

JD ORGOCHEM LIMITED
CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT

I. INTRODUCTION

Provisions of Clause 49 of the Listing Agreement and Companies Act, 2013, mandate companies to formulate the Code of Conduct for Board Members and Senior Management (Code of Conduct). Therefore in Compliance with the same, our Company has formulated this Code of Conduct.

The purpose of this Code is to enhance further scope of good Corporate Governance with an ethical and transparent process in managing the affairs of the Company.

JD Orgochem Limited had earlier adopted a Code of Conduct which was effective from 31st March, 2005, however with the advent of the Companies Act, 2013 and revisions of Listing Agreement , Company is putting in place new Code of Conduct in line with the above requirements.

Company always believes in good corporate governance by following ethical business practices and compliance with the applicable laws thereof.

II. OBJECTIVE OF CODE OF CONDUCT

Company believes in good governance practices, thus it lays down this Code and seeks their adherence to the same. The Board Members and Senior Management shall comply with all applicable statutory laws, rules and regulations.

III. APPLICABILITY TO THE CODE OF CONDUCT

This Code of Conduct is applicable to the Board of Directors and Senior Management Personnel of the Company.

IV. DEFINITIONS

- a. **“Board Members”** shall mean Board of Directors of the Company which shall include Independent Directors.
- b. **“Independent Director”** shall mean an independent Director pursuant to the provisions of Section 149 (6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.
- c. **“Senior Management”** shall mean personnel of the Company who are Members of its core management team excluding Board of Directors. This would comprise of all Members of Management one level below the Board, including all functional heads directly reporting to Board including Key Managerial Personnel as defined under Section 2(51) of the Act.

- d. **“Compliance Officer”** shall mean Managing Director of the Company.
- e. **“Relative”** shall mean ‘relative’ as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of definitions details) Rules, 2014.

In this Code words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa.

V. REQUIREMENTS UNDER THE CODE.

The Board of Directors and Senior Management of the Company are required to abide by the Code and other applicable laws governing the Company from time to time.

The Board of Directors and Senior Management:

- Shall abide by the applicable rules, regulations and Acts in letter and spirit
- Shall work for best interests of the Company in particular and Society as a whole and proactively promote the ethical ways of doing business.
- Shall protect the interests of the Company which is not limited to physical assets, intellectual property and shall not use the same for personal benefit and gain
- Shall act and conduct the business of the Company with honesty , integrity and in utmost faith
- Shall exercise utmost care, skill and diligence while dealing for and on behalf of the Company.
- Shall exercise good judgement to ensure the safety and welfare of their colleagues, employees , agents and suppliers
- Shall work as a representative and trustee of the Company’s assets, trade secrets and other confidential information which has come to their knowledge during the course of their association with the Company as a Director or a Senior Management.
- Directors shall provide their best contribution based on their expertise and experience in the Board meeting by participating in the decision making.
- Shall not hold any positions or jobs or engage in outside businesses or other interests that adversely affect the performance of duties of the Company.
- Shall not take undue advantage of the position held in the Organisation or the business secrets of the Company.
- Shall not involve in any situation in which he may have direct or indirect interest that conflicts with the interest of the Company;
- Shall avoid any relationship with a contractor or supplier that could compromise the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company.
- Shall not seek or accept or offer directly or indirectly any gifts, donations, remuneration, hospitality, illegal payments, favour in whatsoever form howsoever described by the customers, vendors, consultants etc that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, opportunity for committing any fraud;
- Shall not commit an offence of moral turpitude or opposed to public policy involving conviction.
- Shall not assign his position, designation to others

- Shall not make any statement which has the effect of adverse criticism of any policy or action of the Government or of the Company or which is capable of embarrassing the relations between the Company and the public or the management of the Company and its employees, including the stakeholders.
- Shall not engage in the activities based on confidential information available resulting in Insider Trading.
- All the interested Director/ Senior Management shall make disclosure of their interest in any related party transactions and shall abstain from participating in approval of such an agenda.

