

CODE OF CONDUCT FOR EMPLOYEE

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Individual Code of Conduct



1. Introduction

Dear Colleagues,

The Sudarshan Code of Conduct represents the values and core principles that guide the conduct of our business. The Code lays down the ethical standards that Sudarshan colleagues need to observe in their professional lives.

The Code is a living document. It has been amended over the years to stay aligned with changing cultural and regulatory norms across the multiple jurisdictions in which we conduct our business.

The Code is intended to be a contemporary and relevant guide for our times. It cannot, however, provide an answer to all possible questions or ethical dilemmas that may arise at the workplace. Sudarshan colleagues who feel uncertain about the appropriate professional conduct in any situation must seek guidance from the designated persons in the company, and utilise appropriate channels or platforms identified in the Code.

Our success owes in large measure to the integrity and professional commitment of our colleagues in our organization. Consequently, we must not only comply with the laws and regulations that govern our business but strive to go beyond and set an example of business conduct that meets the highest ethical standards.

Ensuring compliance is an integral part of our daily work. At Sudarshan we are committed to maintaining high ethical standards, integrity and transparency plays a critical role in the success of our business, creates value for our stakeholders and promises an exciting and vibrant, performance-driven work environment.

Our Code of Conduct highlights our individual and mutual commitment of shared responsibility and determination each of us plays to establish the highest standards of trust, ethics and responsibility in all of our actions and business relationships.

Thank You for your commitment.

Rajesh Rathi Managing Director

Sudarshan Chemicals Industries Limited

2. Objective of Code of Conduct

- 2.1. The Code of Conduct outlines practices that guide the company's policies, procedures, and operations across all geographical locations. It serves the best interests of the company and its stakeholders.
- 2.2. Sudarshan Chemicals Industrial Limited adopts and implements the Code of Conduct to ensure compliance with standards, laws and regulations applicable to all business activities.

3. Eligibility

- 3.1. The Code of Conduct applies to all employees of Sudarshan Chemical Industries Limited ("Sudarshan" or the "Company"), including directors, officers, workmen, and employees of Sudarshan, its subsidiaries and affiliates in India, and across the globe at all operating locations. This document is also applicable to contractors, contractual employees, and visitors.

4. Implementation Process

4.1. Compliance with policies

All employees must comply with the Sudarshan Code of Conduct, its principles, and all applicable legal requirements.

4.2. Notify Violations

If you are aware of a possible violation of any policy or legal/regulatory requirement, you must notify your manager, or a representative from HR, Legal, Finance, or your business head. If you need additional support, contact the Sudarshan Helpline.

5. Individual Code of Conduct

5.1. Conflict of Interest

Employees should always act in the best interests of the company. Business decisions must be made impartially and free from any conflict of interest. All decisions should be guided by sound business reasoning and must align with Sudarshan's core values. Sudarshan avoids situations where an employee's personal interests may conflict with the company's business interests. A conflict of interest arises when personal relationships, external activities, or financial interests could compromise—or appear to compromise—an employee's objectivity or loyalty to the company.

Conflict of interest may include the following:

Actual conflicts of interest (where the employee faces a real and existing conflict), potential conflicts of interest (where the employee is or could be in a situation that may result in a conflict), and perceived conflicts of interest (where the employee is or could be in a situation that may appear to be a conflict, even if it is not). It is important to report any such conflict of interest to your supervisor or the HR Manager.

Activities that create the appearance of a conflict of interest are automatically deemed to be covered by this policy in order to not reflect negatively on the reputation of the organization or its employees. Few examples/scenarios of conflict of interest:

- When an employee or a family member receives a personal benefit as a result of the position.
- When an employee leverages his/her business or personal relationships with a customer, supplier, competitor, business partner, or another employee.
- Holding a material interest in a company that is a business partner or competitor of Sudarshan.
- Serving as a director, officer, employee, or consultant for a company that has business dealings with or competes with Sudarshan.
- Using one's position at Sudarshan to secure personal gain or benefits for oneself or a third party.

- Engaging in outside employment during working hours or using Sudarshan's assets or resources for external work.
- The interests of close family members or individuals residing in the same household may also be considered personal interests, depending on the circumstances.

5.2. Personal Conflicts of Interest

A conflict of interest may arise from any known activity, transaction, relationship, or service involving an employee, their immediate family (including parents, siblings, spouse, partner, and children), relatives, or anyone with whom they have a close personal relationship. Such situations may raise concerns—based on an objective assessment—that the employee may not be able to perform their duties to the company impartially and fairly.

A personal conflict of interest may exist when an employee is involved in an activity or has a personal (direct or indirect, by himself or through any relative) interest in the opinion of the company which can interfere with the employee's objectivity in performing company duties and responsibilities.

