

SUPER CROP SAFE LIMITED
Code of Conduct and Ethics

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1. INTRODUCTION:

Super Crop Safe Limited (SCSL) ('hereinafter referred to as the "Company"). This Code of Conduct and Ethics (the "Code") has been adopted by our Board of Directors and summarizes the standards that must guide our actions. While covering a wide range of business practices and procedures, these standards cannot and do not cover every issue that may arise, or every situation where ethical decisions must be made, but rather set forth key guiding principles that represent the Company's policies.

The Company's philosophy on Corporate Governance is built on a rich legacy of fair, transparent and effective governance. Our commitment to the highest level of ethical conduct should be reflected in all of the Company's business activities including, but not limited to, relationships with customers, suppliers, employees, the government and our stakeholders. One of our most valuable assets is the reputation for integrity and fairness.

The Code not only ensures compliance with the Company Law, the provisions of the Listing Obligation and Disclosure Requirements Regulations, 2015 and other laws, but goes beyond to ensure exemplary Corporate Governance. Even well intended actions that violate the Code may result in negative consequences for the Company and for the individuals involved. Accordingly, the Board of Directors of the Company has adopted the following code that details the following:

- Guidance on ethical standards of conduct on various matters including conflict of interest, acceptance of positions of responsibilities, treatment of business opportunities etc.;
- Responsibility to comply with Insider trading regulations and applicable laws and regulations; and
- Procedure for annual affirmations to the Code of Conduct by Directors, Senior Management and Employees.

2. OBJECTIVES :

This Code has been created in furtherance of the Company's commitment in building a strong culture of corporate governance by promoting the importance of ethics and transparency in the conduct of its operations. This Code lays down the standards of conduct that shall apply to its directors and all employees of the Company. This Code has been created with a view to protect and increase our reputation and brand equity by adhering to the values and principles set out in this Code.

3. PHILOSOPHY:

The Company is a professionally managed organization and the core value underlying our corporate philosophy is "trusteeship". We believe this organization has been handed to us by the various stakeholders in "trust" and we as professionals are the "trustees" of these stakeholders. The Company is not merely managed in the interest of their owners, but equally in those of the consumers of their products and local economy of the farmers (end users of the products). It is therefore our

responsibility to ensure that the organization is managed in a manner that protects and furthers the interest of all our stakeholders.

We are committed to operating our business confirming to the highest moral and ethical standards. We seek to contribute to the economic development of the farmers by providing best quality products.

4. DEFINITIONS:

The definitions of some of the key terms used in this Code are given below:

- a) **“Director”** means any Executive, Non – Executive, Nominee or Alternate Director of the Company.
- b) **“Employee”** means any employee or officer of the Company.
- c) **“Relative”** means ‘relative’ as defined under Companies Act, 2013.
- d) **“Senior Management”** means any personnel of the Company who are members of its core Management team excluding the Board of Directors and shall include all Personnel above the level of General Manager and all functional heads.

5. APPLICABILITY:

This Code is applicable to the following:

- a) All the Employees of the Company including Senior Management, and
- b) All Directors of the Company.

6. GOOD CORPORATE CITIZENSHIP:

The Directors and Employees shall conduct the Company’s business in an efficient and transparent manner in enduring its obligations towards the stakeholders. The Directors and Employees shall not be involved in any activity that would have any adverse effect on the interest, aspiration of the Company or against national interest. The following is the manner in which the Company’s business and transactions shall be conducted:

a) Conflict of Interest:

Our Employees have an obligation to conduct themselves in an honest and ethical manner and act in the best interest of the Company. All Employees should avoid situations that present a potential or actual conflict between their personal interest for himself or for a relative and the interest of the Company.

Although it would not be possible to describe all situation in which conflict of interest may arise, following are some examples of conflict of interest:

- Competing with the Company for the purchase or sale of property, services or other interests.
- Accepting gifts from customers, suppliers of more that modest value and other than in normal course of business which results in beneficially working in their favor in some way or other.

- Working or serving, in any capacity for a competitor, customer, supplier or other third party while employed with the Company or working contrary to laws that govern competitive practices in the marketplace.
- Directing business to a supplier owned or managed by, or which employs, a relative having an interest in a transaction involving the Company, a competitor, customer or supplier (other than as an Employee and Director of the Company and not including routine activities of the Company).

In case of an Employee, where such conflict appears at any time or is in existence at the time of the adoption of this code, such Employee shall forthwith make a disclosure in writing to the Company Secretary and Compliance Officer, who in turn shall submit such disclosures for review by the Board. Upon review by the Board the Director or Employee may be directed to avoid/resolve the conflict or to take such remedial action as is deemed suitable by the Board.

