

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT
OF UNIQUE ORGANICS LIMITED

w.e.f 1st December 2015

1. INTRODUCTION:

This Code of Conduct (“the Code”) shall be called ‘the Code of Conduct for Board Members and Senior Management of Unique Organics Limited (hereinafter referred to as “the Company”).

The Code has been framed in compliance with the provisions of Companies Act, 2013, Schedule IV read with Rules thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any.

2. DEFINITION & INTERPRETATION:

- a) The term "Board Members" shall mean Directors on the Board of Directors of the Company.
- b) In the Code, words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa.

3. APPLICABILITY:

This code of conduct applies to:

- a) The directors of Unique Organics Limited (the “Company”);
- b) Key Managerial Personnels of the Company (“KMP’s”);
- c) Personnel of the Company who are members of its core management team excluding the Board of Directors, It will also apply to all members of management one level below the executive directors including all functional heads (hereinafter collectively referred to as “Senior Executives”); and
- d) Any other employee or officer of the company who has the opportunity to materially influence the integrity, strategy and operation of the business and financial performance of the company (hereinafter collectively referred to as “other employees”).

4. PURPOSE:

The purpose of this code of conduct is to:

- a) Articulate the high standards of honesty, integrity, ethical and law abiding behavior expected of directors, Key Managerial Personnels and senior executives;
- b) Encourage the observance of these standards to protect and promote the interests of shareholders and other stakeholders (including employees, customers, suppliers and creditors);
- c) Guide directors, Key Managerial Personnels and senior executives as to the practices necessary to maintain confidence in the company's integrity and reputation;
- d) Set out the responsibility and accountability of directors, Key Managerial Personnels and senior executives to report and investigate any reported violation of this code or any other unethical or unlawful: and
- e) Ensure that the business practices of the company create a high level of confidence amongst its stakeholders.

5. HONESTY AND INTEGRITY:

The directors, Key Managerial Personnels and senior executives:

- a) Shall act honestly with integrity in all of their dealings for the company;
- b) Will not discriminate on the grounds of a person's race, religion, gender, marital status or disability;
- c) Will not make promises or commitments that the company does not intend or would be unable to honour; and
- d) Shall adhere to the truth and they should not mislead directly or indirectly nor make false statements, nor mislead by omission.

6. PERSONAL TRANSACTIONS:

The directors, Key Managerial Personnels and senior executives:

- a) Shall keep their personal or other business dealings separate from their dealings as a director or employee of the company;
- b) Shall not use the name of the company to further any personal or other business transaction unrelated to the company; and
- c) Shall use goods, services and facilities provided to them by the company strictly in accordance with the terms on which they are provided.

7. CONFIDENTIAL OF INFORMATION:

The directors, Key Managerial Personnels and senior executives:

- a) Will ensure that confidential information relating to customers, employees and company's operations is not given either inadvertently or deliberately to third parties, except to the extent necessary for the company's business without the consent of the company;
- b) Will not use company information obtained for them for personal gain financial or otherwise, nor will that information be used to obtain financial or other benefits for any other person or business; and
- c) Shall respect the privacy of others.

8. DISCLOSURE OF INTEREST:

- a) Directors, Key Managerial Personnels and senior executives shall fully disclose active private or other business interests promptly and any other matters which may lead to potential or actual conflicts of interest with the company in accordance with such policies that the directors may adopt from time to time;
- b) Directors, Key Managerial Personnels and senior executives dealings with the company must always be at arm's length to avoid the possibility of actual or potential conflicts of interest.

9. PROTECTION AND PROPER USE OF ASSETS:

- a) The company expects each director, Key Managerial Personnel and senior executive to make all reasonable endeavors to protect company's asset and to ensure its efficient use;
- b) A director, Key Managerial Personnel or senior executive may only use company's asset (for example, a product, vehicle, computer or money) for legitimate business purposes;
- c) Each director, Key Managerial Personnel and senior executive must immediately report any suspected fraud or theft of company assets for investigation.

10. COMPLIANCE WITH LAWS, REGULATIONS, POLICIES & PROCEDURES:

Each director, Key Managerial Personnel and senior executive must:

- a) Comply in letter and spirit with any applicable law, rule or regulation;

- b) Comply with the protocols, policies and procedures of the company including its Corporate Code of Conduct and code of conduct for insider trading; and
- c) Encourage other officers and employees to do the same.

11. REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOR:

The directors, Key Managerial Personnels and senior executives are encouraged to promptly contact the Vigilance Officer or the Managing Director or the Chairman of the Audit Committee, if any Director, Key Managerial Personnel or Senior Executive or any other employee believes that he or she has observed illegal or unethical behavior by any employee, officer or director, or by any one purporting to be acting on company's behalf. Any such reports may be made anonymously confidentiality will be maintained to the extent permitted by law.

12. PAYMENTS, GIFTS, ENTERTAINMENT & TRAVELS:

The directors, Key Managerial Personnels and senior executives:

- a) Shall not use their status to seek personal gain from those doing business or seeking to do business with the company; and
- b) Shall not accept any personal gain of any material significance, if offered.

13. DISCIPLINARY ACTION:

The directors and senior executives are subject to disciplinary action for violations of this code of conduct. The board of directors shall, subject to and in accordance with company's bylaws, determine the appropriate disciplinary action for violations of this code of conduct.

14. WAIVERS AND MODIFICATIONS:

Waivers of the code of conduct will be granted only when determined to be appropriate under the circumstances and in accordance with applicable laws, and only upon approval by the board of directors or an authorized Committee thereof. All such waivers will be disclosed to shareholders as and when required by applicable laws or regulation. Subject to the foregoing, this code of conduct is subject to modification by the Board of Directors at any time in order to ensure continued compliance with applicable laws, rules and regulation.

15. AMMENDMENTS:

The Code may be amended from time to time by the approval of the Board of Directors of the Company.

16. GENERAL:

- a) Every Director/Key Managerial Person/senior executive shall respectfully perform his duties as a director/Key Managerial Person/senior executive including his duties as a member of any Committee of directors/executives upon which he may serve in good faith, in a manner he reasonably believes to be in company's best interests and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
- b) This Code of Conduct shall be equally applicable in aforesaid manner to every other employee of the company failing within the meaning of clause 1 (d) above.

17. CODE FOR INDEPENDENT DIRECTORS:

The Independent Directors, in addition to the compliance with this Code, shall also comply with and adhere to the Code for Independent Directors framed in accordance with the provisions of the Companies Act, 2013 read with Schedule IV and forming part of this Code and enclosed as "**Annexure –1**".

18. ACKNOWLEDGEMENT:

All the directors, KMP, Senior Management and any other person which is/are covered in this Code of Conduct, shall read the Company's CODE OF CONDUCT and acknowledge he receipt and affirmation/ acceptance of the same that he/she has understood the standard and policies contained in the Code and agree to comply with the Code in **Annexure 2** attached with this Code of Conduct.

Annexure - 1**CODE FOR INDEPENDENT DIRECTORS OF UNIQUE ORGANICS LIMITED**

This Code is a guide to professional conduct for independent directors and the independent directors are expected to adhere to these standards and fulfill their responsibilities in a professional and faithful manner. This Code shall form part of the Code of Conduct for Board of Directors and Senior Management.

I. Guidelines of professional conduct:

The independent directors are expected to maintain the following guidelines/ standards while conducting their professional duty.

- 1) Independent directors shall uphold ethical standards of integrity and probity in the interests of the Company;
- 2) They shall act objectively and constructively while exercising their duties;
- 3) They shall exercise their responsibilities in a bona fide manner in the interest of the Company;
- 4) They shall devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- 5) They shall not allow any extraneous considerations that will vitiate their exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- 6) They shall not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- 7) They shall refrain from any action that would lead to loss of their independence;
- 8) They shall immediately inform the Board where circumstances arise which makes them lose their independence;
- 9) They shall assist the Company in implementing the best corporate governance practices.

Role and functions:

- 10) The independent directors shall help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;

- 11) They shall bring an objective view in the evaluation of the performance of board and management;
- 12) They shall scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- 13) They shall satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- 14) They shall safeguard the interests of all stakeholders, particularly the minority shareholders;
- 15) They shall balance the conflicting interest of the stakeholders;
- 16) They shall determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- 17) They shall moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

II. Duties:

- 1) The independent directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- 2) They shall 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) They shall strive to attend all meetings of the Board of Directors and of the Board committees of which they are members;
- 4) They shall participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 5) They shall strive to attend the general meetings of the Company;
- 6) Where they have concerns about the running of the Company or a proposed action, they shall ensure that these are addressed by the Board and, to the extent that they are not resolved, they shall insist that their concerns are recorded in the minutes of the Board meeting;
- 7) They shall keep themselves well informed about the Company and the external environment in which it operates;

- 8) They shall not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) They shall 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) They shall ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 11) They shall report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- 12) They shall while acting within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- 13) They shall 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.