A relative shall cover the following persons:

- Father (including step-father and father-in-law)
- Mother (including step-mother and mother-in-law)
- Spouse
- Son (including step-son and son-in-law)
- Daughter (including step-daughter and daughter-in-law)
- Brother (including step-brother and brother-in-law)
- Sister (including step-sister and sister-in-law)
- Any family member who lives with the employee or who is otherwise financially dependent on the employee, or on whom the employee is financially dependent

When dealing with family members beyond this definition, the employee must ensure that their relationship does not interfere, or appear to interfere, with their ability to act in the best interest of Sudarshan.

Few examples / scenarios of personal conflict of interest are as mentioned below:

- The employee should not supervise someone with whom he/she shares a personal relationship.
- He/she should not participate in their selection process.

5.3. Conflicts Of Interest Through Outside Business Activities

Conflict of interest can arise when an employee is involved in a transaction or arrangement with any person acting on his or her behalf or at his or her behest for the employee's direct or indirect personal advantage or gains.

5.4. Employment outside Sudarshan

During employment with Sudarshan, employee should devote his/her attention and skills during the working hours for company's business, except with the written permission of the firm to engage directly or indirectly with any other business, profession, personal or other commercial activity, whether as a contractor, consultant or otherwise, whether full-time or part-time.

If you are uncertain about a potential conflict of interest or believe there may be the appearance of one, please refer to the “Communications and Guidance” section for support and next steps.

6. Workplace Privacy & Relationships

6.1. Privacy

The organization recognizes that employees are entitled to privacy and acknowledges its obligations under the applicable privacy policies. Sudarshan collects only the personal information necessary for legitimate business purposes and protects all confidential information through well-defined procedures. Employees are also expected to respect the privacy of their colleagues. Actions such as tapping phones or mobile devices, hacking into computers, accessing office storage without authorization, or showing undue interest in the personal lives of others are strongly discouraged. Any concerns or objections raised will be appropriately addressed through the organization’s grievance redressal mechanism.

6.2. Personal & Professional Conduct

Employees should maintain good conduct, discipline, punctuality and show courtesy and attention to all persons – colleagues, customers, business associates & vendors, regulators, and any other external stakeholders, in their transactions or dealings with the organization. The company recognizes an employee’s right to form personal relationships with their colleagues in the workplace; however, the company recommends that employees use good judgment at all times to ensure that their personal relationships do not negatively impact their job performance or interfere with their ability to supervise others.

Personal Relationships are relationships between two or more individuals in a professional environment which are established apart from the scope of work relationships, and which go beyond general courtesy and care displayed towards other fellow colleagues. They are specific in nature and may or may not culminate into legal relationships in the future.

HR department needs to be kept aware of such relationships to ensure that the same does not come in the way of effectively discharging one's duty in a confidential & non-partisan manner and is aligned with the spirit of defines legal & cultural norms.

7. Sexual Harassment and Discrimination

Sudarshan has a policy of zero tolerance for discrimination, sexual harassment or any other harassment based on race, colour, religion, age, gender, sexual orientation, expression, nationality, disability, marital status or any other protected category under applicable law. Harassment includes but is not limited to, racist, sexist or ethnic comments, jokes or gestures, or any conduct or statement creating an intimidating, hostile or offensive work environment.

It is the responsibility of every employee to communicate/ report any unacceptable behavior of the kind mentioned in the definition of sexual harassment, initiated towards self or colleagues.

Intentional misuse/ abuse of this policy will also result in strict disciplinary action against the employee misusing/ abusing the Sexual Harassment and Discrimination policy. Information and details related to Sexual Harassment and Discrimination can be found at Sudarshan's intranet.

8. Human rights

The Company is committed to upholding and promoting human rights in all aspects of our business, including recruitment, employment, education, and employee training. It respects the human dignity and personal rights of our employees and business partners. It’s goal is to foster a workplace free from harassment, bullying, mental or physical coercion, violence, or any form of abuse.

9. Discrimination & Equal Opportunities

The Company values diversity and do not tolerate any form of discrimination based on gender, race, ethnicity, religion, beliefs, disability, age, sexual identity, or any other characteristic that makes each individual unique. It is committed to providing equal opportunities in recruitment, employment, promotion, and employee development. Sudarshan strives to build an inclusive organizational culture where differences are respected, valued, and leveraged for collective success.

