

OROSIL SMITHS INDIA LIMITED

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

INTRODUCTION:

As required under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement as amended up to date, Orosil Smiths India Limited (herein referred to as "the Company"), hereby notifies the "Code of Conduct for the Board Members and Senior Management of the Company" (hereinafter referred to as "the Code").

All the Directors and members of the Senior Management are mandatorily required to understand and adhere to the code/standards prescribed herein, including any amendments/modifications/replacements thereof as may be notified by the Board of Directors of the Company from time to time, in the course of their dealings, exercise of their powers and discharge of their duties, responsibilities and obligations in relation to the Company and its transactions.

Nothing in this Code of Conduct or related communications creates or implies an employment contract or term of employment.

VIOLATIONS OF LAW:

Violations of law, this Code of Conduct or other policies or procedures should be reported immediately to the Managing Director (the Compliance Officer) of Company in writing.

The above violations can lead to disciplinary action up to and including termination/vacation of office.

APPLICABILITY:

This code shall be applicable to all the Board Members (hereinafter referred to as 'Directors') and Senior Management of the Company (i.e. one level below the executive directors, including all functional heads).

PART A - DEFINITIONS:

'Company' shall mean Orosil Smiths India Limited.

'Board Members' shall mean Board of Directors of Orosil Smiths India Limited.

'Senior Management' shall mean personnel of the company who are members of its core management team excluding Board of Directors. This would comprise of all members of management one level below the executive directors, including all functional heads.

'Independent Directors' shall mean an Independent Director as per the provisions of the Companies Act, 2013 and Listing agreement (as revised from time to time).

'Compliance Officer' means the office appointed by the Board of Directors for the purpose of this code from time to time.

PART B - COMPLIANCE:

Ethical business conduct is essential for the business of the Company. Accordingly, directors and Senior Management are expected to read and understand this Code, uphold these standards in day-to-day activities and comply with all applicable laws, rules and regulations.

Directors and Senior Management should sign an acknowledgement in the format stated at the end of this Code indicating that they have received, read and understood and agree to comply with the Code. Directors and Senior Management will be obligated to submit their signed acknowledgement indicating their continued understanding of and commitment to the Code, each year in March.

The principles described in this Code are general in nature, therefore, Directors and Senior Management should also review the Company's other applicable policies and procedures for more specific instructions. If they have any questions / clarifications they may contact the Compliance Officer/ Company Secretary of the company.

Nothing in this Code or in any Company's policies and procedures or in other related communications (verbal or written) creates or implies an employment contract or term of employment.

PART C - DUTIES OF DIRECTORS AND SENIOR MANAGEMENT:

The Directors and Senior Management personnel of the Company shall adhere to the following:

1. Shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct;
2. Shall be independent in their judgment and actions;
3. Shall exercise due care and diligence in performance of their duties;
4. Shall comply with all applicable laws, rules, and regulations;
5. Shall not engage in any business, relationship or activity, which may be in conflict of the interest of Company without prior approval of the Board;
6. Shall intimate the Company's Board of Directors before accepting outside directorships.