

## **Code of conduct of Board of Directors and Senior**

### **Management Personnel**

The Board of Directors play an important role in ensuring good governance. The Code of Conduct formulated by the Company during the year which the Directors/Senior Executive have been advised to follow envisages inter alia, the following :

- To observe the highest standards of ethical conduct and integrity and to work to the best of their ability and judgement.
- To maintain and help the company in maintaining highest degree of Corporate Governance practices.
- To act in utmost good faith and exercise due care, diligence and integrity in performing their official duties.
- Not to seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from Company's Business Associates, which can be perceived as being given to gain favour or dealing with the Company and to ensure that the Company's interests are never compromised.
- To maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and not to use it for personal gain or advantage.
- Not to commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.

## **CODE OF CONDUCT AND ETHICS FOR THE DIRECTORS & KEY MANAGEMENT PERSONNEL**

This Code of Conduct shall be called “The Code of Conduct and Ethics for the Board Members and Key Management Personnel” of HINDUSTAN AGRIGENETICS LIMITED herein after referred to as “the Company.”

All the Directors and Key Management Personnel are responsible to carry out their duties in an honest, fair, diligent and ethical manner, within the scope of the authority conferred upon and in accordance with the laws, rules, regulations, agreements, guidelines, standards and internal policies, including such other requirements which are incidental thereto. They have a duty to make decisions and implement policies in the best interests of the Company and its stakeholders.

The Board of Directors of the Company has adopted this Code of Conduct and Ethics as a testimony of its commitment to adhere to the standards of loyalty, honesty, integrity and the avoidance of conflicts of interest.

They shall act in good faith, with responsibility, due care, competence, diligence and independence; Act in a manner to enhance and maintain the reputation of the Company; And treat their colleagues with dignity and shall not harass any of them in any manner.

The Directors and Key Management Personnel shall respect and obey the laws of the jurisdictions in which the Company operates and comply with all applicable laws, rules, regulations, agreements, guidelines, standards and internal policies, including other requirements incidental thereto.

***Related parties:*** The policies and procedures of the Company expect that the Directors and Key Management Personnel avoid conduct of business of the Company with their relatives or their significantly associated Companies, firms and other businesses. In case of conflicts, disclosure shall

be made to the Board of Directors and its approval shall be obtained before proceeding further.

**Gifts:** The Directors and Key Management Personnel of the Company shall not accept any personal gifts that, because of their value or the time at which they are offered, could be interpreted to adversely affect business decisions or likely to compromise their personal or professional integrity.

**Protection and proper use of the Company's Assets:** The Directors and Key Management Personnel shall protect the Company's assets and ensure their efficient use. All Company assets should be used for legitimate business purposes. Company's assets should not be used for other than business requirements of the Company. Incidental personal use, if reasonable, does not amount to violations under this Code.

**Confidentiality of information:** The Directors and Key Management Personnel must maintain the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors, until and unless authorized or legally required to disclose such information; and shall not use confidential information and other corporate opportunities for their personal advantage.

#### **Disclosures standards**

As a Listed entity, the Company is committed to full, fair, accurate, timely and understandable disclosure in reports and documents that it files with, or submits to, the regulatory authorities, SEBI, Stock Exchanges and in other public communications of the Company.

In support of this commitment, the Directors and Key Management Personnel shall be responsible for establishment and compliance with the disclosure and reporting requirements and internal controls over financial reporting.

**Competition and Fair Dealing**

All Directors and Key Management Personnel are obligated to deal fairly with each other, the Company's associates and with the Company's customers, suppliers, competitors and other third parties. Directors and Key Management Personnel should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice. They should not discriminate on the basis of gender, race, nationality, caste and creed.

**Compliance with Code**

Any violations of the Code shall be promptly reported to the Compliance Officer. The Directors and Key Management Personnel abide shall ready fully and abide by the code of conduct.