10. Child & Forced Labor

We do not employ any individuals against their will. Any use of modern slavery such as forced labor, indentured labor or child labor is against our values and will not be tolerated by Sudarshan

11. Behavior Outside of Office Premises and Workhours

Employee conduct outside regular office hours and beyond company premises can still impact the reputation of the organization. It is therefore essential that all employees conduct themselves in a socially responsible and acceptable manner at all times. Any behavior that brings disrepute to the company or damages its brand image will be considered a serious act of indiscipline and a violation of company policy. Examples of inappropriate conduct include:

11.1 Wearing Sudarshan-branded clothing (e.g., T-shirts or uniforms) while engaging in abusive, intoxicated, violent, or illegal behavior;

11.2. Participating in public fights, brawls, or similar disruptive actions involving groups of employees;

11.3. Using the Sudarshan name to gain undue favors or personal benefits.

12. Working Conditions

The Company recognizes the right of all employees to appropriate remuneration, rest hours and paid leave. It respects the applicable national and local legal standards and aim to be an exemplary employer. It pays attention that workplaces comply with the applicable legislation, especially regulations on hygiene, sanitation, access to potable water, and safety at work.

13. Equal Pay for Comparable Roles

The company is committed to ensuring equal pay for all employees performing roles of comparable value, regardless of gender, age, ethnicity, or any other personal characteristic. Compensation decisions are based on objective factors such as qualifications, experience, responsibilities, and performance. Regular compensation audits and benchmarking are conducted to maintain internal equity and external competitiveness, ensuring that all employees are rewarded fairly for their contributions.

14. Gender Equality

We actively promote gender equality across all levels of the organization. This includes equal access to opportunities for hiring, training, promotions, leadership roles, and professional development. Policies and practices are designed to eliminate discrimination and unconscious bias, fostering an inclusive and supportive environment where individuals of all genders can thrive and succeed based on merit.

15. Transparent Appraisal Process

The performance appraisal process is structured to be transparent, consistent, and constructive. Clear performance expectations and evaluation criteria are communicated to all employees at the beginning of the assessment cycle. Feedback is provided regularly, and employees are encouraged to engage in open dialogue regarding their progress and development. The appraisal framework ensures that decisions related to promotions, rewards, and development plans are based on well-documented performance outcomes and agreed-upon objectives.

16. Unbiased Performance Rating

The company is committed to ensuring that performance ratings are free from bias and reflect an employee's actual contributions and achievements. Managers are trained to recognize and mitigate biases in the evaluation process. Ratings are subject to calibration and review to ensure consistency and fairness across teams and functions. The goal is to uphold a merit-based culture where all employees are evaluated equitably and rewarded accordingly.

17. Public Communication

The company has designated spokespersons for various areas that will interact with regulatory authorities, press and media. This is to help minimize the probability of misinformation or misinterpretation by media/regulators or any other third party, which in turn could harm the firm's reputation. In the event of an inquiry from any external regulator, employees are expected to guide the inquisitor to the designated spokesperson only. Only designated spokespersons/departments may deal with the regulators, the press & media. Any information solicited towards by the above or any other person/ agency/ department should be directed to these designated spokespersons/ departments and no interaction & information sharing is permitted by any other employee. No post, content or personal opinions about an ongoing issue related to Sudarshan or any public debate or crisis related to Sudarshan is released without checking with Group Communications because readers might interpret such an official statement by Sudarshan. When we are active privately on social media and talk about Sudarshan, we need to be mindful of the company's reputation. Likewise, when we identify ourselves as employees of Sudarshan on our private accounts, we need to be mindful of how our actions reflect on the company.

18. Alcohol, Drugs and a Tobacco - Free Environment in the Workplace

Sudarshan is committed to maintaining a safe and drug-free environment for all its employees. Employees are not allowed to smoke, consume oral tobacco products, alcohol or any kind of narcotic drugs during working hours in the premises of the organization. The special squad may conduct periodic inspections for compliance during office hours, any employees who are found in breach of this policy, will be subject to disciplinary action. It will be seen as a serious matter and will be investigated in a timely manner, which may result in dismissal.

Exclusion (for Alcohol & Tobacco):

Sudarshan recognizes the need to respect personal privacy. Thus, residential colonies, residential bungalows and guest houses of Sudarshan while are provided by company, these being used for residential purposes by employees, their families and its guests will be out of scope of this clause. Those who are staying in these premises are expected to stay here in responsible manner that will not likely cause harm to another person or Sudarshan's property or reputation.

Alcohol: Sudarshan recognises that employees enjoy a variety of social activities and that may include the consumption of alcohol. Alcohol is not permitted to be consumed during work hours or inside office premises. Those who are organising and supervising work-related functions/activities off company premises, are expected to do so in a safe, responsible manner that will not likely cause harm to another person or Sudarshan's property or reputation.