In the event that an actual or apparent conflict of interest arises between the personal and professional relationship or activities of an Employee and Director, the Employee and Director involved is required to handle such conflict of interest in an ethical manner in accordance with the provisions of this Code.

b) Compliance with applicable Law:

The Company requires that its employees and Directors strictly comply with the applicable laws and regulations in the conduct of its business, both in letter and spirit. If the ethical standards set forth in this code are more rigorous than the applicable laws and regulations, then the standards of Company's Code shall prevail.

c) Trading on Insider Information:

A Director or the Employee and their relatives shall not derive any benefits or assist others to derive any benefit from the access to and possession of information about the company, which is non-public information. They should also comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as also other regulations as may become applicable to them from time to time. They should contact Company Secretary and Compliance Officer with any questions about your ability to buy or sell of securities.

d) Protection of Confidential Proprietary Information:

Any information concerning the Company's business, its customers, suppliers, etc. to which the Directors or the employees have access or which is possessed must be considered privileged and confidential and should be held in confidence at all times, and should not be disclosed to any person, unless

- authorized by the Board of Director,
- The same is part of public domain at the time of disclosure,
- is required to be disclosed in accordance with the applicable law

Proprietary information includes all non-public information that might be useful to competitors or that could be harmful to the Company if disclosed. Unauthorized use or distribution of information of such information violates the Company's policy and could be illegal. The obligation to protect the Company's proprietary and confidential information continues even after Director or Employee leave the Company, and they must return all proprietary information to the company upon leaving the Company.

e) Acceptance of Employment / Position of responsibility:

Employees and Directors are prohibited from taking for themselves directly or indirectly business opportunities that arise through the use of Company's property, information or position unless the opportunity is fully disclosed to the Board of Directors and the Board authorizes the said Employee or Directors to pursue such opportunity.

No Employee or Directors should compete directly or indirectly with the Company unless expressly authorized.

f) Protection of the Company's Assets:

Protecting the Company's assets against loss, theft or other misuse is the responsibility of every Employee and Director. The Companies asset shall not be employed for conducting any illegal activity or for purpose other than of conducting the business of the Company.

No Employee and Director may use company's property, information or position for personal gain.

g) Company Facilities:

No director, senior management and employee shall misuse Company facilities. In the use of Company facilities, care shall be exercised to ensure that costs are reasonable and there is no wastage.

h) Public Representation:

It may be necessary to communicate information relating the Company, its operations and performance to its stakeholders, media, stock exchanges etc. In all public appearance with respect to disclosing any information in relation to the Company's activities or performance to any public constituency such as media, financial community etc., the Company shall be represented only by duly authorized personnel. This policy establishes that matters relating to public representation of the Company shall be handled by the Chairman and Managing Director or the Managing Director or Whole Time or Executive Director or such officer designated in this behalf. In addition, the Chief Financial Officer is duly authorized to make suitable public statement in relation to financial matters.

i) Gifts or Donations and Bribery and Corruption:

The Company, its Directors and Employees shall neither receive nor offer direct/indirect payments which are illegal, gifts, donations or any benefits which are intended to obtain business or unethical favors. However, the Directors or Employees may receive such nominal gifts which are customary in nature or are associated with festivals.

Our employees and those representing us, including agents and intermediaries, shall not directly or indirectly, offer or receive any illegal or improper payments or comparable benefits that are intended or perceived to obtain undue favours for the conduct of our business.

j) Electronic Usage:

Electronic resources provided to the Directors and Employees by the Company should only be used for the business of the Company. The Company prohibits any uses which are illegal or infringe on the privacy of a person or result in the transmission of inappropriate messages. The Company reserves the right to monitor electronic usage and files on the system as and when necessary.

k) Health, Safety and Environment:

The Company attaches great importance to a healthy and safe working environment. The Company is committed to provide good physical working conditions and encourages high standards of hygiene and housekeeping. The Company is furthermore committed to comply with the rules and regulations applicable for protection of the environment in which it operates. Particular attention should be made to preserve the natural resources and minimize the impact of its business operations on environment.

l) Fair treatment of Employees, Working Environment and Child Labour:

Company is committed to recruiting, employing and promoting employees on the sole basis of the qualifications and the abilities needed for the work to be performed without regard to age, sex, caste, national origin or any other non-relevant category. Company do not employ children at any workplaces.

Company is further committed to provide free working environment which will restrict unlawful harassment including sexual harassment and harassment based on age, national origin, caste, medical condition etc. Where the employee has been unlawfully harassed, he / she should file a complaint to the Company Secretary and Compliance Officer. All such harassment is unlawful. The Company's antidiscrimination and anti-harassment policy applies to all persons involved in the operation of the Company and prohibits harassment by any employee of the Company towards other employees of the Company including outside vendors and clients.

m) Employee Privacy:

Company respects our employee's privacy. Company has no concern with their conduct outside our work environment, unless such conduct impairs their work performance, creates conflicts of interest or adversely affects our reputation or business interests.

n) Company does not confiscate any personal documents or force them to make any payments to us to secure employment with us. Company does not use forced labour in any form.

o) Drugs, Alcohol and Prohibited Substances:

Use of drugs, alcohol and prohibited substances creates genuine safety and other risks at our workplace. Company does not tolerate prohibited drugs, alcohol and substances from being possessed, consumed or distributed at our workplaces, or in the course of Company duties.

