

PARRY AGRO INDUSTRIES CODE OF CONDUCT FOR BOARD OF DIRECTORS AND EMPLOYEES:

Parry Agro Industries Limited (PAIL) Commitment to ethical and lawful business conduct is a fundamental shared value of the Board of Directors and all other employees of the Company.

Consistent with its Values and Beliefs, PAIL has formulated the following Code of Conduct as a guide. The Code sets out the standards that each director will adhere to whilst conducting their duties. The Code does not attempt to be comprehensive or cover all possible situations. It encourages the PAIL team to take positive actions, which are not only commensurate with the Values and Beliefs but are also perceived to be so. PAIL expects all its employees to implement the Code in its true spirit and in case of any doubt or confusion, to consult his/her immediate superior, the head of HR or the Business Head as relevant.

The Board of Directors adopted the following Code of Conduct and our Directors are expected to adhere to standards of loyalty, good faith, and the avoidance of conflict of interest that follow. In performing their functions, the directors and employees of the Company shall:

- Act honestly, diligently and in good faith and in the best interest of the Company as a whole.
- Perform the functions of office and exercise the powers attached to that office with a degree of care and diligence that a reasonable person would exercise if they were a director in the same circumstances.
- Must not make improper use of information obtained by them in the course of their official duty, whether from the Company or otherwise, for personal gain, or use/allow the use of such information for the financial benefit for any other person or to cause detriment to the Company.
- Not engage in any business, relationship or activity, which might detrimentally conflict with the interest of the Company.
- Maintain the principle of need to know and also confidentiality of all material non-public information about the Company, its business and affairs.
- Comply with all applicable laws, rules and regulations. In order to assist the Company in promoting lawful and ethical behavior, they must report any violation of law, rules, regulation or the code of conduct to the Head, Human Resources or the Compliance Officer.

- The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted. Employees should report to work in a condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs or alcohol in the workplace is absolutely prohibited.
- Not use their status to seek or accept any personal gains or favors from those doing or seeking to do business with the Company or from other employees of the Company.
- As a general practice employees and their close family members should not accept gifts in cash or kind, particularly if this is likely to lead to a business relationship with the Company. However, an exception to this may be made for non cash gifts up to a value of Rs.2000/- and for items that can be reciprocated such as tickets to events, business meals etc. If refusing a gift beyond this value, would affect a relationship with the Company, the gift may be accepted and handed over to the Company.
- Not share any information regarding the Company, its business and/or affairs with media without the prior approval of the Business Head.

In addition, in performing their Board and Board Committee functions, the Directors shall:

- Comply with the spirit as well as the letter, of the law and of the principles of this Code of Conduct and the Code of Conduct and Integrity policies framed by the Company from time to time.
- Not hold position of Director/Advisor with a competitor Company.
- Inform the Chairman of changes in their interests that may interfere with their ability to perform their duties, and in the case of "Independent Directors" impact their independence as a Board member.

The Directors will annually affirm compliance with this code.

The provisions of this Code can be amended and modified by the Board of Directors of the Company from time to time and all such amendments and modifications shall take effect from the date stated therein. All Officers shall be duly informed of such amendments and modifications.