



CODE OF CONDUCT

(Pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)



As per Regulation 17 of SEBI (Listing Obligation and Disclosure requirements) Regulations 2015, Board of Directors of the Company is required to have a Code of Conduct to be followed by all the Board Members and Senior Management of the Company.

For this purpose, the term “Senior Management” shall mean personnel of the Company who are members of its core management team excluding the Board of Directors. Normally this would comprise all members of management one level below the Executive Directors including all functional heads. In other words Executive Directors (non Board members), Senior Vice Presidents/Vice Presidents and other functional heads will fall under the purview of this Code.

As per SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015 the Board Members and the Senior Management shall affirm compliance with the Code on an annual basis. The Annual Report of the Company shall contain a declaration to this effect signed by the Chief Executive Officer. This Code will also be put on the Company’s web site.

A copy of the Code of Conduct as approved by the Board of Directors is provided hereinafter.

The Code of Conduct for Directors and Senior Management

This Code of Conduct will provide Directors and Senior Management of Mangalam Drugs & Organics Limited (the Company) general guidance on the standards of conduct expected of the Directors and Senior Management including guidelines on conflict of interests. Within the Company there are other policies/procedures, which complement or support this Code.

Board Members and Members of Senior Management will:

- Exercise the care, diligence and skill of a reasonably prudent person under comparable circumstances.
- Ensure to enhance and maintain the reputation of the Company.
- Strive to contribute toward the growth, stability and service that the Company seeks to provide to its consumers, members, stakeholders and society in general.
- Conduct themselves in a professional, courteous, and respectful manner at all times.
- Make available to and share with fellow Directors all information as may be relevant to ensure proper conduct and sound operation of the Company.

In addition to above, Board member should also ensure the following:

- i) Make reasonable efforts to attend Board and Committee meetings regularly.
- ii) Dedicate time energy and attention to the business affairs of the company and decisions relating thereto, to ensure diligent performance of his duties.
- iii) Seek to comply with all applicable laws, regulations, confidentiality, and obligations in the best interest of the company.
- iv) Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to public policy.



Compliance with Laws:

The Company's Directors and Senior Management shall comply with all the applicable provisions of laws and regulations of the countries in which the company operates. Company's Directors and Senior Management shall contact Company's legal counsel in case they have questions regarding applicable laws.

No Director or Member of Senior Management shall commit or condone an illegal act or instruct another employee, etc. to do so. Directors and other Senior Management are expected to be sufficiently familiar with any legislation that applies to their work, to recognize potential liabilities and to know when to seek legal advice.

No Director or Member of Senior Management staff shall create or condone the creation of a false record and shall not destroy or condone the destruction of a record, except in accordance with the guidelines laid down in this regard or permitted under any law of the land for the time being in force.

Conflict of Interest:

A Director or a Member of Senior Management has an actual conflict of interest when he is performing a duty or function of the position and in the performance of that duty or function has the opportunity to further his or her private interests.

There is an apparent conflict of interest when a reasonably well-informed person could perceive that a Director's or Member of Senior Management's ability to perform a duty or function of the position was or will be affected by the Directors' or Member of Senior Management's private interest.

The Company depends upon the integrity of all the Directors and Members of Senior Management who have knowledge of a decision or activity of the Company that involves or might involve a conflict of interest.

Directors and Member of Senior Management will perform their duties conscientiously. Every Director and Member of Senior Management must avoid any situation in which there is an actual or apparent conflict of interest that could interfere or could be perceived to interfere with the Director's or Member of Senior Management's judgment in making decisions in the Company's best interests.

Every Director and Member of Senior Management shall disclose all the circumstances that constitute an actual or apparent conflict of interest. These disclosures shall be made to the Board of Directors.

Outside Business Interests:

Directors and Members of Senior Management should declare their outside business interests at the time of engagement and are required to limit outside business activities to avoid any conflict of interests or breaches of any of the provision of this Code. Notwithstanding any outside business activity, Directors and Members of Senior Management are required to act in the best interests of the Company.



Confidential Information:

Directors and Members of Senior Management should at all times maintain the confidentiality of all confidential information and all records of the Company, and must not make use of or reveal such information or records except in course of the performance of their duties or unless the documents or information becomes matter of general public knowledge.

Similarly, Directors and Members of Senior Management should not use the confidential information obtained through their association or employment with the Company to further their private interests or the private interests of their relatives.

Directors and Members of Senior Management using the Company's computer data base or electronic mail system will be expected to comply with any internal policies and procedures that guide the storage, use and transmission of information through this medium.

Investment in Company's Shares:

Directors or Members of Senior Management are expected to comply with the Insider Trading Regulations of the Company and/or any other regulations/guidelines regarding investment in the Company's shares issued, from time to time, by the Securities and Exchange Board of India (SEBI).

Outside Employment:

Directors or Members of Senior Management may hold outside jobs or engage in modest self-employment activities in their own time, using their own resources, and in a manner not adversely affecting their performance in the Company.

However, no Directors or Members of Senior Management may accept work with a competitor, or with any entity that could lead to conflict of interest or a situation prejudicial to the interests of the Company.

Entertainment, Gifts and Benefits:

It is essential to the efficient business practices that all those who do business with the Company as Contractors /customers etc. have access to the Company on equal terms.

Directors or Members of Senior Management should not accept entertainment or gifts (gifts or entertainment in this clause includes cash, preferred loans, securities or secret commissions), which grant or appear to grant preferential treatment to a potential or actual contractor/customer of the Company. A business relationship with the Company will be conditional on compliance with this Code.

Similarly, no Director or Member of Senior Management may offer entertainment, gifts or benefits, in order to secure preferential treatment for the Company.

Gifts, entertainment and benefits may only be accepted or offered by a Director or Member of Senior Management in the normal exchanges common to business relationships.