7. QUALITY OF PRODUCTS AND SERVICES:

The Company shall be committed to supply goods of the highest quality consistent with the requirements of the customers to ensure their total satisfaction. The quality standards of the company's goods should at least meet the required standards and the company should endeavour to achieve standards specified by applicable law.

8. CONSEQUENCES OF NON-COMPLIANCE WITH THE CODE:

The matters covered in this Code are of the utmost importance to the Company, its stakeholders and its business partners. All Employees and Directors are expected to comply with all of the provisions of this Code in letter and spirit. The Code will be strictly enforced and violations will be dealt with immediately, including subjecting persons to corrective and / or disciplinary action such as penalty, dismissal or removal from office. Violations of the Code that involve illegal activity will be reported to the appropriate authority.

The Company encourages all Employees and Directors to report in good faith any suspected violations promptly and intends to thoroughly investigate such reports of violations made.

9. CONSULTATION AND REPORTING:

In case of any doubts / clarifications in relation to the application of the Code of Conduct, Employees are requested to consult in writing with the Company Secretary and Compliance Officer in the Company. Where any Director or Employee notes an act inconsistent with the principles set forth in the Code, he should report the same to the Company Secretary and Compliance Officer in the Company. Company Secretary and Compliance Officer in turn are required to compile all such instances in a report along with

suitable recommendation on the action required to the Board. Such report should be presented at least on a quarterly basis or sooner, depending on the nature of the complaint.

10. AMENDMENTS AND WAIVERS:

This code may be amended, modified by the Board in consultation with the Board of Directors, subject to appropriate applicable provisions of law, rules, regulations and guidelines. Any waiver of any provision of this Code should be in writing by the Company's Board.

11. ACKNOWLEDGEMENT AND ANNUAL AFFIRMATION:

All the Directors and Senior Management personnel to whom the Code applies shall, within 10 days of close of every financial year affirm compliance with the Code indicating their continued understanding of and compliance with the Code. The duly signed Annual Compliance Declaration shall be forwarded to the Company Secretary and Compliance Officer.

12. SHAREHOLDERS:

A Company shall be committed to enhance shareholder value and comply with all regulations and laws that govern shareholders' rights. The board of directors of the Company shall duly and fairly inform its shareholders about all relevant aspects of the company's business and disclose such information in accordance with the respective regulations and agreements.

13. ETHICAL CONDUCT:

Every employee of the company, which shall include whole-time directors and the managing director, shall deal on behalf of the company with professionalism, honesty, integrity as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be such by third parties.

Every employee shall be responsible for the implementation of and compliance with the code in his professional environment. Failure to adhere to the code could attract the most severe consequences including termination of employment.

14. RESPONSIBILITIES TO OUR CUSTOMER AND SUPPLIERS

If the job of any Director and Senior Manager requires interfacing or contacting any customers or potential customers, it is important to remember that you represent the Company to the people with whom you are dealing. Act in a manner that creates value for our Customers and help in build a relationship based upon trust. The Company and its employees have provided services for many years and have built up significant goodwill over the years. This goodwill is one of our most important assets, and they must act to preserve and enhance Company's reputation.

The Company's suppliers make significant contributions to our success. To create an environment where our suppliers have an incentive to work with the Company, they must be confident that they will be treated

lawfully and in an ethical manner. The Company's policy is to purchase supplies based on need, quality, service, price and terms and conditions. The Company's policy is to select significant suppliers or enter into significant supplier agreements through a competitive bid process where possible. Under no circumstances should any Company director, officer, employee or third party agent attempt to coerce suppliers in any way.

15. POLITICAL NON-ALIGNMENT:

A Company shall be committed to and support the constitution and governance systems of country.

A Company shall not support any specific political party or candidate for political office. The Company's conduct shall preclude any activity that could be interpreted as mutual dependence / favor with any political body or person, and it shall not offer or give any Company funds or property as donations to any political party, candidate or campaign, unless permitted by the Board.

16. DISCIPLINARY ACTION:

The matter 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 stated values. The Company must ensure prompt and consistent action against violation of Code. We expect all our directors, officers, employees and third party agents to adhere to these rules in carrying out their duties for the Company. Upon receipt of a determination that there has been a violation of this Code, the Company will take appropriate action against the person whose actions are found to violate these policies or any other policies of the Company. Disciplinary action may include immediate termination of employment or business relationship at the Company's sole discretion. Where the Company has suffered a loss, it may pursue legal action against the individual or entities responsible. You should review all the Company's policies and procedures of the Company.

FORM OF ACKNOWLEDGEMENT OF RECEIPT OF CODE OF CONDUCT AND ETHICS

I have received and read the Company's Code of Conduct and Ethics. I understand the standards and policies contained in the Company Code of Conduct and Ethics and understand that there may be additional policies or laws specific to my job. I further agree to comply with Company's Code of Conduct and Ethics.

If I have questions concerning the meaning or application of the Company Code of Conduct and Ethics, any Company policies, or the legal and regulatory requirements applicable to my job, know I can consult my manager, the HR department or the Legal Department, knowing that my questions or reports to these sources will be maintained in confidence.

Employee Name :

Employee Signature :

Date :