

## **CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

### **Regulatory Framework:**

- 1.1. This Code of Conduct ("Code") is established in accordance with the Companies Act, 2013, and related regulations, providing a framework for ethical and lawful business practices at Cohizon Life Sciences Limited (erstwhile known as "Sajjan India Limited") ("Company"). The Board of Directors ("Board") may review and amend this Code as needed to meet regulatory or operational requirements.

### **Objectives:**

- 2.1. The objective of this Code is to ensure that the business affairs of the Company are conducted in conformity with applicable laws, rules, regulations, and the highest standards of ethical conduct, professional integrity, and moral values.
- 2.2. The members of the Board and the designated senior management personnel (collectively referred to as "Directors" and "Officers") are expected to familiarize themselves with and strictly adhere to the provisions of this Code during their business activities and responsibilities within the Company.

### **Applicability:**

This Code applies to the following:

- 3.1. All members of the Board of Directors of the Company ("Directors");
- 3.2. Senior management personnel ("Officers") holding the following positions or equivalent roles:
  - a) Chief Executive Officer;
  - b) Chief Financial Officer;
  - c) Company Secretary;
  - d) President-Operations;
  - e) Chief Technology Officer;
  - f) Chief Supply Chain Officer;
  - g) Chief Human Resources Officer;
  - h) Presidents & Vice Presidents;
  - i) All Departmental/Functional heads of different functions of the Company (by whatever designation called)

### **Standards of Conduct: Integrity and Ethical Behavior:**

- 4.1. The Company requires that all Directors and Officers maintain the highest levels of personal and professional integrity, and act in an ethical manner during the performance of their duties. This includes conduct at the Company's premises, offsite locations, during business and social events, or any situation where the individual represents the Company.

- 4.2. For the purposes of this Code, "integrity" refers to conduct that is honest, transparent, and free from any fraudulent or deceptive activity.
- 4.3. "Ethical conduct" shall mean compliance with accepted professional standards and practices, including the ethical handling of any actual or potential conflicts of interest that may arise in the course of business relationships, as further elaborated in Clause 5.

#### **Conflicts of Interest:**

- 5.1. Conflict of interest exists where the interests or benefits of one person or entity collides with the interests or benefits of the Company. The Company expects the Directors/Officers to avoid such situations or if entered into, to disclose the actual or apparent conflicts of interest to the Company.

- 5.2. The following shall be deemed to be instances of conflict of interest:

- 5.2.1. **Employment and External Engagement:**

Officers are expected to devote their full professional attention to the Company's business and are prohibited from engaging in any activity or employment that competes with or detracts from their duties to the Company. This includes holding any directorship, employment, or engagement with a competitor of the Company. Officers are required to disclose any such engagements to the Board for approval.

- 5.2.2. **External Directorships:**

It is a conflict of interest for Directors and Officers to hold directorships in companies that compete with the Company, unless such directorship has been pre-approved by the Board. Directors and Officers are also obliged to disclose any changes to their current board memberships or affiliations with other entities.

- 5.2.3. **Business Interests:**

Before making any substantial financial investment in a business that competes with the Company, Directors and Officers must seek prior approval from the Board. Substantial investment is defined as exceeding INR 50 Lakhs for Directors and INR 5 Lakhs for Officers.

- 5.2.4. **Transactions with Related Parties:**

Directors and Officers must obtain prior approval from the Board before engaging in any business transactions with a relative or with entities in which a relative holds a significant role. Relatives are defined as per the Companies Act and include spouses, children, parents, and siblings, among others.

- 5.2.5. **Acceptance of Gifts:**

Directors and Officers are strictly prohibited from accepting any gifts, payments, or benefits from vendors, customers, or other third parties that could influence or appear to influence their decision-making on behalf of the Company.

- 5.2.6. **Exploitation of Corporate Opportunities:**

Directors and Officers shall not exploit any corporate opportunity for personal gain that has been discovered using Company property, information, or position, unless the Board has been informed and has given its prior written consent.

