

**KEMISTAR CORPORATION LIMITED**  
**CIN: L24233GJ1994PLC022845**  
**CODE OF CONDUCT AND ETHICS**

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**1. INTRODUCTION:**

**a. What is this “Code of Business Conduct and Ethics”?**

This Code of Business Conduct and Ethics describes and summarises the standards of business conduct for the Company and also highlights the importance of ethical value in conducting the business affairs of the Company.

**b. Purpose of this “Code of Business Conduct and Ethics”:**

"The Company's Board of Directors and Management Personnel are responsible for and are committed to setting the standards of conduct contained in this code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of investors and all other stakeholders as also to reflect corporate, legal and regulatory developments. This Code should be adhered to in letter and in spirit."

**c. Applicability of this Code:**

1. This Code is approved by the Board of Directors in their meeting pursuant to the requirements of Clause 49 sub clause II E of listing agreement and is now amended inter alia to include duties of Independent Directors as per Schedule IV of the Companies Act, 2013.

2. The Code is applicable to:

- Members of the Board

This Code is not intended to cover every legal or ethical issue that may arise in course of the business.

**2. COMPLIANCE WITH THIS CODE:**

We are committed to the highest level of ethical conduct and it should be reflected in all business activities of the Company. We must respect and adhere to these practices. These practices have various legal and regulatory consequences. The violation of the same would create significant liability for you, the Company and its employees, officers and Directors.

It will be our responsibility to enforce this Code of Business Conduct and Ethics.

Any violation would be reported to the Head of Department and it may lead to disciplinary action up to and including termination.

**3. APPLICABLE LAWS:**

Each director, officer and employee must acquire appropriate knowledge of the requirements regarding his or her duties sufficient to enable him or her to comply with the provisions of all applicable laws, rules, regulations and any other statutory orders.

**4. CONFLICT OF INTEREST:**

A conflict of interest exists where the interests or benefits of any employee, officer or director of the Company conflict with the interest or benefit of the Company and its affiliates.

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Our employees, officers and directors of the Company are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct. The honest conduct would be a conduct that is free from fraud or deception. The ethical conduct would be a conduct conforming to the accepted professional standards of conduct.

Each of us has responsibility to handle such actual or apparent conflict of interest in ethical manner taking in view the principles and standards laid down in this Code.

**5. DISCLOSURE PRACTICES OF THE COMPANY:**

We all are committed to ensure timely and adequate disclosure of relevant information to the shareholders, SEBI, ROC, Stock Exchanges and all other legal and statutory authorities. Such disclosure shall be full, accurate, timely, understandable and true & fair.

**CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT:**

The Board of Directors (the "Board") and the senior management of Kemistar Corporation Limited subscribe to the following Code of Conduct adopted by the Board.

They would

- i. use due care and diligence in performing their duties of office and in exercising their powers attached to that office;
- ii. act honestly and use their powers of office, in good faith and in the best interests of the company as a whole;
- iii. not make improper use of information nor take improper advantage of their position as a Director;
- iv. not allow personal interests to conflict with the interests of the company;
- v. recognise that their primary responsibility is to the company's
- vi. shareholders as a whole but they should (where appropriate) have regard for the interests of all stakeholders of the company;
- vii. not engage in conduct likely to bring discredit upon the company; and
- viii. be independent in judgment and actions, and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors;
- ix. ensure the confidentiality of information they receive whilst being in office of Director and is only disclosed if authorised by the company, or the person from whom the information is provided, or as required by law;

**DUTIES OF INDEPENDENT DIRECTORS:**

The Independent Directors shall perform the duties as per schedule-IV of the Companies Act, 2013 namely:

- (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;

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- (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.

**COMPLIANCE WITH CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:**

Our Company has absolutely prohibited the use of Unpublished Price Sensitive Information and any other non-public information for trading in the securities of the Company. The violation of this would result in appropriate disciplinary and legal action.

Our Company has laid down the Code of Conduct for Prevention of Insider Trading for ensuring due compliance with the provisions of the applicable regulations regarding prevention of Insider Trading. Copy of the Code of Conduct for Prevention of Insider Trading is available with the Compliance Officer of the Company.