

Code of Conduct

Purpose

The Company is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

Application

This Code of Conduct applies to all the directors, including ex-officio directors and non board members of board committees. Directors are also required to comply with the Company's policy/code on Ethics and Standards of Business Conduct, which applies to employees and professional staff.

Directors' Duties

- All directors of the Company stand in a fiduciary relationship to the Company --. As fiduciaries, directors must act honestly, in good faith, and in the best interests of the Company and shareholders/ stakeholders.
- **A director of a company shall act in accordance with the company's Articles and comply with all the requirements of Companies Act, 2013 from time to time to be qualified Director during his tenure on the Board.**
- Directors will be adhering to strict standards of honesty, integrity and loyalty. A director shall not put personal interests ahead of the best interests of the Company.
- Directors must avoid situations where their personal interests will be in conflict with their duties to the Company or shareholders/ stakeholders. Directors must also avoid situations where their duties to the Company may conflict with duties owed elsewhere.
- In addition, all directors must respect the confidentiality of information about the corporation.
- The Directors are responsible for ensuring compliance with all applicable statutory requirements by the Company. For this the Board or any committee of the Board constitutes for that purpose will require the management to place before itself all relevant reports, certificates, with supporting documents, if any, to achieve this objective.

In case any violation or default is observed, the Board may provide the necessary directions to management for taking corrective actions and effective compliance.

- The Directors shall observe duty of care that demands on him taking an informed decision by exercising due care and diligence in overseeing management of the business of the Company
- Directors are expected to attend the Board meetings and are required to inform themselves of all material information reasonably available before making any business decision.

- A Director must bring an enquiring, open and independent mind to Board meetings, listen to the debate on each issue raised, consider the arguments for and against each motion and reach a decision that he or she believes, to be in the best interests of the Company as a whole.

Role of the Independent Directors

- The responsibilities of Independent Directors collectively or through their Committees include following:
- The Independent Directors are expected to be well informed about the Company and have an adequate understanding of the business environment in which the Company operates.
- The Independent Directors are required to contribute to Board matters in a varied and informed manner and to act as a constructive critic in looking at the objectives and plans of the executive management.
- The Independent Directors are responsible for monitoring the performance of senior management with regard to ensuring that the determined strategies and objectives of the Company are achieved to give their contribution in the decision making at the Annual meeting of Independent Directors and in Nomination and Remuneration committee.

Best Interests of the Company

Directors must act solely in the best interests of the Company. All directors, including ex-officio directors, are held to the same duties and standard of care.

Confidentiality

It is recognized that the role of director may include representing the Company in the community. However, such representations must be respectful of and consistent with the director's duty of confidentiality. In addition, the chair is the only official spokesperson for the board. Every director, officer and employee of the Company shall respect the confidentiality of information about the Company whether that information is received in a meeting of the board or of a committee or is otherwise provided to or obtained by the director. A director is in breach of his or her duties with respect to confidentiality when information is used or disclosed for other than the purposes of the Company without permission of the Chairperson.

Directors will annually sign a confirmation that they have read and will comply with this Code

[Annual declaration from independent director]

The Company Secretary

**All Indian Origin Chemists &
Distributors Limited**

6th Floor, Corporate Park,
V. N. Purav Marg,
Chembur - Mumbai 400071

Sub: Declaration by Independent Director

I, _____, do certify that I am holding the position on the Board of **All Indian Origin Chemists & Distributors Limited** as an Independent Director. I further certify that I continue to meet all the requirements specified under sub-section (6) of section 149 of the Companies Act, 2013 for holding the position of Independent Director.

Date:

[Name of Director]
DIN