

SUDARSHAN CHEMICAL INDUSTRIES LIMITED

CODE OF CONDUCT

for

DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

1. Preface:

Regulation 46(2)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereto from time to time (“**Listing Regulations**”) requires every listed company to publish a code of conduct for its board of directors and senior management personnel on its website.

This code of conduct (“**Code**”) has been prepared in accordance with the Listing Regulations and shall apply to the board of directors and certain members of the senior management of Sudarshan Chemical Industries Limited (the “**Company**”).

This Code may be amended by the board of directors of the Company from time to time provided that such revised Code complies with the Listing Regulations

2. Definitions

“**Board**” or “**Board of Directors**” shall mean the board of directors of the Company.

“**Company**” shall mean Sudarshan Chemical Industries Limited.

“**Compliance Officer**” shall mean the Company Secretary of the Company and in his / her absence any senior officer, so designated by the Board for the purpose of compliance with the Code.

“**Director**” shall mean a member of the Board.

“**Listing Regulations**” shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

“**Senior Management**” shall mean officers/personnel of the Company who are members of the core management team excluding the Board of Directors and shall comprise all members of the management one level below the executive directors, including all functional heads and Key Managerial Personnel as defined by the provisions of the Companies Act, 2013, and rules made thereunder.

3. Applicability of the Code:

The Code applies to all Directors and Senior Management Personnel of the Company. All the directors of the Company shall abide by the duties, as prescribed under section 166 & applicable provisions of the Companies Act, 2013. In addition to this, the independent directors shall abide by the duties, as specified in schedule IV to the Companies Act, 2013 and rules made thereunder and as per SEBI Listing Regulations, 2015.

The Company Secretary of the Company is appointed and shall act as a Compliance Officer under the Code.

4. Provisions of the Code

The Board of Directors and Senior Management of the Company shall adhere to the Code of Conduct.

CODE OF CONDUCT :

1. Act in the best interest of, and fulfill their fiduciary obligations to the Company and its Shareholders / Stakeholders;
2. Act honestly, fairly, ethically and with integrity;
3. Conduct themselves in a professional, courteous and respectful manner and not to take improper advantage of their position;
4. Help in creating and maintaining the culture of commitment to compliance with all applicable laws, rules and regulations;
5. To ensure that assets of the Company are fully protected and put to use for Company's business and to maintain high standards of manufacturing practices to achieve customers' satisfaction;
6. Not to use the Company's property, information, position or opportunities for personal gain;
7. Act in a manner to enhance and maintain the reputation of the Company;
8. Disclose potential interest in the matters of the Company's business, abstain from discussion, voting or otherwise influencing decision making in any manner related to the said conflict of interest, serving as a Director or in any other role for rival Company unless approval of the Board is sought;
9. Make available and share information as may be appropriate to ensure sound and efficient operations of the Company;
10. Maintaining confidentiality of information relating to the affairs of the Company, except when authorised or when it is legally required;
11. Not to use confidential information about the affairs of the Company acquired in the course of their position in the Company, for personal advantage or for the advantage of any other entity, even after cessation of their relationship with the Company;
12. Ensure equal opportunities to all employees, provide working environment free from discrimination of all kinds including cast, religion, colour, sex, marital status, age and nationality;
13. To provide safe and healthy working environment and preservation of energy, natural resources, ecological environment and implementation of the waste management procedures;
14. To comply with Company's policy on Prohibition of Insider Trading as per SEBI Regulations;

5. Annual affirmation and Violation of the Code

Directors and Senior Management of the Company shall be accountable for complying with this code and shall give a declaration to the Board as on 31st March every year confirming that they have complied with the provisions of the code. Any violations / non compliance that is reported / noticed shall be placed before the Board.

6. Waiver and Amendments to the Code :

It is the responsibility of every Director and member of Senior Management to abide by and

enforce this Code. The Board of Directors shall take appropriate action in case of violation of the Code.

This code is subject to modification and review by the Board of Directors and any amendments or waiver of any provisions of this Code would be approved by the Board.