

## Code of Conduct

The Code of Conduct of Adarsh Plant Protect Limited (hereinafter called Company) is a set of principles that guide and govern the conduct of company and its employees in all matters relating to business. At Adarsh Plant Protect Limited we believe in philosophy of "trusteeship". We believe this organisation has been handed to us by the various stakeholders in "trust" and we are the "trustees" of these stakeholders. It is therefore our responsibility to ensure that the organisation is managed in a manner that protects and furthers the interests of our stakeholders. We recognise society as an important stakeholder in this enterprise and therefore it is part of our responsibility to practise good corporate citizenship.

This comprehensive document serves as the ethical road map for employees and company. Every employee of a company, including chief executive must comply with this Code of Conduct.

### **Clause: 1** **National interest**

The Company is committed to benefit the economic development of our country. Company shall not undertake any project or activity to the detriment of the wider interests of the communities in which it operates.

The Company's management practices and business conduct shall benefit the country, localities and communities in which it operates, to the extent possible and affordable, and shall be in accordance with the laws of the land.

The Company, in the course of its business activities, shall respect the culture, customs and traditions of each region in which it operates. It shall conform to trade procedures, including licensing, documentation and other necessary formalities, as applicable.

### **Clause: 2** **Financial reporting and records**

The Company shall prepare and maintain its accounts fairly and accurately and in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country.

Internal accounting and audit procedures shall reflect, fairly and accurately, of the company's business transactions and disposition of assets, and shall have internal controls to provide assurance to the company's board and shareholders that the transactions are accurate and legitimate. All required information shall be accessible to company auditors and other authorised parties and government agencies. There shall be no wilful omissions of any



company transactions from the books and records, no advance-income recognition and no hidden bank account and funds.

Any wilful, material misrepresentation of and / or misinformation on the financial accounts and reports shall be regarded as a violation of the Code, apart from inviting appropriate civil or criminal action under the relevant laws. No employee shall make, authorise, abet or collude in an improper receipt of payment, unlawful commission or bribing.

**Clause: 3**  
**Competition**

The Company shall fully support the development and operation of competitive open markets. Specifically, company or employee shall not engage in restrictive trade practices, abuse of market dominance or similar unfair trade activities.

The Company or employee shall market the company's products on their own merits and shall not make unfair and misleading statements about competitors' products. Any collection of competitive information shall be made only in the normal course of business and shall be obtained only through legally permitted sources and means. No employee shall disclose any information related to product of the company, any such disclosure shall trigger appropriate legal proceeding against employee.

**Clause: 4**  
**Equal opportunities**

The Company shall provide equal opportunities to all its employees and all qualified applicants for employment without regard to their race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin or disability.

Employees of the Company shall be treated with dignity and free of all forms of harassment, whether physical, verbal or psychological. Employee policies and practices shall be administered in a manner consistent with applicable laws and other provisions of this Code, respect for the right to privacy and the right to be heard, and that in all matters equal opportunity is provided to those eligible and decisions are based on merit.

**Clause: 5**  
**Gifts and donations**

The Company and its employees shall not receive, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits that are intended, or perceived, to obtain uncompetitive favours for the conduct of its business. The company shall cooperate with governmental authorities in efforts to eliminate all forms of bribery, fraud and corruption.

However, a company and its employees may, with full disclosure, accept and offer nominal gifts, provided such gifts are customarily given and / or are of a commemorative nature.



**Clause: 6**  
**Government agencies**

The Company and its employees shall not, unless mandated under applicable laws, offer or give any company funds or property as donation to any government agency or its representative, directly or through intermediaries, in order to obtain any favourable performance of official duties. The company shall comply with government procurement regulations and shall be transparent in all its dealings with government agencies.

**Clause: 7**  
**Political non-alignment**

The Company shall be committed to and support the constitution and governance systems of our country.

The Company shall not support any specific political party or candidate for political office. The company's conduct shall preclude any activity that could be interpreted as mutual dependence / favour with any political body or person, and it shall not offer or give any company funds or property as donations to any political party, candidate or campaign.

**Clause: 8**  
**Health, safety and environment**

The Company shall strive to provide a safe, healthy, clean and ergonomic working environment for its people. It shall prevent the wasteful use of natural resources and be committed to improving the environment, particularly with regard to the emission of greenhouse gases, and shall endeavour to offset the effect of climate change in all spheres of its activities.

The Company, in the process of production and sale of its products, shall strive for economic, social and environmental sustainability.

**Clause: 9**  
**Corporate citizenship**

The Company shall be committed to good corporate citizenship, not only in the compliance of all relevant laws and regulations but also by actively assisting in the improvement of quality of life of the people in the communities in which it operates. The company shall encourage volunteering by its employees and collaboration with community groups.

