



# CODE OF CONDUCT FOR BOARD AND SENIOR MANAGEMENT PERSONNEL

Policy Change log			
Version	Issued on	Effective from	Purpose of change
v1	September 18, 2025	September 18, 2025- except for the clauses which shall become applicable upon listing of the Company on a recognised stock exchange in India	New Policy release

## PARIJAT INDUSTRIES (INDIA) LIMITED

*(Formerly Known as Parijat Industries (India) Private Limited)*

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## 1. Introduction

PARIJAT INDUSTRIES (INDIA) LIMITED (hereinafter referred to as “PIIL” or “Company”) has formulated the code of conduct for all members of Board of Directors and Senior Management Personnel of the Company in compliance with Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended as amended from time. This ‘Code of Conduct’ sets out guiding principles for conducting Company’s business in legal and ethical manner. This Policy shall become applicable upon the listing of the Company’s securities on a recognized stock exchange in India.

## 2. Purpose

The Purpose of this ‘Code of Conduct’ is to enhance ethical and transparent process in managing the affairs of the Company and thus to sustain the trust and confidence shown in the management by the shareholders of the Company.

## 3. Scope and Applicability

This ‘Code of Conduct’ applies to all Directors in the Board, Key Managerial Personnel and Members of the Senior management of the Company.

## 4. Definitions

- i. “**Board**” means Board of Directors of the Company.
- iii. “**Independent Director**” means a director referred to in section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations.
- iv. “**Key Managerial Personnel (KMP)**” means as defined in sub-section (51) of section 2 of the Companies Act, 2013;
- v. “**Senior Management Personnel**” means shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity. [
- vi. “**Relative**” shall have the same meaning assigned to them in Section 2(77) of the Companies Act, 2013.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Act and the SEBI (LODR) Regulations, 2015, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

## 5. Code of Conduct

The Board and Senior Management Personnel of the Company should:

- Comply with all applicable laws and regulations of all the relevant regulatory and other authorities;
- Act in the best interests of, and fulfill fiduciary obligations to the Company; act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner and not take improper advantage of their position;
- Act in accordance with the Articles of Association of the Company;
- Safeguard the confidentiality of all information received by them by virtue of their position;



- Act in order to promote the objects of the Company and in the best interests of the Company, its employees, the shareholders, the community and for the protection of the environment; act in a manner to enhance and maintain the reputation of the Company;
- Exercise their duties with competence, due and reasonable care, skill, diligence, in good faith and in the best interests of the Company and shall exercise independent judgment;
- disclose any personal interest that they may have regarding any matters that may come before the Board/management and abstain from discussion, voting or otherwise influencing decision on any matter in which the concerned Director/Senior management has or may have such interest;
- Not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners, or associates;
- Restrain from using the Company's property or position for personal gain;
- Not assign one's office and any such assignment, so made, shall be void;
- Demonstrate the highest standards of integrity, business ethics, and corporate governance;
- Provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board/Committee with best interests of the Company and its stakeholders in mind. They should enable the Company's management in taking appropriate decisions by providing constructive inputs based on their experience and judgement;
- Give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgments;
- Not seek, or accept, any gifts or incentives, except what is duly authorized as acceptance under the Company's Gift Policy.
- Directors shall inform the Company about the committee positions he or she occupies in other entities and notify changes as and when they take place.

In addition, the Independent Directors shall also abide by the provisions of the 'Code for Independent Directors' as provided in Schedule IV of the Companies Act, 2013, enclosed herewith as **Annexure 1.**

## **6. Conflict of Interest**

Conflict of interest occurs when personal interest of any member of the Board of Directors and of the Senior management interferes or appears to interfere in any way with the interests of the Company. Every member of the Board of Directors and Senior management has a responsibility to the Company, its stakeholders and to each other. Although this duty does not prevent them from engaging in personal transactions and investments, it does demand that they avoid situations where a conflict of interest might occur or appear to occur. They are expected to perform their duties in a way that they do not conflict with the Company's interest such as –

