

## CODE OF CONDUCT OF BOARD OF DIRECTORS & SENIOR MANAGEMENT PERSONNEL

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by SC AGROTECH LIMITED (hereinafter referred to as "the Company"). SC Agrotech Limited defines Corporate Governance as a systematic process by which companies are directed and controlled keeping in mind the long term interest of the stakeholders. It firmly believes that good Corporate Governance is the foundation of corporate excellence. It focuses on equitable treatment of all shareholders and reinforces that it is "your company" and it belongs to you, the shareholders.

The code is intended to provide guidance to the Board of Directors and Senior Management Personnel to manage the affairs of the company in an ethical manner. The purpose of this code is to recognize and deal with ethical issues and to provide mechanisms to report unethical conduct of Employees, Board of Directors and Senior Management Personnel and to develop a culture of honesty and accountability.

### APPLICABILITY

The Code applies to the following personnel:

Board Members (whether Whole Time Directors or Part Time Directors including Independent and Nominee Directors), Senior Management Personnel of the Company.

### DEFINITIONS

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:

"Board/Directors" shall mean the Board of Directors of the Company.

"Company" shall mean SC AGROTECH LIMITED.

"Conflict of Interest" means where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company.

"Executive Directors/Whole Time Directors" shall mean and include Company's Managing Director and Directors who are in whole time employment of the Company.

"Independent Directors" shall mean an Independent Director as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India.

"Non-Executive Directors" shall mean the Directors who are not in whole time employment of the Company.

## CODE OF CONDUCT

The following are the code of Conduct adopted by the Company-

1. Every Director / Executive shall discharge his / her responsibilities at all times and in such manner so as to ensure that there is compliance with all the laws, rules, regulations as may be applicable to the company or to the transaction or to the person.
2. Every Director / Executive shall avoid being in situations that give rise to conflict between the personal interests of the person and the interest of the Company. Where such a situation is not avoidable, the person shall disclose the matter in writing to his / her superior and in the case of any Director; such disclosure should be made to the Board.
3. Every Director / Executive shall discharge his / her responsibilities at all times and in such manner so as to ensure there is full and fair disclosure as required by law, in the accounts maintained and presented by the company.
4. Every Director / Executive shall treat any data or information of the Company which has not been published or disclosed previously as confidential information and shall not disclose or transmit the same to any person who is not an employee or Director of the Company, without permission of his/her superior or the Chairman of the Board, unless such disclosure is as per the requirements of any law, or any lawful agreement to which the company is a party.
5. Every Director / Executive shall strictly adhere to the policy of the company.
6. Every Director / Executive shall at all time ensure proper use of Company's funds, assets and property
7. No Director / Executive shall knowingly suppress from the company a material fact, which can be detrimental to the interest of the Company.
8. Every Director / Executive shall ensure maintenance of a healthy and safe work environment in the company
9. Every Director / Executive shall avoid discrimination and harassment in any form, on the basis of race, religion and gender
10. Every Director / Executive shall adhere to fair and lawful competitive practices pertaining to the operations of the company.

11. Every Director / Executive must ensure that he / she does not exploit opportunities arising out of the place of work or in course of work, for personal gain.
12. Every Director / Executive shall ensure that no political contribution is made whether directly or indirectly on behalf of the Company, without permission of the Board of the Company
13. Every Director / Executive shall ensure that no statement is given to the press or any other form of media without due authorization by the person's superior or the Vice Chairman or the Board of the Company.
14. Every Director / Executive must at all times ensure to conduct him / her, so as to give respect to human beings and human values.