The company shall not treat these activities as optional, but should strive to incorporate them as an integral part of its business plan.



**Clause: 10**  
**Shareholders**

The Company shall be committed to enhancing shareholder value and complying with all regulations and laws that govern shareholder rights. The board of directors of a company shall duly and fairly inform its shareholders about all relevant aspects of the company's business, and disclose such information in accordance with relevant regulations and agreements.

**Clause: 11**  
**Ethical conduct**

Every employee of the Company, including chief executives, shall exhibit culturally appropriate conduct in the region they operate in, and deal on behalf of the company with professionalism, honesty and integrity, while conforming to high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be so by third parties.

Every employee of the Company shall preserve the human rights of every individual and the community, and shall strive to honour commitments.

Every employee shall be responsible for the implementation of and compliance with the Code in his / her environment. Failure to adhere to the Code could attract severe consequences, including termination of employment and shall trigger criminal proceedings.

**Clause: 12**  
**Prompt Communications:**

In all matters relevant to customers, suppliers, government authorities, the public and others in the Organization, all employees must make every effort to achieve complete, accurate, and timely communications - responding promptly and courteously to all proper requests for information and to all complaints.

**Clause: 13**  
**Regulatory compliance**

Employees of the Company, in their business conduct, shall comply with all applicable laws and regulations, in letter and spirit.

Directors of the Company shall comply with applicable laws and regulations of all the relevant regulatory and other authorities. As good governance practice they shall safeguard the confidentiality of all information received by them by virtue of their position.

**Clause: 14**  
**Conflict of interest**

All senior management and employees must avoid situations in which their personal interest could conflict with the interest of the Company. They must not use their positions or the knowledge gained as a result of their positions for private or personal advantage. They must devote their whole time and attention to the duties given to them and shall not engage



themselves in any other work which is not related to the Company and shall not do any other private business. This is an area in which it is impossible to provide comprehensive guidance but the guiding principle is that conflict, if any, or potential conflict must be avoided and should refrain from such activity

If an employee fails to observe aforesaid practice and the management on its own becomes aware of an instance of conflict of interest that ought to have been refrained by the employee, the management shall take a serious view of the matter and consider suitable disciplinary action against the employee.

**Clause: 15**

**Securities transactions and confidential information**

An employee of the Company and his / her immediate family shall not derive any benefit or counsel, or assist others to derive any benefit, from access to and possession of information about the company or Group or its clients or suppliers that is not in the public domain and, thus, constitutes unpublished, price-sensitive insider information.

An employee of the Company shall not use or proliferate information that is not available to the investing public, and which therefore constitutes insider information, for making or giving advice on investment decisions about the securities of the respective company, client or supplier on which such insider information has been obtained.

Such insider information might include (without limitation) the following:

- Acquisition and divestiture of businesses or business units.
- Financial information such as profits, earnings and dividends.
- Announcement of new product introductions or developments.
- Asset revaluations.
- Investment decisions / plans.
- Restructuring plans.
- Major supply and delivery agreements.
- Raising of finances.

An employee of the Company shall also respect and observe the confidentiality of information pertaining to other companies, their patents, intellectual property rights, trademarks and inventions; and strictly observe a practice of non-disclosure.

**Clause: 16**

**Protecting company assets**

The assets of the Company shall not be misused; they shall be employed primarily and judiciously for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property, and relationships with customers and suppliers.



**Clause: 17**  
**Integrity of data furnished**

Every employee of the Company shall ensure, at all times, the integrity of data or information furnished by him / her to the company. He / she shall be entirely responsible in ensuring that the confidentiality of all data is retained and in no circumstance transferred to any outside person / party in the course of normal operations without express guidelines from or, the approval of the management.

**Clause: 18**  
**Reporting concerns**

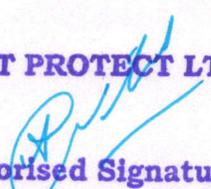
Every employee of the Company shall promptly report to the management when she / he becomes aware of any actual or possible violation of the Code or an event of misconduct, act of misdemeanour or act not in the company's interest.

Any employee can choose to make a protected disclosure to chair person of the audit committee or the board of directors or Company secretary or specified authority. The company shall ensure protection to the employee and any attempts to intimidate him / her would be treated as a violation of the Code.

**Note:**

The CoC does not provide a full, comprehensive and complete explanation of all the rules that employees are bound to follow. Employees have a continuing obligation to familiarise themselves with all applicable laws, company policies, procedures and work rules.

**ADARSH PLANT PROTECT LTD**

  
**Authorised Signature**

**ATISH PATEL**  
**DIN NO.00084015**