



Cohance Lifesciences Limited

(Formerly, Suven Pharmaceuticals Limited)
(CIN: L24299MH2018PLC422236)

Registered Office

215 Atrium, C Wing, 8th Floor,
819-821, Andheri Kurla Road, Chakala,
Andheri East, Chakala MIDC,
Mumbai, Maharashtra, India, 400093
Tel: +91 22 61539999

Corporate Office

202, A Wing, Galaxy Towers,
Plot No 1, Hyderabad Knowledge City,
TSIIC Raidurg, Hyderabad,
Telangana, India, 500081
Tel: +91 40 23549414

Website: <https://www.cohance.com>

Code of Conduct and Business Ethics

(Amended Code effective from November 12, 2025)

Code of Conduct and Business Ethics

1. Introduction

Cohance Lifesciences Limited (Formerly, Suven Pharmaceuticals Limited) is committed to maintaining the highest standards of ethical, moral and professional standards in conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Code of Conduct and Business Ethics (“Code”) is intended to provide general guidance and guidelines, expectations of the Company and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. The directors, senior management personnel and employees is expected to comply with this Code in letter and spirit. The directors, senior management personnel and employees of the Company should comply with applicable laws, rules and regulations as well as promote honest and ethical conduct of the business. They must abide by the policies and procedures that govern the conduct of the Company's business. Their responsibilities include helping to create and maintain a culture of high ethical standards and commitment to compliance, and maintaining a work environment that encourages the stakeholders to raise concerns to the attention of the management.

2. Applicability

This Code applies to all members of the Board of Directors, full and part-time employees (collectively hereinafter referred to as “employees”) of Cohance Lifesciences Limited, its subsidiaries and affiliates (collectively referred to as “Cohance” or the “Company”).

Actions of business partners, including joint venture partners, vendors, contractors, consultants, agent, trainees, distributors and suppliers can have a direct impact on our reputation. For this reason, we expect business partners to meet the same high standards when working with Cohance or on our behalf.

The Independent Directors shall additionally carry out the duties as laid down by the applicable laws and regulations, including any amendments thereof.

3. Conduct of Business

Employees shall conduct the Company's business in an efficient and transparent manner and perform their obligations towards the Company and stakeholders. Employees shall not be involved in any activity that would have any adverse effect on the objectives of the Company or against national interest. The corporate objectives to be pursued shall be to sustain the competitive edge of the Company and not to indulge in any activity which is detrimental to the Company and society at large.

4. Wealth Creation

Employees shall be committed to enhancing the shareholders' worth/value and shall comply with all regulations and laws that govern shareholders' rights. The Board shall duly and fairly inform the shareholders of all relevant aspects about the Company's business and disclose such information as may be required, in accordance with the applicable rules and regulations.

5. Conflict of Interest

5.1 A Conflict Situation can arise:

- 5.1.1 When any director or employee takes action or has interests that may make it difficult to perform his or her work objectively and effectively,
- 5.1.2 The receipt of improper personal benefits by a member of his or her family as a result of one's position in the Company,
- 5.1.3 Any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company,
- 5.1.4 The receipt of non-nominal gifts or excessive entertainment from any person/company with which the Company has current or prospective business dealings.
- 5.1.5 Any significant ownership interest in any supplier, customer, development partner or competitor of the Company,
- 5.1.6 Any consulting or employment relationship with any supplier, customer, business associate or competitor of the Company.

5.2 The directors and employees should be scrupulous in avoiding 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the Board of directors or any Committee/officer nominated for this purpose and prior written approval should be obtained.

6. Anti-Corruption and Bribery

- 6.1 The Company has zero tolerance for corruption or bribery. The Company will not offer, accept, or solicit bribes in any form, whether in business dealings or any other interactions.
 - 6.2 All transactions and decisions will be based on merit and fairness, and the Company will promote transparency and ethical conduct in all dealings.
- Please refer to Anti-Bribery and Anti-Corruption Policy for more information.

7. Honest and Ethical Conduct

The directors and employees shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct not only on Company's premises and offsite but also at Company sponsored business, social events as well as at any other places. They shall act and conduct free from fraud and deception. Their conduct shall conform to the best-accepted professional standards of conduct.

8. Freedom from Workplace Harassment

Harassment in the workplace is behavior that is unwelcome and offensive to others, or that disrupts their work. Our conduct at workplace and at company-sponsored and related functions must be respectful at all times. We do not tolerate any form of harassment, including demeaning, insulting or intimidating remarks or behavior.

We are also committed to protecting the safety, health and well-being of all employees and other individuals at the workplace. Alcohol, abuse and illegal drug use pose a significant threat to our goals. We must be free from the effects of illegal drugs, alcohol and abuse of legal drugs while at work, whether on or off the Company's premises.

It is our responsibilities to help create a work environment free of hostility and harassment. Understand that inappropriate comments of a sexual nature or any other sexually offensive behavior will not be tolerated. It is also our responsibility to never come to work under the influence of drugs or alcohol.

9. Equal Employment Opportunity

We are committed to creating an inclusive work environment by providing equal employment opportunities to foster diversity at the workplace, and to treat all employees equally irrespective of gender, age, physical disability, creed, religion, sexual orientation, racial background, pregnancy, place of origin, caste, political affiliation or other discriminatory factors. We value diversity in our workforce and leadership and encourage developing talent within the organization. We work best when there is an atmosphere of mutual trust and co-operation.

It is our responsibilities to make all decisions relating to employment relationship, such as hiring, training, promotion, etc. without any discrimination based on merit and treat others and their ideas with respect. Assignment of work and make work-related decisions solely on the basis of qualifications, abilities and potential.

10. No Gift or Favor Policy

To ensure the impartiality and integrity of business decisions, Cohance has a strict No Gift or Favor Policy. Employers must not accept, offer, or solicit gifts, favors, or other forms of personal benefit from/ to any individual or entity that could influence or appear to influence business decisions.

- 8.1 Accepting Gifts: Employees should not accept any gifts or benefits from customers, suppliers, or contractors, except for promotional items of nominal value (such as pens, calendars, or other items of low monetary worth) that are not intended to influence any decision-making.
- 8.2 Offering Gifts: Employees must avoid offering gifts or favors to clients, suppliers, or other stakeholders that could create a conflict of interest or give the appearance of impropriety.
- 8.3 Entertainment: Accepting or offering lavish entertainment or events (such as travel, or accommodations) is prohibited, as it could compromise objectivity and impartiality.

11. Anti-Money Laundering

Cohance is committed to preventing money laundering and ensuring compliance with all applicable laws and regulations. We aim to implement robust controls, enhance due diligence processes, and promote a culture of integrity to detect and mitigate risks associated with illicit financial activities.

12. Data Privacy

We recognize the fundamental privacy rights of all individuals we interact with. We are committed to responsibly using Personal Information in accordance with the Data Privacy laws in all the countries we operate in.

Our Responsibilities

- 10.1 Ensuring that before collecting Personal Information from anyone, we inform each individual about how we will manage their data.
- 10.2 Collecting Personal Information only for specific and legitimate business purpose(s). We also ensure that such data is used (collected, stored, shared etc.) responsibly.

13. Disclosure to the Board

A Board Member shall not take directorship or membership/ chairmanship of Board Committees across all companies, more than such number as is prescribed under applicable law. Every Board Member shall inform the Board of all such directorship or membership at the beginning of each financial year and also of every change as and when they take place.

In case of any agreement or contract which is or shall be discussed or entered into by and between two entities, in which any director is interested, the director shall forthwith draw the attention of the Board about the fact, disclose his/ her interest and shall not participate in the deliberations nor vote on the resolution relating to the same.

14. Corporate Opportunities

Directors, senior management personnel and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Directors, officers, and employees are expressly prohibited from:

- 12.1 Taking for themselves personally, opportunities that are discovered through the use of Company's property, information, or his / her position in the Company.
- 12.2 Competing directly with the business of the Company or with any business that the Company is considering.
- 12.3 Using Company's property, information, or position for personal gain advantage/ profit. If the Company has finally decided not to pursue an opportunity that relates to the Company's business activity, he/ she may pursue such activity only after disclosing and getting permission of the same to the Board or the nominated person/committee.

15. Confidentiality

The directors, senior management personnel and employees shall maintain confidentiality of information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The Confidential information includes all non-public information (including private, proprietary, and other) that might be of use to competitors or harmful to the Company or its associates. The use of confidential information for his/her own advantage or profit is also prohibited.

16. Fair Dealing

The directors, senior management personnel and employees should deal fairly with customers, suppliers, competitors, and employees of group companies. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

17. Accuracy and Integrity of Data, Books and Records

Accurate business records are essential for maintaining and safeguarding investor confidence. We are committed to good documentation and electronic data management practices so as to ensure integrity and reliability of all data. This is applicable to every business record or document including but not limited to:

- The development, manufacture, analysis, storage and distribution of our products.
- Research and quality records.
- Accounting entries and any other related financial information.
- Invoices, purchase orders and other billing records.
- Compensation and benefits records, performance evaluations and other essential Company data.

All employees should be clear, truthful and accurate when recording any information. We should only sign documents, including contracts, that we are authorized to sign and that we reasonably believe are accurate and truthful. Maintain all corporate records for legally required minimum periods and in accordance with the Company's document retention procedures and legal requirements. Documents should not be created or destroyed in response to or in anticipation of an investigation or audit.

