

CODE OF CONDUCT AND ETHICS

I. INTRODUCTION

The purpose of this code of ethics is to:

- Deter wrongdoing and promote ethical conduct of the Board members and the senior management/Employees of the Company.
- Uphold the standards in day to day activities.
- Compliance of all applicable laws, rules and regulations and other policies and procedures adopted by the Company.

II APPLICABILITY

This code of conduct and ethics is applicable to all the members of Board /Audit Committee, members of senior management and other departmental heads of Agro Dutch Industries Limited (herein after called as '**Officers**')

II. GENERAL STANDARDS OF CONDUCT

1. **Officers** are expected to maintain a co-operative, efficient, positive, harmonious and productive work environment, practice integrity in inter-personal relationships and work on the principle of mutual trust, transparency & team work.
2. **Officers** are expected to assist the Company in identifying, controlling, mitigating and managing business risks within the company's risk management policy framework.
3. **Officers** are expected to assist the Company in providing to its employees a work environment free of harassment and free of discrimination based on race, religion, caste, creed, colour, physical or mental disability, age, sex, etc.

4. **Officers** are expected to observe discipline and conduct themselves, both on and off-duty, in a manner to uphold the high image of the company.
5. The Company expects its **officers** to maintain good relationship, based on high professional standards, with its customers/suppliers. An officer is not allowed to accept money/loan or any such benefit/privilege from the customers/suppliers of the Company that undermine or compromise his position vis-à-vis discharge of his responsibilities and duties towards the Company.
6. The Company expects its **officers** to abide by the statutory obligations in various countries while carrying out business and interacting with government agencies. Furthermore, it also expects its **officers** not to offer financial inducement to any government official or representative.
7. The consumption of alcohol at all offices and plant locations is strictly prohibited. **Officers** should not be in possession of or use narcotics/psychotropic drugs or be under influence of alcohol while on duty.
8. **Officers** should not claim from the Company unauthorized personal expenses.

III. **APPLICABLE LAWS**

Officers must acquire adequate knowledge of all the applicable laws, rules, regulations, orders and notifications under regulatory framework as applicable to their functions and duties and should follow and comply with the same and avoid violation, breach of infringement thereof.

IV. **CONFLICT OF INTEREST**

Officers of the Company will avoid conflict of interest. Conflict of interest is said to exist when personal interest may have a potential conflict with the interest of the Company at large. Where any transaction involves conflict of interest, prior approval of the Managing Director, and in case of a Director, of the Board should be obtained.

V. PROTECTING CONFIDENTIAL INFORMATION

The Company's confidential information is a vital and valuable asset. It may relate to product, process, product plans, cost and financial information, information as to customers, suppliers, dealers and employees, business arrangements and agreements as well as patents, trademarks, copyrights and trade secrets. For the purpose of this Code, confidential information would also include the information obtained by the Company from a third party under a Non Disclosure Agreement. Such confidential information should be protected and safeguarded against unauthorized/personal use and should not be disclosed to any one except with prior authorization. In the Course of conducting the Company's Business, **Officers** may come in possession of confidential information about its employees, customers, suppliers, etc. **Officers** should handle the same with utmost responsibility and prevent its misuse.

VI PREVENTION OF INSIDER TRADING

Officers are privy to price sensitive inside information and should not use it to make personal gains. The Company has framed "Code of Conduct for Prevention of Insider Trading in the Securities of the Company." **Officers** should follow the same in letter and spirit.

VIII COMPANY'S ASSETS

1. Protecting and safeguarding the Company's assets and properties and preventing their unauthorized use/personal use is one of the key and prime responsibilities of **Officers**.
2. **Officers** are personally responsible for the Company's funds under their control.
3. **Officers** should use electronic communication facilities like e-mail, internet, etc. in a legal, ethical and appropriate manner and not to expose the Company to liability resulting from the illegal, unauthorized or unethical use thereof.

VIII. **GIFTS**

No gift or entertainment should ever be offered, given provided or accepted by any officer, unless it:

1. is consistent with customary practices, whether business, trade or otherwise.
2. is not excessive in value.
3. it cannot be construed as a bribe or payoff and,

IX. **NON COMPLIANCE**

In case of non-compliance of any of the provisions of this Code of Conduct, the same shall be reported to the Chairman of the Board of Directors of the Company. Company does not encourage/entertain anonymous complaints. Officers are encouraged to disclose their identity while making any complaints.

X. **ANY AMENDMENTS OR MODIFICATION TO THE CODE OF CONDUCT**

This Code of Conduct is subject to modification. The Board of Directors has the requisite powers and the authority to update and amend the Code of Conduct from time to time.