



CODE OF CONDUCT

I. INTRODUCTION

De Nora India Limited is committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. This code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. All the Board Members and Senior Management of the Company are expected to comply with the letter and spirit of this Code.

The Directors/Senior Management of the Company must not only comply with applicable laws, rules and regulations but should also promote honest and ethical conduct of the business. They must abide by the policies and procedures that govern the conduct of the Company's business. Their responsibilities include helping to create and maintain a culture of high ethical standards and commitment to compliance, and to maintain a work environment that encourages the stakeholders to raise concerns to the attention of the Management.

II. GUIDELINES FOR CONDUCT

This Code is applicable to all the Board of Directors of the Company and the Senior Management which would comprise all members of management reporting directly to the Managing Director, including all functional heads.

The Directors/Senior Management should seek to use due care in the performance of their duties, be loyal to the Company, act in good faith and in a manner they reasonably believe to be not opposed to the best interests of the Company. The Directors/Senior Management, should seek to :-

- i. Make reasonable efforts to attend Board/Committee/Company meetings;
- ii. dedicate time and attention to the Company; and
- iii. seek to comply with all applicable laws, regulations, confidentiality obligations and corporate policies of the Company.

III. HONEST AND ETHICAL CONDUCT

The Directors/Senior Management shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct not only on Company's premises and offsite but also at company sponsored business, social events as well as any places. They shall act and conduct free from fraud and deception. Their conduct shall conform to the best-accepted professional standards of conduct.

IV. CORPORATE BUSINESS OPPORTUNITIES



In carrying out their duties and responsibilities, the Directors/Senior Management should avoid:

- (a) appropriating corporate business opportunities for themselves that are discovered through the use of Company property or information or their position as Directors/Senior Management;
- (b) using Company property or information, or their position as Directors/Senior Management, for personal gain ; and
- (c) competing with the Company.

A corporate business opportunity is an opportunity (1) which is in the Company's line of business or proposed expansion or diversification, (2) which the Company is financially able to undertake and (3) which may be of interest to the Company. A Director/Senior Management Personnel who learns of such a corporate business opportunity and who wishes to avail of, it should disclose such opportunity to the Company's Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in such opportunity, then, and only then, may the Director/Senior Management avail of it, provided that the Directors/Senior Management has not wrongfully utilized the Company's resources in order to acquire such opportunity.

V. CONFLICT OF INTERESTS

Each Director/Senior Management should endeavor to avoid having private interests interfere with :

- (i) the interests of the Company or
- (ii) their ability to perform their duties and responsibilities objectively and effectively.

Directors/Senior Management should avoid receiving, or permitting members of their immediate family to receive, improper personal benefits from the Company, including loans (beyond the Company's Policy) from or guarantees of obligations by the Company. Directors/Senior Management should make a full disclosure to the entire Board of any transaction or relationship that such Directors/Senior Management reasonably expects could give rise to an actual conflict of interest with the Company and seek the Board's authorization to pursue such transactions or relationships.

VI. COMPANY PROPERTY

In carrying out their duties and responsibilities, Directors/Senior Management should endeavor to ensure that Management is causing the Company's assets, proprietary information and resources to be used by the Company and its employees only for legitimate business purposes of the Company.



VII. CONFIDENTIAL INFORMATION

The Directors/Senior Management shall maintain the confidentiality of Confidential Information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The Confidential Information includes all non-public information (including private, proprietary, and other) that might be of use to competitors or harmful to the Company or its associates.

The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of any Directors/Senior Management or anyone other than the Company. These obligations apply not only during a Directors/Senior Management's term, but thereafter as well.

VIII. FAIR DEALING

In carrying out their duties and responsibilities, Directors/Senior Management should endeavor to deal fairly, and should promote fair dealing by the Company, its employees and agents, with customers, suppliers and employees. They should act in good faith, with due care, competence and diligence, in the best interests of the Company and fulfill their fiduciary obligations.

Directors/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.

IX. COMPLIANCE WITH LAWS AND REGULATIONS

In carrying out their duties and responsibilities, Directors/Senior Management should comply, and endeavor to ensure that the Management is causing the Company to comply, with applicable laws, rules and regulations. In addition, if any Director/Senior Management becomes aware of any information that he or she believes constitutes evidence of a material violation of any securities or other laws, rules or regulations applicable to the Company or the operation of its business, by the Company/Director/Senior Management, then such Director/Senior Management should bring such information to the attention of any or all of the Chairman of the Audit Committee.

X. INSIDER TRADING

Directors/Senior Management should observe all applicable laws and regulations including the Company policies and Codes as applicable to them with respect to the purchase and sale of the Company's securities. Transactions, directly or indirectly, involving securities of the Company should not be undertaken without pre-clearance from the Company's compliance officer.



It is the responsibility of all the Directors/Senior Management to become familiar with and understand these laws, regulations, policies and codes and should seek further explanations and advice concerning their interpretation and if required.

Any waiver of or amendments to the Company's policies or Codes may be made only by the Company's Board of Directors and will be disclosed promptly as required by applicable laws and regulations including the rules of any exchange on which the Company's securities are listed or traded.

Directors/Senior Management should direct questions regarding the application or interpretation of these guidelines to the Company Secretary/ Compliance Officer.

XI. ENCOURAGING THE REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOR

Directors/Senior Management should endeavor to ensure that management is causing the Company to promote ethical behavior and to encourage employees to report evidence of illegal or unethical behavior to appropriate Company personnel. Directors/Senior Management should endeavor to ensure that the Company will not allow retaliation against any employee who makes a good faith report about a possible violation of the Company's Code of Conduct.

XII. DUTIES OF THE INDEPENDENT DIRECTOR

In addition to the above the Independent Directors of the Company shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;



- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

XIII. NON-COMPLIANCE

If any Director/Senior Management who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, he/she must immediately report the same to the Board of Directors or to the Chairman of the Audit Committee thereof. Such person should as far as possible provide the details of suspected violations with all known particulars relating to the issue. The Company recognizes that resolving such problems or concerns will advance the overall interests of the Company that will help to safeguard the Company's assets, financial integrity and reputation. Suspected violations of this Code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations should be appropriately investigated.

Violations of this Code of Ethics will result in disciplinary action, which may even include termination of services of the Senior Management or such other action as provided under the Companies Act, 1956 (including any statutory modification or re-enactment thereof) against the Directors. The Company's Board or any Committee/person designated by the Board for this purpose shall determine appropriate action in response to violations of this Code of Ethics.

A Director charged with a violation of this Code should not participate in a vote of a Committee or the Board concerning his/her alleged violation, but may be present at a meeting of the Board or of a Committee convened for that purpose.

Any question or interpretation under this Code of Ethics and Business Conduct will be handled by the Board or any person /committee authorised by the Board of the Company. Any waiver of this Directors' Code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.