#### 5.2.7. **Other Conflicts:**

Given the potential for various other situations that may give rise to conflicts of interest, Directors and Officers are encouraged to seek the guidance of the Chairman or the Board if in doubt about a particular transaction or situation.

#### **Compliance with Laws, Rules, and Regulations:**

Directors and Officers are required to ensure strict compliance with all applicable laws, regulations, and governmental guidelines that govern the Company's operations. Directors and Officers must also be adequately informed of their legal obligations and, where appropriate, seek advice from the Company's legal department to ensure adherence to relevant regulations.

#### **Confidential Information:**

Directors/Officers are required to maintain the confidentiality of all confidential information that they receive or become privy to in connection with the Company's business, except when disclosure is authorized or legally mandated. Confidential information includes all nonpublic information that might prejudice the ability of the Company to pursue certain objectives, be of use to competitors or harm the Company, its suppliers or its advertisers, if disclosed. Confidential information also includes any information relating to the Company's business and affairs that results in or would reasonably be expected to result in a significant change in the market value of the Company's securities or any information a reasonable investor would consider important in making an investment decision. Directors/Officers must not use confidential information for their own advantage or profit directly or indirectly.

#### **Duties of Independent Directors:**

Independent Directors of the Company shall, in addition to other duties provided in this code, adhere to the following duties prescribed under Schedule IV of the Act including any amendments made thereto:

- 8.1. To undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- 8.2. to seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and the opinion of outside experts at the expense of the Company;
- 8.3. to strive to attend all meetings of the Board of Directors and of the Board Committees of which he or she is a member;
- 8.4. to participate constructively and actively in the Committees of the Board in which they are chairpersons or members;
- 8.5. where they have concerns about the running of the company or a proposed action, to ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 8.6. to keep themselves well informed about the Company and the external environment in which it operates;

- 8.7. to strive to attend the general meetings of the company;
- 8.8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 8.9. to pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- 8.10. to ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of the person who uses such mechanism are not prejudicially affected because of such use;
- 8.11. report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct;
- 8.12. to act within his/her authority, to assist in protecting the legitimate interests of the Company, shareholders and its employees and
- 8.13. not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

**Disclosures:**

The company's policy is to provide full, fair, accurate, timely and understandable disclosure in reports and documents that Company files with, or submits to, the stock exchanges, SEBI and/or any other government agency and in all other public communications made by the Company. The company's management has the general responsibility for preparing such filings and communications and shall ensure that the same shall conform to all applicable laws and regulations.

**Violations of the Code:**

- 10.1. Part of the Directors/Officers job, and of his or her ethical responsibility, is to help enforce this code.
- 10.2. Directors/Officers should be alert to possible violations, Directors/officers must cooperate in any internal or external investigations of possible violations.
- 10.3. Reprisal, threat, retribution or retaliation against any person who has in good faith, reported a violation or a suspected violation of law, this code or other company policies, or against any person who is assisting in any investigation or process with respect to such violation, to be avoided.
- 10.4. Actual violations of law, this code, or other company policies or procedures, should be promptly reported to the Legal/HR Department.

**Waivers and Amendments:**

The Company is committed to continuously reviewing and updating its policies and procedures. Therefore, this code is subject to modification. Any amendment or waiver of any provisions of this code shall be approved by the Company's Board of Directors and promptly displayed on the Company's website and disclosed to the regulatory authorities pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

**No Rights Created:**

This code of conduct is a statement of certain fundamental principles, ethics, values, policies and procedures that govern the Directors and senior management of the Company in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, client, supplier, competitor, shareholder or any other person or entity.

This Code of Conduct has been approved and adopted by the Board with immediate effect.

A handwritten signature in blue ink, appearing to read "Rajesh Kumar Srivastava", is written over a horizontal blue line.

Rajesh Kumar Srivastava, MD & CEO

Effective Date:- November 05, 2024

Revision No: 00