1. Employment / Outside Employment - The members of the Senior management are expected to devote their total attention to the business interests of the Company. They are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company or otherwise is in conflict with or prejudicial to the Company.
2. Business Interests - If any member of the Board of Directors and Senior management considers investing in securities issued by the Company's customer, supplier or



competitor, they should ensure that these investments do not compromise their responsibilities to the Company. Many factors including the size and nature of the investment; their ability to influence the Company's decisions, their access to confidential information of the Company, or of the other entity, and the nature of the relationship between the Company and the customer, supplier or competitor should be considered in determining whether a conflict exists. Additionally, they should disclose to the Company any interest that they have which may conflict with the business of the Company. Senior management shall make disclosures to the Board relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large.

3. Family members and close personal relationships: Directors and members of Senior management shall not use personnel influence to make the Company do business with a company/institution in which his or her relatives are interested. As a general rule, directors and senior management personnel shall avoid conducting Company's business with a relative or with an entity in which a relative is associated in any significant role. In case of conflicts, disclosure shall be made to the Board and a prior approval shall be obtained.
4. Other directorships: The Directors must disclose their directorship and committee membership on the other Companies and substantial shareholding in other Companies to the Board on an ongoing basis.
5. Related Parties - In case of any dealings with related party the transaction shall comply with the provisions of the Companies Act 2013, as amended and the SEBI Listing Regulations, as amended. Transactions/ dealing done on arm's length basis shall not be considered to be conflict of interest.

## **7. Disclosure Standards**

The Company shall make full, fair and accurate disclosures in the periodic reports required to be filed with government and regulatory agencies. The members of Senior management of the Company shall initiate all actions deemed necessary for proper dissemination of relevant information to the Board, auditors, regulators and other statutory agencies, as may be required by applicable laws, rules and regulations. The Board and Senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

## **8. Compliance with applicable Laws**

The Directors of the Company and Senior management must comply with applicable laws, regulations, rules and regulatory orders both in letter and spirit. The Directors and members of Senior management shall seek to acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to perform their obligations diligently.



## **9. Use of Company's Assets and Resources**

Each member of the Board of Directors and the Senior management has a duty to the Company to disclose its legitimate interests while dealing with the Company's assets and resources. Members of the Board of Directors and Senior management are prohibited from:

- i. using corporate property, information or position for personal gain;
- ii. soliciting, demanding, accepting or agreeing to accept anything of value from any person while dealing with the Company's assets and resources; and
- iii. acting on behalf of the Company in any transaction in which they or any of their relative(s) have a significant direct or indirect interest.

## **10. Confidentiality and Fair Dealings**

- i. The Company's confidential information is a valuable asset. It includes all trade related information, trade secrets, confidential and privileged information, customer information, employee related information, strategies, administration, research in connection with the Company and commercial, legal, scientific, technical data that are either provided to or made available to each member of the Board of Directors and the Senior management by the Company either in paper form or electronic media to facilitate their work or that they are able to know or obtain access by virtue of their position with the Company. All confidential information must be used for Company's business purposes only.
- ii. This responsibility includes the safeguarding, securing and proper disposal of confidential information in accordance with the Company's policy on maintaining and managing records. This obligation extends to confidential information of third parties, which the Company has rightfully received under non-disclosure agreements. Special care must be taken by the Board of Directors and members of the Senior management to handle the confidential information of others responsibly. Such confidential information should be handled in accordance with the agreements with such third parties
- iii. To further the Company's business, confidential information may have to be disclosed to potential business partners. Care should be taken to divulge the most sensitive information, only after the said potential business partner has signed a confidentiality agreement with the Company.
- iv. Any publication or publicly made statement that might be perceived or construed as attributable to the Company, made outside the scope of any appropriate authority in the Company, should include a disclaimer that the publication or statement represents the views of the specific author and not the Company.



v. Some examples of confidential information include:

- Information not yet released to the public
- Unpublished Company strategy
- Current or future R&D programs, technical breakthroughs and/or inventions
- Investments, planned mergers or acquisitions
- Information received from customers or partners
- Unpublished financial data either actual or forecasted
- Employee information

## **11. Annual Affirmation with compliance of this Code of Conduct**

As per Regulation 26(3) of the Listing Regulations, all members of the Board and Senior management Personnel of the Company shall affirm compliance with this Code of Conduct on an annual basis.

