





IOL Chemicals And
Pharmaceuticals Limited



Corporate Office:
85, Industrial Area 'A',
Ludhiana - 141003,
Punjab, India.

 + (91)-(161)-2225531/35
 contact@iolcp.com

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

CORPORATE POLICIES



Contents

SR. NO	PARTICULARS	PG. NO
1	Introduction	1
2	Definitions	1
3	Code of Conduct	2
4	Duties of Independent Directors	3
5	Violations of Code	4
6	Review and Amendmntns of the code	4



1. INTRODUCTION

This Code of Conduct for the Board of Directors (hereinafter referred to as the Directors) and Senior Management (hereinafter referred to as the Officers) of the Company aims at maintaining the highest standard of Business Conduct & Ethics for the Company, provides guidance in difficult situations involving conflict of interest & moral dilemma and ensures compliance with all applicable laws.

2. DEFINITIONS

- 1) 'Senior Management' shall mean personnel of the company in the rank of general manger and above in the company.
- 2) 'The Code' means this Code of Conduct for Directors and Senior Management.
- 3) Other terms not specifically defined here shall have the same meaning as assigned under the Companies Act, 2013 and rules and regulations made there under.

3. CODE OF CONDUCT

1) NATIONAL INTEREST

The Company and its Officers shall be committed in all its actions to benefit the economic development of the countries in which it operates. It shall not engage in any activity that would adversely affect such an objective. It shall not undertake any project or activity to the detriment of the nation's interests, or those that will have any adverse impact on the social and cultural life patterns of its citizens.

The Company and its Officers shall conduct its business affairs in accordance with the economic, development and foreign policies, objectives and priorities of the nation's government, and shall strive to make a positive contribution to the achievement of such goals at the international, national and regional level, as appropriate.

2) HONEST AND ETHICAL CONDUCT

All the Directors and Officers should act in accordance with the highest standards of personal and professional integrity, honesty and ethics. Their conduct should be free from fraud and deception and it should help foster a culture of honesty, truthfulness, reliability, accountability and respect for human values in the Organisation.

3) CONFLICTS OF INTEREST

All Directors & Officers should be scrupulous in avoiding situations wherein financial or personal considerations tend to compromise the exercise of professional judgments in discharging of their duties. They should not allow personal interests to conflict with the interests of the Company. Acceptance of any undue offer, gift, money or money's worth or favour, whether for himself/ herself or for family members, from any business associates, is prohibited.

4) CONFIDENTIALITY

All Directors and Officers should respect the confidentiality of all the confidential information, regarding the Company including but not limited to technical processes, patents, business processes, product developments, R&D, expansion plans, prices of goods, raw materials and Plant & Machinery, its customers, suppliers, employees, associates etc., acquired by them in the course of their duties. No such information is to be disclosed except when it is authorized or legally required. The use of such information for his or her own advantage or profit is prohibited.

5) PROTECTION AND PROPER USE OF COMPANY'S PROPERTY

All Directors and Officers shall themselves make and ensure the use of Company's Property in most efficient and economic manner. All efforts should be made to protect the Company's Property from any misappropriation, theft, carelessness etc. and the Property must be used for legitimate and official purposes only.

6) COMPLIANCE WITH ALL APPLICABLE LAWS

All Directors and Officers must comply with all applicable Government Laws, Rules and Regulations. They should make themselves conversant with all the latest legal provisions required in discharging of their duties so that no action of them should jeopardize the Company.

7) ENHANCING THE VALUE OF THE ORGANISATION

All Directors and Officers should strive hard to adopt a customer oriented approach and to make the Company more competitive. They should endeavor to continuous improvement in all the business plans and processes, should foster suggestions / take innovative steps for the betterment of the Company.

8) POLITICAL NON-ALIGNMENT

The Company and its Officers shall be committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India. The Company and its Officers shall not support, directly or indirectly, any specific political party or candidate for political office. The Company shall not offer or give any company funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign.

9) DISCLOSURES

All Directors and Officers should ensure to provide a full, fair, accurate, timely and understandable disclosures in all reports and documents required to be presented to shareholders, investors and other Government Authorities.

4. DUTIES OF INDEPENDENT DIRECTORS

The independent directors shall—

- 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;
- 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 behavior, 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.

5. VIOLATIONS OF CODE

The Board of Directors will have the power to take appropriate action against anyone found violating the provisions of the Code. Where the Company has suffered a loss due to such violation, it may pursue remedies against the individual.

6. REVIEW AND AMENDMENTS OF THE CODE

The Board of Directors is committed to continuously review and update the policies and procedures. Therefore, this code is subject to review and modifications as the Board may think appropriate from time to time.

This Code has been adopted by the Board of Directors of the Company in its meeting held on 13th August 2015.



IOL Chemicals And
Pharmaceuticals Limited

Registered Office:

Village & Post Office - Handiaya,
Fatehgarh Channa Road,
Barnala - 148107, Punjab, India.

Email: contact@iolcp.com
Website: www.iolcp.com