Tobacco Consumption: Consumption of tobacco and related products is prohibited in all office buildings and on all Sudarshan's property. Smoking is prohibited in all office buildings and is prohibited within twenty metres of fire hazards and dangerous goods storage areas. On a company site smoking may only be undertaken within designated smoking areas where applicable. Where there is no formal designated outside smoking area, it is expected that smoking will be undertaken 20 feet from the main entrance of the building.

Drugs: Employees are strictly prohibited from the unlawful use, possession, solicitation for, distribution of, or sale of narcotics or other illegal drugs. Violators of this policy are subject to disciplinary sanctions up to and including the termination of employment.

19. Communication & Guidance

This Code of Conduct is shared with all new employees during the onboarding process and is also accessible via Sudarshan's intranet and official website. Managers are encouraged to incorporate the Code of Conduct into

training programs, employee evaluations, and to actively monitor compliance. Employees who have questions or require clarification regarding the Code may seek guidance from their supervisors, the Legal or Human Resources departments, or the designated Data Protection Officer(s). Relevant corporate functions may issue additional policies or guidelines to further elaborate on the principles outlined in this Code of Conduct.

20. Reporting & Non-Retaliation

Any violation of applicable laws or breaches of the Code of Conduct can have serious consequences—for both the company and the individuals involved. Such violations may not only lead to internal disciplinary action by Sudarshan, including employment sanctions, but could also result in legal consequences, including potential criminal liability.

Anyone who becomes aware of a violation of the law or a breach of the Code of Conduct is responsible for reporting it to their supervisor, or to the Human Resources, Finance, or Legal departments, or any other trusted point of contact. Reports may also be submitted through Sudarshan's official reporting channels. Timely reporting allows the company to take appropriate action and mitigate potential risks or damages.

All reports will be treated confidentially, and employees may choose to report anonymously. It is the responsibility of managers and senior leaders to ensure that anyone who raises a concern—whether potential or actual—is heard and supported. Sudarshan maintains a strict no-retaliation policy. No form of retaliation will be tolerated against any individual who raises a report in good faith.

21. Employee/Employer Responsibility Towards the Company

21.1. Maintaining Accurate Records and Reports

Employee must maintain accurate records that reflect the transactions and activities that are recorded (including, but not limited to, employee records, financial transactions, and operational records) Sudarshan business records must always be prepared with accuracy and reliability. The details of Sudarshan's relationships and transactions with those with whom it does business must be accurately entered in its books and records.

21.2.Document Retention

All confidential documents, records and data must be preserved and is to be destroyed only as authorized by the IT department and/or legal officer designated for this purpose. Any deliberate and/or willful destruction of confidential data or information shall be considered as a violation of the Code of Conduct. Employees must seek guidance on data protection guidelines from their respective managers if in doubt. If any person directs to violate this policy, you must immediately contact the Legal Department and use all reasonable measures to protect the record.

21.3.Right to Organize and bargain collectively

Sudarshan respects the right of employees to establish, join, or represent organizations or associations that aim to protect or promote the interests of workers. This includes activities such as collective bargaining, forming coalitions, and participating in other lawful employee associations."

21.4.Protecting company Inventions, Patents, and Copyrights

Data Privacy and Security

Sudarshan employees must comply with applicable privacy and data security laws, as well as applicable contractual requirements when handling personal information and business data collected in the course of conducting business. Failure to do so is not only a breach of this Code, but also potentially a breach of civil and/or criminal laws related to data protection.

The integrity of data furnished

Every employee of Sudarshan shall ensure, at all times, the integrity of data or information furnished by him/her to the company. He/she shall be entirely responsible for ensuring that the confidentiality of all data is retained. The company ensures that all entries made in the company's books and records are complete and accurate, and comply with established accounting and record-keeping procedures. The company maintains the confidentiality of all forms of data and information entrusted to it and prevents the misuse of information belonging to the company or any client.

21.5. Protecting company Assets and Information

All employees shall protect & ensure efficient use of company assets including but not limited to the result of an employee's work, money & funds, information about corporate or customer transactions, intellectual property, physical property, proprietary information, distributor information, supplier information, equipment's, computer systems & software, furnishings etc.

Employees will not misuse the company's resources for personal ends. If any employee is found to have misused company's resources/ assets such that it has resulted in a negative impact on the organization, the employee shall be liable for enquiry & disciplinary action.

21.6.Business Assets and Electronic Resources

We are committed to protecting Sudarshan's business assets from loss, damage, misuse, theft, misappropriation, or destruction. These assets include not only physical property but also electronic resources such as computers, company-issued phones, software, networks, and related systems. All employees are expected to safeguard these resources from unauthorized access and security threats.