III. Re-appointment:

- 1) The re-appointment of independent director shall be on the basis of report of performance evaluation.

IV. Resignation or Removal:

- 1) An independent director may resign from his office by giving a notice in writing to the Company and to the Registrar of Companies in the manner and in accordance with the provisions of section 168 of the Companies Act, 2013 ("the Act").
- 2) An independent director may be removed from his office in accordance with the provisions of section 169 of the Companies Act, 2013.

V. Separate meetings:

- 1) The independent directors shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management of the Company;
- 2) All the independent directors shall strive to be present at such meeting;
- 3) Such meeting shall:

- a) review the performance of non-independent directors and the Board as a whole;
- b) review the performance of the chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- c) assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VI. Performance Evaluation:

- 1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- 2) On the basis of the report of performance evaluation, it shall be determined whether to re-appoint the independent director.

VII. Training Programme:

The independent directors shall attend the training programme as may be organized by the Company in order to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

VIII. Adherence to the Applicable Laws:

- 1) The independent directors shall adhere to the provisions of the Companies Act, to the extent and as may be applicable to them.
- 2) They shall comply with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3) They shall comply with the Code of Conduct for Board of Directors and Senior Management.
- 4) They shall comply with the Code of Business Ethics of the Company.
- 5) They shall comply with all the laws to the extent and as may be applicable to the Company.
- 6) They shall give a declaration that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time in the format as given in 'Annexure 3' at the first meeting of the Board in which they participate as directors and thereafter at the first meeting of the Board

in every financial year or whenever there is any change in the circumstances which may affect their status as an independent director.

- 7) They shall from time to time furnish to the Company such declarations, disclosures, statements as may be required to be furnished by the Directors under the relevant laws.
- 8) An independent director shall be held liable in respect of such acts of omission or commission by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in the Companies Act, 1956 or the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annexure 2

Date:

To

The Board of Directors
Unique Organics Limited
E-521, Sitapura Industrial Area,
Sitapura, Jaipur-302022 (Raj.)

Dear Sirs,

Sub: Acknowledgement of acceptance/confirmation of compliance with the Code of Conduct for Board and Senior Management pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I,(Name of Director/ Senior Management Personnel),(Designation) of Unique Organics Limited, do hereby confirm that I have read and understood the Code of Conduct applicable to the Board Members and Senior Management of the Company and that to the best of my knowledge and belief, I have complied with the requirements of this Code during the preceding financial year(mention previous year) and / or I affirm that I will comply with the requirements of this Code during the current financial year..... (mention current year).

.....

(Signature)

(Name of Director/ Senior Management Personnel)

(Designation)

(DIN, if any)

Annexure 3

Declaration by Independent Director required u/s 149 (7) of the companies Act, 2013, for the F.Y

Date

The Board of Directors

Unique Organics Limited
E-521, Sitapura Industrial Area,
Sitapura, Jaipur-302022 (Raj.)

Dear Sirs/Madam,

I under signed hereby declare that I meet the criteria of independent director as provided in sub section 6 of section 149 of the Companies Act, 2013. Further I confirm that upto the date of this certificate, apart from receiving the sitting fee for Board and Committee meetings, I didn't have any pecuniary relationship of transactions with the company, its promoters, directors, senior management of the company or its holding, subsidiary or its associates, again I am not and have not been a material supplier, service provider or a customer or a Lessor or Lessee of the company which may affect my independence as an independent director on the Board of the company.

I Further declare that:-

- 1) I am or was not a promoter of the company or its holding, subsidiary or associate company;
- 2) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;
- 3) I have or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- 4) None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

- 5) I am, neither myself nor any of my relatives—
- a. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which I am proposed to be appointed;
 - b. Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which I am proposed to be appointed, of—
 - i. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - ii. Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. Or more of the gross turnover of such firm;
 - c. Holds together with my relatives two per cent. or more of the total voting power of the company; or
 - d. Is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five per cent. Or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that hold two per cent. or more of the total voting power of the company; or
 - e. I am, neither myself nor any of my relatives possesses such other qualifications as may be prescribed.

I undertake that I shall seek prior approval of the Board if and when I have any such relationship/transaction, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering into such relationship/transactions.

Thanking you,

Yours Faithfully,

(Signature)

Name of the Independent Director

DIN: