

CODE OF CONDUCT

Introduction and Purpose

This Code of conduct (Ethics) for Board of Directors and Senior Executives (Deputy General Managers (DGM) and above) (the "Code") of DHANUKA AGRITECH LIMITED ("the Company") helps in maintaining and following the standards of business conduct of the Company. **The purpose of the Code is to deter wrong-doing, promote ethical conduct in the Company and ensure compliance with the legal requirements, particularly Clause 49 of the Listing Agreement with the Stock Exchange/s.** The matters covered in this Code are of the utmost importance to the Company, its stakeholders and business partners. Further, these are essential so that the Company can conduct its business in accordance with its stated values and its legitimate interests.

Applicability

The Code is applicable to the following persons (hereinafter referred to in this code as 'the Officers'), unless repugnant to the context or specified otherwise in this code:

- (a) Members of the Board of Directors of the Company; and
- (b) Senior Managerial Personnel i.e. all members of management at and above the level of DGM including all functional heads and such other person(s) as the Managing Director may decide.

All concerned are expected to read and understand this Code and to uphold standards set out under this, in his/her day-to-day activities. As the principles set out under this are general in character, officers should also review the Company's other applicable policies and procedures for more specific instructions. In case of any difficulty in interpretation or allied matters they may contact the Chief Financial Officer (CFO) or the Company Secretary who has been designated as the Compliance Officer.

The Board of Directors will approve this Code and it would be applicable to all concerned as soon as it is approved by the Board. In case of Senior Managerial Personnel, they should sign the acknowledgment and return the same to the Company Secretary indicating that they have received, read and understood and agreed to comply with the Code. The signed acknowledgment will be filed in each Officer's personnel files.

Definitions

Interest in Transaction: Interest in any transaction (be a contract or arrangement) either through himself/herself or through any of the relatives defined in Section 6 of the Companies Act, 1956 or as may be specified under any applicable regulations, in force for the time being.

Corporate Opportunity: Corporate Opportunity is an opportunity in which the Company has a right/ property/ interest or expectancy or opportunity, which in justice should belong to the Company.

Approval of / Disclosure to the Board: For this purpose, Board of Directors includes any person(s) or committee nominated by the Board.

Honest And Ethical Conduct

All officers shall conduct their activities, on behalf of the Company and on their personal behalf with honesty, integrity and fairness. They will dedicate sufficient time, energy and attention to the Company to ensure diligent performance of their duties of office and in exercising their powers attached to that office. They shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated and will act in the best interests of the Company.

Related parties

As a general rule, Directors and Senior Executives should avoid conducting Company business with a relative, or with a business in which a relative is associated in any significant role. Relatives include spouse, children, parents, grandparents, brothers, sisters, grandchildren, aunts, uncles, nieces, nephews, cousins, step relationships, and in-laws. The Company discourages the employment of relatives of Senior Executives in positions or assignments within the same department. Further, the Company prohibits the employment of such individuals in positions that have a financial dependence or influence (e.g., an auditing or control relationship, or a supervisor/ subordinate relationship).

Corporate opportunities

Directors, officers 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:

- (a) Taking for themselves personally, opportunity that are discovered through the use of Company's property, information or position.
- (b) Competing directly with the business of the Company or with any business that the Company is considering.
- (c) Using Company's property, information or position for personal gain 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 the same to the Board of Directors or the person(s) nominated for this purpose.

Conflict Of Interest

Officers of the Company shall not engage in any business, relationship or activity, which may come in conflict with the interest of the Company, its subsidiaries or its associates.

Conflicts can arise in many situations. It is not possible to define and cover every possible conflict situation. Officers shall themselves judge by the spirit of this code, any other situations and acts that may amount to conflict or impair his/her independence or may consult the Compliance Officer. Set forth, are some of the common circumstances that may lead to a conflict of interest, actual or potential:

- (a) Officers should not engage in any activity/ employment that interferes with the performance or responsibility towards the Company or is otherwise in conflict with or prejudicial to the Company.
- (b) Officers and their immediate family members should not invest in the Company, customer(s), supplier(s), developer(s) or competitor(s) and generally refrain from investments that compromise their responsibility towards the Company.
- (c) Officers 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 of the Company and approval be obtained therefore.

Gifts and donations

Under no circumstances, the officers and other constituents of the Company accept and/ or offer any payment, authorization or promise to pay any money, gift or anything of value from/to any customer / client or other person that is perceived as intended directly or indirectly to influence any business decision or any act or failure of act or commitment/opportunity for commission of any fraud.

Inexpensive gifts, infrequent business meals, celebratory events and entertainment provided, they are not excessive or creating an appearance of impropriety, do not violate this policy.

Political Parties

The Company must refrain from performing any such activity which includes supporting directly or indirectly, any specific Political Party or candidate for political office. It should not indulge in offering any donations, directly or through intermediaries, to any specific political party, candidate or campaign.

Equal Opportunities to all

Board members always provide an equal opportunity to all the employees of the Company irrespective of caste, creed, race, religion, marital status, age etc. so that they can groom and develop themselves as an individual. Employees are considered as an important asset of the organization and have been provided with a dignified status and an encouraging working environment so that they can cope up well with the present competitive age. The employees shall be treated with all due respect and dignity without taking into consideration their level of post and shall refrain from any kind of harassment.