Sudarshan's business assets, including electronic resources, must not be used for personal purposes unless explicitly permitted by company policies. The use of these assets for external business activities or personal financial gain is strictly prohibited.

21.7. Confidentiality, Information Security and Intellectual Property

Expert knowledge, patents, and inventions are critical to Sudarshan's long-term success. Any knowledge that has the potential to become a valuable asset must be properly documented and secured. It is essential that all confidential information remains undisclosed and is protected against unauthorized access.

We respect the intellectual property rights of third parties and exercise the same level of caution when handling confidential information received from external stakeholders, including customers and suppliers.

21.8. Business Reimbursement

Employees must report their business expenses accurately in a timely manner and must ensure that they will not make any wrong or fraudulent claims against the company willfully. Doing so will be tantamount to defrauding the company and will be seen as a financial integrity lapse. All claims must be submitted for reimbursement as per guidelines issued from time to time by the organization. Within 90 days from the date on which it was incurred. No claims above a period of 90 days will be settled.

21.9. Insider Trading

Sudarshan is committed to preserving the confidentiality and preventing the misuse of any un-published price sensitive information. The Company is further committed to adherence to all applicable laws and regulations set forth by the Securities and Exchange Board of India ("SEBI") or the Stock Exchanges with regards to prevention of insider trading.

No employee or director shall directly or indirectly tip material, non-public information to anyone while in possession of such information. In addition, business related material, non-public information should not be communicated to anyone outside the company under any circumstances, or to anyone within the company other than on a need-to-know basis.

"Employees or officers who possess insider information about Sudarshan or any other entity being considered for a strategic alliance, acquisition, divestment, merger, or similar transaction must not buy or sell that entity's securities, nor engage in any related transactions, until such information is publicly disclosed. Sharing insider information with third parties—including colleagues without authorized access, family members, or friends—is strictly prohibited.

Insider information refers to any non-public information that an investor might consider important when making an investment decision. This may include planned acquisitions or alliances, financial results, product launches, changes in capital structure, or major contracts.

21.10. Business Ethics

We reject any form of corruption and bribery. In inter- actions with public officials or business partners, it is prohibited to accept or offer any gratuities whatsoever, including gifts, invitations for meals or entertainment, which may be perceived as an intent to influence business decisions to one's own advantage.

21.11. Fair Competition

We respect fair competition and observe the laws protecting and promoting competition. It is therefore forbidden to make agreements, adopt coordinated practices or enter informal discussions with competitors, suppliers, distributors and sales companies regarding prices, market sharing, production capacities or investments, which intend or result in a prevention, restriction or distortion of competition.

Any direct or indirect exchange of information with competitors is prohibited, which could result in a reduction of competition, especially concerning information in the context of customer data, pricing, strategies, sales, cost

structures, market shares or similarly sensitive data. Sudarshan does not abuse or exploit its market position to the company's advantage.

Employee Responsibilities towards Customer, Suppliers,
Government & Public



22. Employee Responsibilities towards Customer, Suppliers, Government & Public

22.1. Supplier's Code of Conduct

Employees should evaluate the facts impartially and objectively in identification and selection of supplier, regardless of whether it is a large or small purchase. You must not exert or attempt to exert influence to obtain special treatment for a particular supplier. Even appearing to do so can undermine the integrity of our established supplier's code of conduct. Information and details related to procurement guidelines can be found at Sudarshan's intranet.

The company discourages the practice of using company relationships for personal requirements. Circumstances may occur where-in an existing vendor/partner of the organization may be a service provider that an employee selects for a personal requirement. In such cases, the employee needs to obtain prior approval on an e-mail from supervisor, functional/ business head and to Head- Human Resources. The employee and vendor relationship is a separate occurrence and shall be treated accordingly by both the vendor and the employee alike. In case the vendor offers a benefit of a discounted rate in line with the terms he/she operates with the organization, then the employee will be required to disclose the same on an e-mail to supervisor, functional/ business head and to Head- Human Resources.

Instances where the above guidelines apply but not limited to – raw material and other manufacturing suppliers, Interior decorators, housekeeping vendors, furniture manufacturers, and pest control vendors etc., who are engaged by the company.

22.2. Zero tolerance for land grabs

Secure rights to land and natural resources are an essential element to achieve development by reducing uncertainties and facilitating long term investments by farmers and by public and private investors.

Sudarshan is against all forms of land acquisitions that are illegal and/or have an adverse impact on local communities' livelihoods. It is committed to develop its business in a way that complies with national laws and respects human rights, and particularly the customary rights to land and natural resources that are impacted or potentially impacted by the company's business activities.

Sudarshan has a zero tolerance for land grabs and seeks the support of those who could be affected by investment decisions prior to decisions being taken.

22.3. Anti-Bribery

Avoiding Bribes

No employee should receive or give bribes in any form whether financial or non-financial. In case a business associate offers a bribe, employees are expected to report the incident immediately to their supervisor, functional/ business head and to Head- Human Resources. In case an employee notices any other employee demanding or taking a bribe from any business associate, he/she is expected to report the same immediately to the concerned authorities.

Availing favors from Employees

He/she should not request favors from employees by inappropriate financial or non-financial means and threaten financial integrity

Examples of such favors are loans, transportation for personal use, and request for jobs for relatives and friends, subsidized services etc.

Gifts

Sudarshan follows a “NO GIFT ACCEPTANCE POLICY”. No employee may accept any gift from those who have, or are likely to have, business relationship with Sudarshan.

In all matters related to gifts or entertainment for external parties, it is the responsibility of the Sudarshan employees to exercise good judgment. Offering gifts and entertainment is appropriate provided there is a specific pre-approved business purpose and that the expenses incurred are ordinary and necessary and reported as a part of appropriate financial disclosures.

Sudarshan does not consider entertainment of a non Sudarshan employee as a gift, as long as both a Sudarshan employee and a non-Sudarshan employee are present during the event and the same is not abnormal to normal day to day functioning & relationships nor of significant monetary value.

Gifts and entertainment include (but are not limited to) corporate branded items, cultural courtesies, business gifts, travel or accommodation, meeting or event, Business meals and refreshments, tickets to sports, music or cultural events, beverages, recreation, lodging etc.

22.4. Political Contributions

Political Activities

Employees may participate in community affairs and support the political party or candidate of their choice. The employee's political leaning is an aspect of his/her social life and purely his/her personal choice. Employees need to be completely apolitical and not indulge in any political activities such as canvassing for any party/position/person etc. while at work or within the company premises. Employees, who in their individual capacity wish to contest any elections for any legislative office or municipal or local panchayat council, will need to take the prior written approval of the HR department. The employee/employee's manager should send a copy of the written approval to the HR Department and the Legal department.

Holding Political Office

Sudarshan employee who intends to run for political office or accept a political appointment must obtain prior written approval from Sudarshan's Managing Directors (through the HR department). Employees are not permitted to use Sudarshan's name in connection with any political campaign.

Making Political Contributions

No Sudarshan funds or any other Sudarshan asset may be used for political purposes. All corporate contributions to political candidates for public office must be made in strict compliance with governing law and with prior approval of Sudarshan's Managing Director.

Public or Charity Donations

Employee can voluntary contribution in the form of monetary or non-monetary gifts to a fund or cause for which no return service or payment is expected or made. Contributions to industry associations or fees for memberships in organizations that serve business interests are not necessarily considered donations. Charitable donations by the employee may only be made where:

- The donation is made in compliance with applicable laws;
- The donation is not made to secure an improper business advantage; and

Employees donations or sponsorship must not be made or offered in conjunction with, as part of or in relation to any bid, tender, contract renewal or prospective business relationship. Employees should ensure all donation or sponsorship is compatible with Sudarshan values and Anti-Bribery policy.

22.5. Protection of Environment, Health, and Safety

Sudarshan conducts operations with the highest regard for the safety and health of employees and the protection of the general public. Sudarshan is committed to complying with environmental laws and regulations.

In the event of any breach in safety health and environment policy, notify the Site in charge / EHS immediately so that corrective action can be taken to limit the effects of the incident. No employee will be penalized for making such a report, each of us is responsible for complying with rules and regulations and for taking the necessary precautions to protect ourselves, our colleagues and the environment.

Governance



23. Good Leaver & Bad Leavers

These provisions include clauses that define the implications of dismissal or resignation and how they affect an employee's exit from the company. The purpose of this policy is twofold:

- Firstly, to serve as an incentive for employees—particularly those eligible for ESOPs and other long-term incentives based on their roles and levels—to contribute meaningfully to the business. It allows them to benefit from the company's growth upon departure if they qualify as a Good Leaver.
- Secondly, it acts as a deterrent to discourage key employees from resigning before a predetermined date or engaging in misconduct that could harm the business—usually constituting a breach of contractual obligations—thereby being categorized as a Bad Leaver. Examples include:

If the employee qualifies as a Good Leaver, they will retain their employee stock options or other long-term incentives under existing terms, including the right to exercise warrants according to the applicable conditions. If the employee is deemed a Bad Leaver, their warrants will lapse without compensation and without notice upon termination of employment, unless the management of Sudarshan decides otherwise. Any such exception must be explicitly made, and no later than the date of employment termination.

