

Code of Conduct for Senior Management Personnel

I. Introduction

This code of conduct for Senior Management of Orchid (“code of conduct”) defines the ethical behavior of Orchid's Senior Management. This has been developed to help the Senior Management to make right business decisions and conduct right business operations, consistent with the Company's corporate values.

Application of the principles outlined in this Code of Conduct is considered essential to achieve the Company's goals in an ethical manner.

This Code of Conduct has been reviewed by the Board and approved by the Managing Director of Orchid Chemicals & Pharmaceuticals Limited.

II. Objective of the Policy

The objective of this Policy is to comply with the Guidelines issued by Securities & Exchange Board of India under Clause 49 of the Listing Agreement entered with the Stock Exchanges, besides supporting a culture of openness, trust, and integrity in all operations, management and business practices of Orchid.

Clause 49 of the Listing Agreement entered with the Stock Exchanges states as below: -

- The Board shall lay down a code of conduct for senior management of the Company. The code of conduct shall be posted on the website of the Company.
- All senior management personnel shall affirm compliance with the code on an annual basis.

A well-understood code of conduct policy requires the participation and support of every member of Orchid's Senior Management. It is the Senior Management responsibility to ensure collective success by practicing and promoting following the Code of Conduct.

III. Applicability of the policy

This Code of Conduct shall be applicable to all Senior Management Personnel immediately one level below the Board Members and upto and including the level of General Manager and shall include all Functional Heads. The list of persons to whom this policy is applicable shall be maintained and updated periodically by the Compliance Officer.

IV. Requirements

Each Senior Management Person shall be accountable for fully complying with this code and he or she shall provide a confirmation to the Managing Director on a yearly basis in prescribed form. All the Senior Management personnel must act within the authority conferred upon them and in the best interests of the Company and observe following code of conduct.

The Senior Management Personal shall:

- act with professional objectivity, integrity, honesty and ethical conduct in the discharge of duties, as well as in representing the Company, without allowing for any error in their judgment on account of personal interest. Further, they shall deal with all external agencies and third parties with high professionalism as well with high moral and ethical standards, whenever they are required to do so on behalf of the Company.
- not engage in any activity which is not in compliance with the applicable laws and regulation of the Company.
- not engage in any activity or enter into any pecuniary relationship, which might result in conflict of interest, either directly or indirectly. A "conflict of interest" occurs when private interest in any way interferes with the interests of the Company.
- not derive any personal benefit in works or contracts awarded by the Company or by influencing any decision relating to any transaction of the Company.
- not hold any positions or jobs or engage in outside businesses or other interests that adversely /materially affect the performance of duties of the Company. This policy also prohibits the members of the Senior Management of the Company from accepting simultaneous employment with the suppliers, customers or competitor Companies or from taking part in any activity that enhances or supports a competitor's position.
- not act as a broker, finder or other intermediary for his or her benefit or for the benefit of any third party in a transaction involving the Company.
- not derive any benefit (directly or indirectly) or assist others to derive any benefit by giving advice from the access to and possession of price sensitive information about the Company, which are not in public domain.
- not exploit for their personal benefit, opportunities that are discovered through Company's business, information or position, unless the same is disclosed fully to the Managing Director.
- not misuse the Company's facilities, except where such facilities have been provided for personal use either by policy or by permission or authority or in the normal course of business. The Company's facilities shall not be used for personal use and even when used with prior approval, much care shall be exercised /taken to ensure that costs are reasonable.
- treat women employees equally and eliminate any gender discrimination and shall avoid harassment /threatening based on race, color, religion, age, gender, national origin, disability or any other basis.
- keep in full confidence and shall not reveal to any other person(s), firms or organizations any and all information relating to Orchid's business, gained in the course of employment /association with the Company or otherwise. Such information includes but is not restricted to Technical information or processes, drawings, designs, software, products, plant and machinery, sources of raw materials, suppliers' list, customers' list and the like etc., related to Orchid's business or its associates / joint ventures and subsidiaries.

- not provide to the press, other publicity media or any other external agency, except in accordance with the approved policies framed by the Company from time to time, any information either formally or informally

No Senior Management member of the Company or member of his or her immediate family, shall (directly or indirectly) solicit, accept or retain any gift, entertainment, donations, remuneration, service, or other benefit from any organization or person doing business or competing with the Company, other than

- (i) modest gifts or entertainment as part of normal business courtesy and hospitality that would not influence such person to act in any manner not in the best interest of the Company or
- (ii) acceptance of a nominal benefit that has been disclosed to the Company.

V. Compliance Officer

The Company has designated the Head, Vice President of Human Resources Department as its Compliance Officer. The Compliance Officer shall report breach of this code, if any, which comes to his notice to the Managing Director.

The Company shall ensure confidentiality and protection to any person who has, in good faith, reported a violation or a suspected violation of law, of this code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation.

Penalty for breach of this code shall be determined by a Group constituting, the Compliance Officer, Dy. Managing Director and the Managing Director and if the situation warrants in consultation with the Board of Directors.

Penalty may include serious disciplinary action, removal from office and dismissal as well as other remedies, including recommendations for any or all of the above, to the extent permitted by law and as considered appropriate under the circumstances.

VI. Waiver and Amendments

This code is subject to modifications as may be suggested by the Compliance Officer and approved by the Managing Director. No waiver of any of the provisions of this code shall be valid unless approved by the MD. Any amendment(s) or waiver of any of the clauses of this policy shall be approved in writing by the MD and shall be promptly updated in the Company's website.

VII. Acknowledgement

The Senior Management shall acknowledge to the Compliance Officer, the receipt of this code in the prescribed form indicating that they have received, read and understood and agree to comply with the same.

VIII. Enquiries

Any queries in respect of this policy including understanding, procedures to be complied etc., may be sent to the Compliance Officer for guidance /clarifications.