Facilities provided by the Company

Director, officer or employee of the Company shall neither misuse the facilities provided by the Company nor consume them for their personal advantage. Due care shall be exercised to ensure that the Company's resources are utilized optimally. The funds of the Company must be used for legitimate purpose and not in irrelevant things.

Compliance With Governmental Laws, Rules And Regulations/Internal Company Policies

All Directors and Senior Executives must comply with all applicable governmental laws, rules and regulations. Senior Executives must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers. Directors and Senior Executives must comply with the company's internal policies. Chief Financial Officer/ Company Secretary along with the Heads of various Departments will arrange training for those employees who are discharging the functions relating to compliance with the rules/ laws/ technical know how and Research & Development activities for their respective departments.

Financial reporting and records

The Company shall prepare and maintain its accounts in a fair and accurate manner showing true position of the Company. The Company's Accounts shall be in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the company conducts its business affairs.

The Company shall avoid any kind of exaggeration or unwanted remarks which are opposed to public policy in any manner.

Internal accounting and audit procedures shall fairly and accurately reflect all of the company's business transactions. Any willful material misrepresentation of and/or misinformation or willful omission on the financial accounts and reports shall be regarded as a violation of the code.

Other Directorships

The Company feels that serving on the Board of Directors of other Companies may raise substantial concerns about potential conflicts of interest. Therefore, all directors must report/disclose such relationships to the Board on annual basis. It is felt that service on the Board of a direct competitor is not in the interest of the Company.

Confidentiality of Information

Any information including private, Proprietary and other information concerning the Company's business, its customers, suppliers etc., which is not in public domain, e.g. which might be of use to competitors or harmful to the Company or its associates, if disclosed, and to which the officer has access or possesses such information, must be considered confidential and held in confidence, unless authorized to make it public/disclose it as directed or when disclosure is required as a matter of law. No officer shall provide any information either formally or informally, to the press or any other public media, unless specifically authorized.

Competition

The Company shall act in a manner which is not harmful or illegal and must compete in the true spirits rather than through unethical and illegal practices. No Director/employee shall abuse/conceal/manipulate/misrepresent any information and shall not get involved in monopolistic/unfair/restrictive trade practices. They shall strive for making their stand in the market and shall cooperate to promote the progressive and judicious liberalization of trade & investment.

Maintenance of Quality of products

The Company shall maintain the quality of its products and keep on upgrading it with a non-compromising attitude. In this regard the Company has a Research & Development team which recognizes the need of developing the products on a continuous basis. The quality of the products shall meet the required national standards and shall strive for achieving international standards.

Corporate citizenship

It is not only the responsibility of Company to comply with all relevant laws, rules and regulations but it should also work indefinitely for the improvement in the quality of life of the people in the communities in which it operates. It should not always seek for profits but should also be a responsible citizen. It should thus work in the field of social responsibility and community development.

Protection of Assets

Officers must protect the Company's Assets, labour and information and ensure its efficient use for legitimate business purposes. They may not use these for personal use, unless approved by the Board.

Cooperation of group entities

The Company shall cooperate with other companies/entities of the group by sharing physical, human and management resources as long as this does not adversely affect its business interest and shareholder value. In the procurement of products and services, a group Company shall be given preference provided it is on Competitive terms related to third parties.

Periodic Review

The Code is subject to modification. The Board may review this Code from time to time and make amendments, if necessary. Such amendments may be required to maintain consistency with applicable laws, Company's policy or any other reason. The amendments shall be promptly disclosed upon approval of the Board on the Company's website or other means acceptable for the time being under applicable laws.

It is obligatory on the part of every officer to make an annual disclosure under this code affirming their adherence to the code on annual basis. This disclosure shall be made to the Compliance Officer on or before 30th April, for the financial year preceding the date. Additionally, every officer is to make an acknowledgement as per format enclosed hereto, on receipt of this code indicating that they have received, read and understood, and agree to comply with the code.

Reporting of any illegal or unethical behaviour or non adherence of laws

Directors/Senior Management should promote ethical behaviour and the Company shall ensure that the employees do not feel any hesitation or fear from reporting any illegal or unethical behaviour. In fact they shall ensure that employees feel free to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action to be taken in a particular situation. They shall also take care that all legal compliances on the part of the Company should be complied with all due care and diligence and reporting should be done where there is infringement of any law.

Violation of the Code

Any waiver of violation of any provision under this code, for a person required to abide by it, must be approved by the Board of Directors of the Company in writing and promptly disclosed.

As the matters covered in this code are of utmost importance to the Company, its stockholders and its business associates and are essential to the Company's ability to conduct its business in accordance with the stated values, it is expected that all concerned adhere to these rules in carrying out their duties for the Company. The Company will take appropriate disciplinary action in case of any violation of these rules/ or any other policy/rules of the Company by person concerned including legal recourse for recovery of loss suffered, if any and the concerned person will cooperate fully with the appropriate authorities where any of the applicable laws have also been violated.

Residuary Clause

Transactions given in this code are only illustrative ones and it would not be possible to quote and include all situations in which conflict of the interest may arise. So, if a situation raises any doubt or question, the person may consult the Compliance Officer.

Nothing in this code of conduct, in any company policies and procedures, or in other related communications (verbal or written) creates/implies an employment contract or term of employment.

This code is in addition to and not in derogation with any Act, law, rules and regulations and all other applicable policies and procedures adopted by the Company that govern the conduct of its officers and or other constituents.