



## CRYSTAL CROP PROTECTION LIMITED (“Company”)

### CODE OF CONDUCT FOR THE DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

#### I. Definitions

- a) “**Board**” or “**Board of Directors**” means the board of directors of the Company;
- b) “**Director**” means a director appointed to the Board of the Company;
- c) “**Independent Director**” shall have the meaning as defined under the Companies Act, 2013, as amended read with relevant rules and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”); and
- d) “**Senior Management Personnel**” shall mean officers/personnel of the Company who are members of its core management team, excluding the Board and normally comprising all members of management one level below executive Directors, including all functional heads.

#### II. Meetings and minutes

Every Director shall -

- a) not participate in the discussions on any subject matter in which any conflict of interest exists or arises, whether pecuniary or otherwise, and in such cases the same shall be disclosed and recorded in the minutes of the meeting;
- b) not encourage the circulation of agenda papers during the meeting, unless circumstances so require;
- c) offer their comments on the draft minutes and ensure that the same are incorporated in the final minutes;
- d) insist on the minutes of the previous meeting being placed for approval in subsequent meeting;
- e) endeavour to have the date of next meeting fixed at each board meeting in consultation with other members of the board; and
- f) endeavour to ensure that in case all the items of the agenda of a meeting were not covered for want of time, the next meeting is held within fifteen days for considering the remaining items.

#### III. Duties of Independent Directors

In accordance with the requirements of the SEBI Listing Regulations, the duties of Independent Directors as laid down in the Companies Act are incorporated in this Code of Conduct, and are as follows:

The Independent Directors shall:

- a) undertake appropriate induction and regularly update and refresh their skills and knowledge and familiarity with the Company;
- b) 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;





- c) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) strive to attend the general meetings of the Company;
- f) 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;
- g) keep themselves well informed about the Company and the external environment in which it operates;
- h) not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) 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;
- j) 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;
- k) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or code of ethics;
- l) acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
- m) 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.

#### **IV. Strategic planning**

Every Director and Senior Management Personnel shall:

- a) participate in the formulation and execution of strategies in the best interest of the Company and contribute towards pro-active decision making at the board level; and
- b) give benefit of their experience and expertise to the Company and provide assistance in strategic planning and execution of decisions.

#### **V. Regulatory compliances**

Every Director and Senior Management Personnel shall:

- a) endeavour to ensure that the Company abides by all the provisions of the Securities and Exchange Board of India Act, 1992, Securities Contracts (Regulation) Act, 1956, rules and regulations framed thereunder and the circulars, directions issued by the SEBI from time to time;
- b) endeavour for compliance at all levels so that the regulatory system does not suffer any breaches;
- c) endeavour to ensure that the Company takes steps commensurate to honour the time limit stipulated by SEBI for corrective action; and
- d) not support any decision in the meeting of the Board which may adversely affect the interest of investors and shall report forthwith any such decision to the SEBI.





## **VI. General responsibility**

Every Director and Senior Management Personnel shall:

- a) place priority for redressing investor grievances and encouraging fair trade practice so that the Company becomes an engine for the growth of the energy trading market;
- b) endeavour to analyse and administer issues of the Company with professional competence, fairness, impartiality, efficiency and effectiveness;
- c) submit the necessary disclosures/statement of holdings/dealings in securities as required by the Company from time to time as per the Articles of Association;
- d) unless otherwise required by law, maintain confidentiality and shall not divulge/disclose any information obtained in the discharge of their duty and no such information shall be used for personal gains;
- e) maintain the highest standards of personal integrity, truthfulness, honesty and fortitude in discharge of their duties in order to inspire public confidence and shall not engage in acts discreditable to their responsibilities;
- f) perform their duties in an independent and objective manner and avoid activities that may impair, or may appear to impair, their independence or objectivity or official duties;
- g) perform their duties with a positive attitude and constructively support open communication, creativity, dedication, and compassion; and
- h) not engage in any act involving moral turpitude, dishonesty, fraud, deceit, or misrepresentation or any other act prejudicial to the administration of the Company.

## **VII. Annual Affirmation**

Every Director and Senior Management Personnel shall declare adherence to the code of conduct for the Board and the senior management annually.