VI. DIRECTORSHIP IN COMPETITIVE COMPANY

The Directors and the Senior Management shall avoid engaging themselves in a competitive business. Unless specifically intimated in advance to the Company especially to the Board of Directors no Director shall accept the position of Director in any other Company or as a Partner of a Firm, engaged in a competing business with the Company. However this clause shall not be applicable in case of appointment of any person, nominated for appointment as a Directors by a financial institutions or Banks or by the Government, pursuant to such terms of appointment.

Existing Director/(s) who is/are holding the office of Director in a competing business entity shall disclose such interest to the Company and exclude themselves from participating in the matters of the Company which may lead to conflict of interest.

VII. CODE OF INDEPENDENT DIRECTOR

Along with the general code of conduct for the Directors and Senior Management personnel referred to in this code, Independent Directors are also required to adhere with the following guidelines of conduct

I. Guidelines of professional conduct:

An independent director shall:

- uphold ethical standards of integrity and probity;
- act objectively and constructively while exercising his duties;
- exercise his responsibilities in a bona fide manner in the interest of the company;
- devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- refrain from any action that would lead to loss of his independence;

- where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- assist the company in implementing the best corporate governance practices.

II. Role and functions for Independent Directors:

The Independent Directors shall:

- help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- bring an objective view in the evaluation of the performance of Board and management;
- scrutinise the performance of management in achieving agreed goals and objectives and monitor the reporting of performance;
- satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- safeguard the interests of all stakeholders, particularly the minority shareholders;
- balance the conflicting interest of the stakeholders;
- determine and recommend appropriate levels of remuneration of Whole Time Directors, key managerial personnel and senior management and have a prime role in appointing and in their removal whenever necessary and required.
- moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and stakeholder's interest.

III. Duties of Independent Directors :

The independent directors shall—

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the company;
- where they have concerns about the running of the company or a proposed action, 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;
- keep themselves well informed about the company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 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;

- ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- not 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.

VIII. WAIVER OF THE CODE

Any Member of the Board or Senior Management Personnel seeking any waiver from the Code in certain unforeseen or unavoidable circumstances shall make a full disclosure of the particular circumstances to the next level of Senior Concerned managerial personnel or a member of the Board shall make a disclosure to the Board as a whole.

The ultimate authority to waive any compliance lies with the Board of Directors

IX. BREACH OF THE 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 appropriate action for violation of the Code.

X. AMMENDMENTS TO THE CODE

The Board may make necessary revisions/ amendment in order to be in consonance with the applicable provisions of the Companies Act, 2013 and Listing Agreement

XI. INFORMATION TO THE BOARD MEMBER AND SENIOR MANGEMENT.

All the Members of the Board and Senior Management will be duly informed and shall be provided with the Code of Conduct, Acknowledgement should be provided to the Company in duly filled Form A by the Directors and Senior Management (Attached as Annexure – I). The Company shall also update to the Board members and Senior Management of any revisions/amendments made in the Code of conduct of Board Members and Senior Management.

XII. ANNUAL AFFIRMATION BY THE BOARD MEMBERS AND SENIOR MANAGEMENT

Every Board Member and Senior management personnel shall affirm their compliance with the Code of Conduct within 30 days of close of every financial year. The Format of such confirmation is given below as Annexure - II

ANNEXURE – I
ACKNOWLEDGEMENT FORM
TO
THE CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

To
The Compliance Officer
JD Orgochem Limited
Worli, Mumbai – 400018

I, _____(Name of the Board Member/Senior Management Personnel) S/o of _____
residing at _____ being a Director/ Senior Management Personnel (designation
of the senior management personnel) of JD Orgochem Limited, hereby acknowledge that I have
received, read and understood the provisions mentioned to the Code and agree to comply with said
Code.

Name:

Signature

Date :

* Strike out whichever is not applicable.

ANNEXURE – II

ANNUAL CONFIRMATION

TO

THE CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

To
The Compliance Officer
JD Orgochem Limited
Worli, Mumbai – 400018

I, _____(Name of the Board Member/Senior Management Personnel)
_____residing at _____being a Director/ Senior Management Personnel
(designation of the senior management personnel) of JD Orgochem Limited, affirm to the best of my
knowledge and belief, that I have complied with the Code of Conduct for Board Members and Senior
Management Personnel.

Name:

Signature

Date

* Strike out whichever is not applicable