## **12. Ethical Conduct**

Senior management Personnel should promote ethical behavior and take steps to ensure that the Company promotes ethical behavior and also encourages employees to freely report violations of laws, rules, regulations or the Company's Code of Conduct to the appropriate personnel. They shall not make or accept facilitation payments or kickbacks of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite an action. Kickbacks are typically payments made to commercial organisations in return for a business favour/advantage such as payment made to secure the award of a contract. They must avoid any activity that might lead to or suggest that a facilitation payment or kickback will be made or accepted by the Company.

## **13. Insider Trading**

It is the responsibility of each Senior management to become familiar with and understand these laws, regulations and policies and should seek further explanations and advice concerning their interpretation, if required. Senior management should direct questions regarding the application or interpretation of these guidelines to the Company Secretary.

## **14. FUNCTIONS OF THE BOARD AND GOOD CORPORATE GOVERNANCE PRACTICES**

Each member of the Board of Directors and Senior Management of the Company should adhere to the following so as to ensure compliance with good Corporate Governance practices.

### **i. Key Functions of the members of the Board**

Without limiting the generality of the duties stated in the Companies Act, 2013, the Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading framed there under and other applicable laws, the duties of a director are as under:

- a. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.



- b. Monitoring the effectiveness of the Company's governance practices and making changes as needed.
- c. Selecting, compensating, monitoring and, when necessary, replacing key managerial personnel and overseeing succession planning.
- d. Aligning key managerial personnel and remuneration of Directors with the longer term interests of the Company and its shareholders.
- e. Ensuring a transparent nomination process to the Board of Directors with the diversity of thought, experience, knowledge, perspective and gender in the Board.
- f. Monitoring and managing potential conflicts of interest of management, members of the Board and shareholders, including misuse of corporate assets and abuse in related party transactions.
- g. Ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- h. Overseeing the process of disclosure and communications.
- i. Monitoring and reviewing Board's evaluation framework.

**(ii) Do's**

- a. Attend Board meetings regularly and participate in the deliberations and discussions effectively.
- b. Study the Board papers thoroughly and enquire about follow up reports on definite time schedule.
- c. Involve actively in the matter of formulation of general policies.
- d. Be familiar with the broad objectives of the Company and the policies laid down by the government and the various laws and legislations.
- e. Ensure confidentiality of the Company's agenda papers, notes and minutes.

**(iii) Don'ts**

- a. Do not reveal any information relating to any constituent of the Company to anyone.
- b. Do not display the logo / distinctive design of the Company on their personal visiting cards / letter heads. Do not sponsor any proposal relating to loans, investments, buildings or sites for Company's premises, enlistment or empanelment of contractors, architects, auditors, doctors, lawyers and other professionals etc.
- c. Do not do anything, which will interfere with and / or be subversive of maintenance of discipline, good conduct and integrity of the staff.
- d. Do not buy or sell or suggest to anyone else buy or sell the securities of any Company, either directly or through family members or other persons or entities, while you are aware of inside information about the Company.
- e. No employee including Senior Management, key managerial personnel or Director of the Company shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, unless



prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution.

- f. Do not take any personal opportunities directly or indirectly that belong to the Company or are discovered through the use of Company's property, information or position

## **15. WAIVERS**

Any waiver of any provision of this Code for a member of the Company's Board of Directors or a member of the Senior management must be approved in writing by the Board of Directors of the Company.

The matters covered in this Code are of the utmost importance to the Company, its stakeholders and its business partners, and are essential to the Company's ability to conduct its business in accordance with its value system.

