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

### **Preamble:**

This Code of Conduct (the "Code") helps maintain high standards of business conduct for Calyx Chemicals and Pharmaceuticals Limited ("the Company") and ensures compliance with legal requirements under Clause 49 'Corporate Governance' of the Listing Agreement. The Code promotes ethical conduct. All Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders / stakeholders.

**With a view to maintain the high standards that the Company desires, the following rules / code of conduct should be observed in all activities of the Board. The Company appoints the company secretary as a compliance officer for the purposes of the code, who will be available to directors and senior management to answer questions and to help them comply with the code. The Senior Management Personnel shall also follow and adhere to Guidelines on Code of Business Conduct & Ethics issued by the Company from time to time.**

### **1. Honesty & Integrity**

All directors and senior management personnel shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. All directors and senior management will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Directors and senior management personnel will act in the best interests of the Company and fulfill their fiduciary obligations.

### **2. Conflict of Interest**

Directors and senior management personnel shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or the group.

Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Set forth, are some of the common circumstances that may lead to a conflict of interest, actual or potential –

- a) They should not engage in any activity / employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the interest of the Company.



- b) Directors, Senior management and their immediate families should not invest in a company, customer, supplier, developer or competitor and generally refrain from investments that compromise their responsibility to the Company.
- c) Directors and Senior Management Personnel 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 Directors of the Company.

### **3. Corporate Opportunities**

Directors and Senior Management Personnel shall not exploit for their own personal gain, opportunities that arises through the use of corporate position, information or property unless the same is disclosed in writing to the Board of Directors of the Company.

### **4. Compliance with Laws, Rules and Regulations**

Directors and Senior Management Personnel are required to comply with all applicable laws, rules and regulations, both in letter and spirit. In order to assist the Company in promoting lawful and ethical behavior, directors and senior management personnel must report any possible violation of law, rules, regulation or the code of conduct to the company secretary.

### **5. Other Directorships**

The Company feels that serving on the boards of directors of other companies may raise substantial concerns about potential conflict of interest. And therefore, all directors must report / disclose such relationships to the Board on an annual basis. It is felt that service on the board of a directors of competitor is not in the interest of the Company.

Senior Management must obtain the approval of the Company before accepting a directorship.

### **6. Confidentiality of Information**

Any information concerning the Company's business, its customers, suppliers etc., which is not in public domain and to which the director or senior management has access or possesses such information, must be considered confidential and held in confidence, unless authorised to do so and when disclosure is required as a matter of law. No director or management personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorised.



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**7. Insider Trading**

The Company has formulated a Code of Conduct for Insider Trading and code of Corporate Disclosure Practices. The Directors and the Management personnel shall comply with the requirements of the code. Any director and senior management personnel of the Company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitutes insider information or price sensitive information. All directors and senior management personnel will comply with the provisions of the SEBI (Prohibition of Insider trading) Regulations as issued by SEBI.

**8. Gifts & Donations**

No director or senior management personnel of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favours or influence any business decision for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

**9. Protection of Assets**

Directors and senior management personnel must protect the Company's assets, labour and information and may not use these for personal use, unless approved by the Board.

**10. Annual Review**

All directors and senior management personnel shall affirm compliance with the code on an Annual basis.

**11. Violations of Code**

It is ethical responsibility of every director and senior management personnel to abide by and enforce this Code. The Board of Directors shall take disciplinary action against any director or senior management personnel who is found guilty under the Code..

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**Acknowledgment of receipt of Code of Conduct for Directors and Senior Executives**

I, \_\_\_\_\_ do hereby certify that

1. I have received and carefully read the Code of Conduct of Calyx Chemicals and Pharmaceuticals Limited.
2. I fully understand the Company's Code of Conduct.
3. I have complied and will continue to comply with the terms of Code of Conduct and have reported or will report any known violations of the Code according to the procedures outlined in the Code.

Signature

Name & Designation

Date:



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**ANNUAL AFFIRMATION OF COMPLIANCE**  
(TO BE SUBMITTED BY 15<sup>TH</sup> APRIL EACH YEAR)

I .....do hereby affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Conduct for Directors and Senior Mangers of Calyx Chemicals and Pharmaceuticals Limited during the financial year ending 31st March 20\_\_\_.

Name: .....

Designation: .....

Signature: .....

Date: .....

Place: .....

Please sign and return this form to the Secretarial & Legal Department.