23.1. Good Leaver Event

Employee is considered to be Good Leaver if the individual is ceased to be an employee of Sudarshan, at any time, as a result of

- Death
- Permanent incapacity
- Retirement (Retirement age as per Sudarshan policy)
- Voluntarily retires from employment after a pre-agreed period of time
- Termination of his employment by the Sudarshan where there is no breach of the employment agreement or contract, wrongful or constructive dismissal by the company

The first 3 instances are considered as involuntary event that brings an end to contract of employment and triggers a Good Leaver event.

23.2. Bad Leaver Event

Employee is considered to be Bad Leaver if employee leaves the company for any reason other than those set out in the definition of good leaver. So, for example, a bad leaver may be someone

- Dismissed or otherwise terminated, due to breach of the employment agreement or contract
- Leaving the company voluntarily (other than retiring) to work elsewhere before expiry of a pre-agreed period of time
- Non – compliance with Company's Code of Conduct and corporate governance standards
- Any circumstance where it's not a good leaver

23.3. Implications on Exit

ESOPs: Good leaver/Bad leaver provisions regulate the "exit price" i.e. the price the exiting employee will receive for his/her share. The price is heavily weighted in favor of a Good Leaver (e.g. full open market value of his shares) and heavily discounted for a Bad Leaver. This is governed by ESOPs policy and execution guidelines.

Notice Period: Good leaver/Bad leaver provisions regulate the notice period timelines that employees need to serve. In any case of breach of companies' Code of Conduct, non-compliance with Values system and any such other instances, Management will have right for immediate termination in trigger of bad leaver event. Depending on management jurisdiction it may also impact relieving letter and other compensation components including fixed pay and short-term incentives as per the policy norms of the organization.

24. Reporting Breach of Code of Conduct

This policy provides a mechanism for an individual to report violations of instances of unethical behaviours, actual or suspected fraud or violations of the company's code of conduct to the management without fear of victimization. The policy is formulated to strengthen a culture of transparency and trust in the organization.

Protection of Committee members & the person who reports breach of code of conduct: Retaliation of any kind against anyone who is involved in the investigation of or in making an allegation to breach of code of conduct is prohibited and may result in disciplinary action against the retaliator, up to criminal action by filing FIR, including termination of employment.

The Code of Conduct Committee will determine whether the concern or complaint actually pertains to a compliance violation. The committee will review the findings and will decide further investigation and action.

What can be reported: Non alignment with company culture, physical assault, continual targeted communication, violation of the code of conduct & acts of insubordination but not limited thereto.

25. Grievance Redressal Procedure

- Breach of code of conduct can be reported in writing or through e-mail: breachofcoc@sudarshan.com
- A six member team, two members of which shall be female employees, one Business representative, Head HR, Head Fin & Accounts & Legal & Company Secretary will form the Compliant Enquiry Committee.
- In cases where the situation so warrants MD has sole discretion to form a suitable committee for certain matters in case of unavailability of designated persons or depending on area of misconduct (including, but not limited to, CFO in case of finance related cases, IT Head in case of IT related cases).
- The committee will be chaired by HR Head and the quorum shall be four members personally present. Investigators which could be internal Sudarshan officials / external experts as per need and severity of the case will conduct a process towards fact finding and analysis. All investigators will be independent and unbiased while reporting the facts.
- One lead investigator among the appointed investigators will take up the case further & give a presentation to the Committee members.
- Committee will draw consensus & case resolution document will be prepared.
- Committee will forward its findings and recommended action to the Managing Director.
- Managing Director will take a final decision on the matter.

25.1. Directive Principles

The management shall provide all the necessary assistance and resources for the purpose of ensuring full, effective and speedy implementation of this policy.

In case the Committee finds the degree of offence coverable under the Indian Penal Code, then this fact shall be mentioned in its report and appropriate action shall be initiated by the Management, for making a Police Complaint.

In cases where the situation so warrants and at the sole discretion of the Head-HR /Managing Director, the Enquiry Process may be dropped and complaint case referred straight away to the Police by making a Police Complaint.

Reporting of the Committee: The Committee should report to the Managing Director. If required may seek assistance from any other department other than the department from where the complaint has been received.

Grievance against any Enquiry: It is hereby stated that any disciplinary or corrective action initiated against the subject as a result of the finding of an enquiry pursuant to this policy will be final. The management shall provide all necessary assistance for the purpose of ensuring, effective and speedy implementation of this policy.

25.2.Amendments to the Code of Conduct

Sudarshan Chemical Industries Ltd. reserves the right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendments or modification will be binding on the employees unless the same is notified to the employees through intranet or e-mail.

Such subsequent additions and deletions will be notified to the employees in writing or by e-mails informing them of the same. All notifications will be recorded in the Manual by the HR Department.

25.3.Employee Training

All employee will undergo mandatory code of conduct training every year facilitated by HR team, to provide necessary information on revised policy, FAQs and other additional references which needs to be considered as a part of Code of Conduct.

Head – People Practices and CEO will be the approving authority for any changes to be implemented in the Code of Conduct.

Acknowledgement



26. Acknowledgement & Undertaking from the Recipients

Dear Sir/Madam I, _____, S/o _____, aged about __, Employee, Residing at _____, do hereby solemnly affirm and sincerely state on oath as follows:

That I have been recruited in Sudarshan Chemical Industries Limited (Hereinafter referred to as the "**Company**") as _____ at _____ (Location) with effect from _____.

I have received and read the Company's Code of Business Conduct and Ethics. I understand the standards and policies contained in the Company Code of Business Conduct and Ethics and understand that there may be additional policies or laws specific to my job. I further agree to comply with the Company Code of Business Conduct and Ethics.

That I shall apply myself diligently and faithfully to all duties & responsibilities that may be assigned to me from time to time and will conform to such directions that shall be given to me by my superiors. I shall be responsible for the efficient, satisfactory and economic operation in the areas of responsibility that may be assigned to me from time to time. It is the intention of the Company that every employee of the Company takes upon himself/herself a certain degree of responsibility and is accountable for the work undertaken by him/her.

I agree and undertake that I will not indulge in any unethical acts or practice which is against the interests of the Company and/or Clients/Colleagues and/or which are illegal and not in conformity with the policies and practices of the Company and Statutory rules, regulations and Acts.

I agree and undertake that the Company reserves the right to decide whether any violations have been committed by me in terms of this undertaking and in regard to the terms of my appointment. Further I agree and undertake that, in case the Company concludes that I have violated or breached any of the terms of this undertaking or of my appointment, the Company can initiate appropriate legal as well as disciplinary action which shall not be limited to Suspension, Termination, Recovery of financial loss, Adjustment/Withholding of my payable dues.

I have read the contents fully and understood the same and herewith undertake to abide in all its entirety.

Date: _____ Employee Name : _____

Place: _____ Employee Signature: _____

DISCLOSURE OF CONFLICT OF INTEREST FORM

Following is an extract of the said Code of Conduct on 'Conflict of Interest'.

Personal Conflicts of Interest

A conflict of interest could be any known activity, transaction, relationship or service engaged in by an employee, his/her immediate family (including parents, siblings, spouse, partner, and children), relatives or a close personal relationship, which may cause concern (based upon an objective determination) that the employee could not or might not be able to fairly perform his/her duties to our company.

A personal conflict of interest may exist when an employee is involved in an activity or has a personal (direct or indirect, by himself or through any relative) interest in the opinion of the company which can interfere with the employee's objectivity in performing company duties and responsibilities

A relative shall cover the following persons:

- a. Father (including step-father and father-in-law)
- b. Mother (including step-mother and mother-in-law)
- c. Spouse
- d. Son (including step-son and son-in-law)
- e. Daughter (including step-daughter and daughter-in-law)
- f. Brother (including step-brother and brother-in-law)
- g. Sister (including step-sister and sister-in-law)
- h. Any family member who lives with the employee or who is otherwise financially dependent on the employee, or on whom the employee is financially dependent

When dealing with family members beyond this definition, the employee must ensure that their relationship does not interfere, or appear to interfere, with their ability to act in the best interest of Sudarshan.

Few examples / scenarios of personal conflict of interest are as mentioned below

- The employee should not supervise someone with whom he/she shares a personal relationship.
- He/she should not participate in their selection process.

Conflicts of interest through outside business activities

Conflict of interest can arise when an employee is involved in a transaction or arrangement with any person acting on his or her behalf or at his or her behest for the employee's direct or indirect personal advantage or gain

Employment outside Sudarshan

During employment with Sudarshan, employee should devote his/her attention and skills during the working hours for company's business, except with the written permission of the firm to engage directly or indirectly with any other business, profession, personal or other commercial activity, whether as a contractor, consultant or otherwise, whether full-time or part-time.

In light of the aforesaid provisions, please describe below any relationships, transactions, positions you hold, or circumstances that you believe could contribute to a conflict of interest (please strike out as may be applicable and give details, wherever applicable).

I have no conflict of interest to report

Or

I have the following conflict of interest to report:

1. _____
2. _____
3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge.

Signature: _____ **Name:** _____

Employee No. _____

Date: _____