



CODE OF CONDUCT FOR THE BOARD MEMBERS AND SENIOR MANAGEMENT OF THE COMPANY

INTRODUCTION

The Need:

This code of conduct has been framed and adopted by Sunshield Chemicals Limited, hereinafter referred to as “the Company” in Compliance with the provisions of Regulation of 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations).

The Purpose:

- a. Is to ensure that the Company is well managed in the interest of the stakeholders.
- b. To conduct the business of the Company as per the principles and values which enhance the ethical and transparent process in managing the affairs of the Company.
- c. It is intended to assist the members in recognizing and dealing with ethical issues.
- d. To help to ensure compliance with legal requirements and other standards of business conduct.
- e. To provide a mechanism to report unethical conduct and to foster a culture of integrity and accountability.
- f. To dissuade members from exploiting corporate business opportunities or make due disclosures of the same.
- g. To help in the conduct of the business of the Company in a responsible manner and promote integrity among top executives.

CHANGES TO THIS CODE:

The Board reserves the right to amend, change, add, delete or modify any contents of this code at any future date. Any changes made would be prospective and will be duly communicated to members.

APPLICABILITY:

The Code applies to all Directors on the Board of Directors of the Company and to members of the Senior Management Team of the Company. The Whole-time Directors and members of the Senior Management Team of the Company are expected to abide by this Code as well as other applicable Company policies or guidelines.

“Whole-time Director” for the purpose of this Code means any Director including Managing Director who is in whole-time employment of the Company.

“Senior Management” for the purpose of this Code includes the following personnel of the Company:

- The Chief Executive Officer, so designated by the Company.
- The Departmental Heads of the Company.

GUIDELINES FOR CONDUCT:-

1) Honesty and Integrity

The Directors and Senior Management shall conduct their activities, on behalf of the Company, with honesty, integrity and fairness. They will act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgement to be subordinated. They will act in the best interest of the Company and fulfill the fiduciary obligations.

2) Corporate Opportunity

The Directors and Senior Management should not exploit for their personal gain, opportunities that are discovered through the use of Company’s property, information or position, unless the opportunity is disclosed fully in writing to the Board and the Board declines to pursue such opportunity.

3) Conflict of Interest

The Directors and Senior Management are expected to dedicate their best efforts to the business of the Company and take decisions that are independent of outside influences and in the best interest of the Company.

Conflict of interest occurs when one’s private interest in any way, or even appears to interfere, with the interest of the Company. A conflict situation can arise when members have interest that makes it difficult to perform his duties for the Company objectively and effectively.

The Directors and Senior Management who have an actual or potential conflict of interest must disclose to the Board its nature and relevant facts that may be material to judgement whether to proceed with the transaction or not. The Directors and Senior Management may proceed with the transaction only after receiving approval from the Board.

4) Information provision and usage

The Directors and Senior Management should provide to all the shareholders and other members information relevant to the business of the Company that is correct and complete. This is in line with the value of openness and transparency.

Any information concerning the Company's business, its customers, suppliers, etc. which is not in public domain and to which the member has access or possesses such information, must be considered confidential and held in confidence, unless authorised to do so and when disclosure is required as a matter of law. No Director and Senior Management shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorised.

The Directors and Senior Management should not use any confidential information to accrue personal gains.

5) Protecting the Company's Confidential Information and its assets

All confidential information must be used for Company business purposes only. The Directors and Senior Management of the Company must safeguard it. This responsibility includes not disclosing the Company's confidential information such as information regarding the Company's services or business over the internet and also properly labeling any and all documentation which is confidential as "Privileged information". This obligation extends to confidential information of third parties, which the Company has rightfully received under Non-Disclosure Agreements as well.

The Directors and Senior Management are responsible for the proper use, protection and conservation of Company's assets and resources. This includes Company properties, assets, proprietary manufacturing processes, process technology, financial data, strategies, trade secrets, corporate information and other Company rights. Care should be taken to ensure that assets are not misappropriated, loaned to others, or sold or donated, without appropriate authorization. It must be ensured that the assets of the Company are put to proper use and are safeguarded against loss, damage, misuse or theft. Company assets must not be put to personal use, nor should any other person be permitted to use Company assets.

6) Fair Dealing

In carrying out their duties and responsibilities, Directors and Senior Management should endeavor to deal fairly, and should promote fair dealing by the Company, its employees and agents, with customers, suppliers and employees.

The Directors and Senior Management should not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

7) Compliance with Applicable Laws and Regulations

The Directors and Senior Management of the Company must comply with all applicable laws, regulations, rules and regulatory orders. This would include acquiring appropriate knowledge of the requirements relating to his or her duties sufficient to enable him or her to recognize potential dangers and to know when to seek legal advice. Violations of laws, regulations, rules and orders may subject the Directors and Senior Management of the Company to individual criminal or civil liability, as well as to discipline by the Company.

8) Insider Trading

Non-public information, which might influence the market price of Company shares, should be kept in strict confidence until publicly released in accordance with applicable legal requirements and stock exchange regulations. The Directors and Senior Management shall not derive personal benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company not in public domain and which could constitute as insider information.

9) Gifts

Under no circumstances should Directors and Senior Management accept any offer, payment, favour, special service or treatment, promise to pay or authorisation to pay any money, gift or anything of value from any customer, supplier, agent, contractor, etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commitment of any fraud or harm to the Company's reputation.

Gifts given by the Company or received from suppliers, customers, agents, contractors, etc. should be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety. Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this Code.

10) Duties of Independent Directors

In addition to the above code of conduct, the Independent Directors of the Company shall also abide by the provisions of the 'Code for Independent Directors' specified in Schedule IV of the Companies Act, 2013, and perform the duties cast upon them by the said Code.

ENFORCEMENT OF THE CODE

The Board shall determine appropriate actions to be taken in the event of violations of this Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code. In determining what action is appropriate in a particular case, the Board shall take into account all relevant information, including the nature and severity of the violation,

whether the violation appears to have been intentional or inadvertent, and whether the individual in question had been advised prior to the violation as to the proper course of action.

WAIVER OF THE CODE

Any waiver of this Code may be made only by the Board.

AFFIRMATION OF ACCEPTANCE & COMPLIANCE OF THE CODE

Upon adoption of the Code, Directors and Senior Management shall affirm acceptance of this Code through a declaration that shall read as follows.

I have Received and read Code of Conduct for Members. I understand the matters contained in the Code and agree to Comply with the Code in spirit and letter.

Signed :- _____
Name :- _____
Date :- _____

All Members shall affirm compliance with the Code on an annual basis.