

Code of Conduct Under Clause 49 of the Listing Agreement

1. INTRODUCTION

1.1 This Code of Conduct (hereinafter referred to as the “**Code**”) shall be called “The Code of Conduct for the Members of the Board and Senior Management personnel” of Titan Biotech 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, and thus to sustain the trust and confidence shown in the Management by the shareholders of the Company with a mission “**To create an international brand with high standards of Quality, Technology, R & D and Business ethics.**”

1.3 The Company currently has its internal rules and regulations, within the framework of various laws, which govern the conduct of all permanent employees of the Company. This code shall be applicable to all the Board Members and Senior Management of the Company and the principles prescribed in this Code are general in nature and lay down broad standards of compliance and ethics, as required by Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited (BSE).

1.4 Violations of law, or this code or company’s rules & regulations or procedures should be reported immediately to the Managing Director/Compliance Officer of the company in writing.

2. DEFINITIONS In this code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them.

2.1 ‘Company’ means **Titan Biotech Limited.**

2.2 ‘Board Members’ means Board of directors of the Company.

2.3 ‘Senior Management’ shall mean personnel of the company who are members of its core management team excluding Board of directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

2.5 ‘Price Sensitive Information’ shall have the same meaning as assigned to them in SEBI (Prohibition of Insider Trading) Regulations, 1992.

2.6 ‘Officers’ shall collectively refer to the board members and the senior management personnel.

2.7 ‘Compliance Officer’ means the officer appointed by the Board of directors under the Listing Agreement

3. COMPLIANCE All Board Members and senior management personnel of the Company shall affirm compliance with this Code on annual basis in such form as may be prescribed (Annexure I) and send it to the Compliance Officer by 30th April each year. The annual report of the Company shall contain a declaration to this effect.

2.4 ‘Relative’ shall have the same meaning assigned to them in Section 2(77) of the Companies Act, 2013.

4. CODE OF CONDUCT Every Officer shall act within the authority conferred upon him by the Company and under applicable law, keeping the best interests of the Company and adhere to the following:

4.1 Shall act with personal and professionalism integrity, due care, skill, diligence, honesty, good faith as well as high moral and ethical standards;

4.2 Shall be independent in their judgment and actions;

4.3 Shall not participate in any decision making process on a subject matter in which a conflict of interest exists or is likely to exist such that an independent judgment of the Company's best interest cannot be exercised;

4.4 Shall not allow their personal interest to conflict with the interest of the Company, if they are considering investment in the Company's customer, supplier, developer or competitor, you must first take great care to ensure that these investments do not compromise your responsibilities to the company. In the event of there being a conflict of interest and duty, they should make full disclosure of all facts and circumstances thereof to the Board of directors;

4.5 Shall not, in his official capacity, enter into business with (a) a relative or (b) a private limited company in which he or his relative is a member or a director (c) a public limited company in which he or his relative holds 2% or more paid up share capital and (d) with a firm in which the relative is a partner, except with the prior approval of the Managing Director of the Company unless otherwise permitted by law;

4.6 Shall not discriminate employees based on colour, religion, caste, creed or gender;

4.7 Shall not commit any offence involving moral turpitude.

4.8 Shall refer all inquiries or calls from the press, media and financial analysts to the Company's Managing director. The Company has designated its Managing Director as official Company spoke people for any company related matters.

4.9 Unless specifically permitted by the Managing Director of the Company, not to hold any positions or jobs or directorship or engage in other businesses or interests that are prejudicial to the interests of the company.

4.10 Shall not disclose any Price Sensitive Information/Unpublished Price Sensitive information that may affect performance of the Company.

4.11 Unless specifically permitted by the Managing Director of the Company, the Officers shall not serve as director of any other company or accept any appointment or post, whether advisory or administrative or as partner of a firm that is engaged in a business competing with the Company or with which the company has business relations.

4.12 The Officers shall protect the Company's assets including physical assets, intangible assets, information and intellectual rights and shall not use the same for personal gain.

4.13 All the members of the Board and senior management personnel of the company shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes.

4.14 All the members of the Board and senior management personnel of the company should strive for optimum utilization of available resources. They shall exercise care to ensure that costs are reasonable and there is no wastage.

4.15 All the members of the Board and senior management personnel of the company shall follow all prescribed safety and environment related norms.

5. **AMENDMENT TO THE CODE** The provisions of this Code can be amended and modified by the Board of directors of the Company from time to time and all such amendments and modifications shall take effect from the date stated therein.

6. **PLACEMENT OF THE CODE ON WEBSITE** Pursuant to Clause 49 of the listing Agreement, this Code and any amendment thereto shall be posted on the website of the Company. **Annexure I**

To,
The Compliance Officer
Titan Biotech Limited
303-305, Lusa Tower, Azadpur,
Delhi

Sub : Confirmation of Compliance of the Code of Conduct of Titan Biotech Limited.

I _____ (name),
_____ (designation) of the Company, do hereby
confirm that I have fully complied with the provisions of the Code of
Conduct of the Titan Biotech Limited for the Accounting year ending on
31st March, 200__.

Signature _____	Name _____
Date _____	Place _____

Note: to be submitted by 30th April, each year.