

FRESENIUS KABI ONCOLOGY LIMITED**CODE OF CONDUCT
FOR
BOARD MEMBERS AND OFFICERS****1.0 INTRODUCTION**

- 1.1 This Code of Conduct (“this Code”) shall be called “The Code of Conduct” for Board Members and Officers” of FRESENIUS KABI ONCOLOGY LIMITED (hereinafter referred to as “the Company”).
- 1.2 The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company.

2.0 DEFINITIONS & INTERPRETATION

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

- 2.1 The term “Board Members” shall mean the Directors on the Board of Directors of the Company.
- 2.2 The term “Whole-time Directors” shall mean the Board Members who are in whole-time employment of the Company.
- 2.3 The term “Part time Directors” shall mean the Board Members who are not in whole time employment of the Company.
- 2.4 The term “Relative” shall mean ‘relative’ as defined in Section 2(41) and Section 6 read with Schedule IA of the Companies Act, 1956. (Refer Appendix-I)
- 2.5 The term Officer shall mean all the employees of the Company at and above Officer level (Officers).

3.0 APPLICABILITY

- 3.1 This Code shall be applicable to the following personnel:
 - a) Whole time Directors
 - b) Part time Directors including Independent Directors under the provisions of law.
 - c) Officers

4.0 KEY REQUIREMENTS

Each of Board Members and the Officers shall act within the authority conferred upon him, keeping in view the best interests of the Company and observe the following:

He / She will,

- act with diligence and integrity
- act in utmost good faith
- not involve in taking any decision on a subject matter which may have bearing with his personal interest.
- disclose and avoid having any personal and/or financial interest in any business dealing concerning the Company
- avoid any dealing with a Contractor or Supplier that compromises his ability to transact business on a professional, impartial and competitive basis or influence adversely decisions to be made by the Company.
- not hold any position or job or engage in outside businesses or other activities which are prejudicial to the interests of the Company.
- not exploit for his own personal gain or opportunities, any corporate property, information or position, relating to companies, unless the same is disclosed and permission to the effect is obtained from the Competent Authority.
- not seek or accept, directly or indirectly, any gifts or other benefits of significant value from any person or party having official dealing with the Company. Any exception to the above shall be disclosed to and approved by the Board.

Explanation:

The expression “gift” shall include free transport, boarding, lodging or other service or any other pecuniary advantage.

Note:

The Directors and Officers shall avoid acceptance of lavish or frequent hospitality from any individual or firm having official dealings with the Company.

- not make any statement which has the effect of adverse criticism of any policy or action of the Government or of the Company or which may be embarrassing for the Government, Company and the public.

- not commit any offence involving moral turpitude or any act contrary to law or opposed to public policy.

5.0 COMPLIANCE OF LAW

The Board Members and Officers shall comply with all applicable laws, rules and regulations.

6.0 INSIDER TRADING

The Board Members and Officers shall comply with the Insider Trading Code of the Company.

7.0 RELATED PARTY DISCLOSURES

The Board Members and Officers shall make disclosures to the Board relating to all material financial and commercial transactions, where they have personal interest that may have potential conflict with the interests of the Company at large.

8.0 CONFIDENTIALITY OF INFORMATION

Any information concerning the Company's business, its customers, suppliers, etc. and to which the Board Members and Officers have access, is to be considered confidential and shall be held in confidence. No Board Member and Officer shall provide any information either formally or informally, to the press or publicity media, or any other quarter unless specifically authorized. Provided that Board Members and Officers shall be free to disclose such information as is:

- (a) part of the public domain at the time of disclosure;
- (b) authorized or required to be disclosed pursuant to a decision of the Board;
- (c) required to be disclosed in accordance with applicable laws, rules, regulations, guidelines or to any authority.

9.0 PROTECTION OF ASSETS

The Board Members and Officers shall protect the Company's assets tangible or intangible including information and intellectual rights and not use the same for personal gain.

10.0 ENFORCEMENT OF CODE OF CONDUCT

Each Board Member and Officer is accountable for complying with this Code.

11.0 AMENDMENTS TO THE CODE

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

12.0 ANNUAL COMPLIANCE REPORTING

In terms of Clause 49 of the Listing Agreement, all Board Members and Officers shall affirm compliance of this Code within 30 days of close of every financial year. A proforma of Annual Compliance Report is annexed to this Code as Appendix-II. The Annual Compliance Report shall be forwarded to the Company Secretary.

FRESENIUS KABI ONCOLOGY LIMITED**CODE OF CONDUCT
FOR
BOARD MEMBERS AND OFFICERS****EXTRACT OF SECTION 6 OF THE COMPANIES ACT, 1956**

Meaning of “relative”

6. A person shall be deemed to be a relative of another if, and only if,-
- (a) they are members of a Hindu undivided family; or
 - (b) they are husband and wife; or
 - (c) the one is related to the other in the manner indicated in Schedule IA.

SCHEDULE IA**LIST OF RELATIVES**

1. Father
2. Mother (including step-mother)
3. Son (including step-son)
4. Son's wife
5. Daughter (including step-daughter)
6. Father's father
7. Father's mother
8. Mother's mother
9. Mother's father
10. Son's son
11. Son's son's wife
12. Son's daughter
13. Son's daughter's husband
14. Daughter's husband
15. Daughter's son
16. Daughter's son's wife
17. Daughter's daughter
18. Daughter's daughter's husband
19. Brother (including step-brother)
20. Brother's wife
21. Sister (including step sister)
22. Sister's husband

To,
 Board of Directors
FRESENIUS KABI ONCOLOGY LIMITED
 New Delhi - 110066

Sir,

CONFIRMATION AND ANNUAL COMPLIANCE REPORT UNDER CODE OF CONDUCT

I _____, have read the Company's "CODE OF CONDUCT FOR BOARD MEMBERS AND OFFICERS" (this Code) & I have understood the provisions and policies contained in this Code and further confirm that I have, in letter and in spirit and to the best of my knowledge and belief, complied with the provisions of the CODE OF CONDUCT FOR BOARD MEMBERS AND OFFICERS during the financial year ended _____.

Signature :

Name :

Designation :

Date :

Place :

(to be submitted by 30th April each year)