## **16. REPORTING:**

While every Director and member of Senior management has to himself ensure compliance with this code, any instance of violation or possible violation of this code by the concerned Director or member of Senior management or by any other Director member of Senior management person shall be immediately reported to the Board through the Compliance Officer.

## **17. REVIEW OF CODE**

The Code shall be reviewed at such intervals, as is deemed necessary by the Board. Consequent upon any changes in regulatory guidelines, such change shall be deemed to be a part of the Code until the Code is reviewed and approved next time.

## **18. Communication of this Policy**

The Code of Conduct shall be posted on the website of the Company i.e., [www.parijatagrochemicals.com](http://www.parijatagrochemicals.com).

Any breaches of the Code of Conduct are subject to consequences as may be decided by the management/ Board as the case may be.

Any subsequent amendment/modification in the applicable laws in this regard shall automatically apply to this Code of Conduct. Any change/amendments to this policy shall be approved by the Managing Director & CEO.

## **19. Amendment**

This Code shall be subject to periodic review by the Board. In the event of a conflict between this Policy and any applicable statutory or regulatory provisions, the requirements of such laws and regulations shall prevail. Any amendments to the applicable laws shall be automatically deemed to form part of this Policy without requiring further approval from the Board.

## **20. Effective Date**

This Code takes effect from the date of its adoption by the Board and shall remain in force until modified or rescinded.



## Annexure-A Code for Independent Directors

The Code is a guide to professional conduct for independent Directors. Adherence to these standards by independent Directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and Companies in the institution of independent Directors.

### **I. Guidelines of professional conduct:**

An independent director shall:

- (1) Uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the Company;
- (4) Devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) 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;
- (6) 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;
- (7) Refrain from any action that would lead to loss of his independence;
- (8) Where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) Assist the company in implementing the best corporate governance practices.

### **II. Role and functions:**

The independent Directors shall:

- (1) 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;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;



- (6) Balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management;
- (8) Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

### **III. Duties:**

The independent Directors shall—

- (1) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- (2) 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;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the Company;
- (6) 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;
- (7) keep themselves well informed about the Company and the external environment in which it operates;
- (8) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) 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;
- (10) 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;
- (11) Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- (12) Acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;



(13) 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.

#### **IV. Manner of appointment:**

(1) Appointment process of independent Directors shall be independent of the Company management; while selecting independent Directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

(2) The appointment of independent director(s) of the Company shall be approved at the meeting of the shareholders.

(3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

(4) The appointment of independent Directors shall be formalized through a letter of appointment, which shall set out:

- (a) The term of appointment;
- (b) The expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
- (c) The fiduciary duties that come with such an appointment along with accompanying liabilities;
- (d) Provision for Directors and Officers (D and O) insurance, if any;
- (e) The Code of Business Ethics that the Company expects its Directors and employees to follow;
- (f) The list of actions that a director should not do while functioning as such in the Company; and
- (g) The remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

(5) The terms and conditions of appointment of independent Directors shall be open for inspection at the registered office of the Company by any member during normal business hours.

(6) The terms and conditions of appointment of independent Directors shall also be posted on the Company's website.

#### **V. Re-appointment:**

The re-appointment of independent director shall be on the basis of report of performance evaluation.

#### **VI. Resignation or removal:**

(1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.



(2) An independent director who resigns or is removed from the Board of the Company shall be replaced by a new independent director within three months from the date of such resignation or removal, as the case may be.

(3) Where the Company fulfils the requirement of independent Directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

### **VII. Separate meetings:**

(1) The independent Directors of the Company shall hold at least one meeting in a financial year, without the attendance of non-independent Directors and members of management;

(2) All the independent Directors of the Company shall strive to be present at such meeting;

(3) The meeting shall:

(a) Review the performance of non-independent Directors and the Board as a whole;

(b) Review the performance of the Chairperson of the Company, taking into account the views of executive Directors and non-executive Directors;

(c) Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### **VIII. Evaluation mechanism:**

(1) The performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

(2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.