18. Protection and Proper Use of Company's Assets

The directors, senior management personnel and employees should protect Company's assets and property and ensure its efficient use. Theft, carelessness, and waste of the Company's assets and property have a direct impact on the Company's profitability. Company's assets should be used only for legitimate business purposes and not for any personal use.

19. Outside Activities

Employees shall be free to pursue any kind of civil/ political activities and can become members or office bearers of any trade organization so long as it does not adversely affect or is detrimental to the business interests of the Company. Employees should always make clear that their political views and actions are their own and not those of the Company.

20. Media Relations and Communications

The directors, senior management personnel and employees shall ensure that all our external communications to media, analysts, investors and the general public is only through our authorised representatives. We should not manipulate or misrepresent any facts relating to our Company. We make full, fair, accurate, timely and understandable disclosures to regulators, government agencies, investors and the general public.

21. Use of Internet and Social Media

Company's internet and email accounts should be used in an ethical and responsible manner. Company's information systems should be used for authorised business purposes only. We respect our employees' individual identity. Views expressed by associates on social media are their personal views and do not represent our Company's opinion. Employees should comply with our Company's information security policies.

22. Compliance with Laws, Rules and Regulations

The directors, senior management personnel and employees shall comply with all applicable laws, rules, and regulations. Transactions, directly or indirectly, involving securities of the Company, which require approval under the applicable laws, should not be undertaken without pre-clearance from the Company's Compliance Officer, i.e. Company Secretary. Any director, senior management personnel or employee who is unfamiliar or uncertain about the legal rules involving Company business conducted by him/ her should consult the legal department of the Company before taking any action that may jeopardize the Company or that individual.

23. Compliance with Code of Conduct

Any employees who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, he/ she should immediately report the same to the Board of Directors or any designated person/ committee thereof. Such person should as far as possibly provide the details of suspected violations with all known particulars relating to the issue. The Company recognizes that resolving such problems or concerns will advance the overall interests of the Company and will help to safeguard the Company's assets, financial integrity and reputation. Violations of this Code will result in disciplinary action, which may even include termination of services of the employee concerned. The Company's Board or any Committee/ person designated for this purpose shall determine appropriate action in response to violations of this Code of Conduct.

24. Safety and Health Commitment

Employees are expected to adhere to the Safety Policy, as Cohance is dedicated to promoting employee well-being, health, and safety through its integrated Environmental and Occupational Health and Safety (OHS) management system. This commitment is reinforced by leadership's dedication to maintain best practices and high standards across all facilities, with safety being a fundamental focus in all organizational operations to cultivate a strong safety culture.

25. Quality Commitment

Employees are expected to deliver high-quality products and services by adhering to our quality management systems. Our approach is focused on exceeding customer expectations through enhanced efficiency, while ensuring safety, effectiveness, and customer satisfaction.

26. Interpretation of Code

Any question or interpretation under this Code of Conduct and Business Ethics will be handled by the Board or any person/ committee authorized by the Board of the Company. The Board of Directors or any designated person/ committee has the authority to waive compliance with this Code of business conduct for any director or employee of the Company. The person-seeking waiver of this Code shall make full disclosure of the particular circumstances to the Board or the designated person/ committee.

27. 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 in tune with the applicable rules and regulations and all such amendments/ modifications shall take effect from the date stated therein.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

28. Enforcement of Code of Conduct

- 23.1 CHRO and Company Secretary shall be the Compliance Officer for the purpose of this Code.
- 23.2 Each employee shall be accountable for fully complying with this Code.
- 23.3 Compliance Officer shall report breach of this Code, if any, which comes to his notice by the CHRO, to:
 - 23.3.1 the Board in case of all Board members; or
 - 23.3.2 the Chairman in case of senior management; or
 - 23.3.3 the Chairman or Whole-time Director in case of employees.
- 23.4 All employees shall be subject to any internal or external investigation of possible violations of this Code.
- 23.5 The Company shall ensure confidentiality and protection to any person who has, in good faith, reported a violation or a suspected violation of law, of this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation.
- 23.6 Penalty for breach of this Code by senior management personnel shall be determined by the Chairman. In case of breach of this Code by the Whole-time Directors and/or other Directors, the same shall be examined by the Board. In case of employees by the CHRO.
- 23.7 Penalty may include disciplinary action, removal from office and dismissal as well as other remedies, including recommendations for any of the above penalty, to the extent permitted by law and as considered appropriate under the circumstances.

29. Acknowledgement of this Code

All employees are advised to familiarize themselves with this Code; both in letter and in spirit. The employees are also advised to acknowledge compliance of this Code as and when required by the CHRO or HR Team.

Code of Conduct and Business Ethics – Approved by the Board on March 23, 2020, as amended on November 12, 2025.

- End of Document -