANY shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public



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domain and therefore constitutes insider information. All directors will comply with insider trading guidelines as issued by SEBI.

8. Gifts & Donations

No director of the company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended to obtain business favours or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

9. Protection of Assets

Directors must protect the company's assets, labour and information and may not use these for personal use, unless approved by this Board.

10. Compliance

Directors are required to comply with all applicable laws, rules and regulations, both in letter and in spirit. In order to assist the company in promoting lawful and ethical behavior, directors must report any possible violation of law, rules, regulation or the code of conduct to the Company Secretary.

11. Information Technology

The company encourages IT friendliness. It is committed to making as extensive a use of computers, modern data processing, and office automation and communication system, as may be practically possible. These shall be used to improve productivity, response time, information integrity, quality and presentation of documents and information.

Use of Information Technologies will be within the boundaries and if any director or officer charged by competent authorities under the appropriate Cyber laws in force, whether in relation to his/her personal



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time or while on duty, the management shall at its sole discretion have the right to suspend him/her without pay and emoluments or terminate his/her services.

12. Corporate Governance

Every Director and Officer of the company shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and spirit, in all the territories in which he or she operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of this code of conduct, then the standards of the code shall prevail.

13. Periodic Review

Once every year or upon revision of this code, every director must acknowledge and execute an understanding of the code and an agreement to comply. New directors will sign such a deed at the time when the directorship begins

14. CAREERS

The Company offers rewarding and fulfilling careers to a diverse set of professionals. We are constantly on the lookout for young, enthusiastic talent across a wide range of functions. As a company, we offer exciting career growth opportunities and a warm, friendly work environment. If you are looking for openings that will help you grow as a professional as well as an individual.

