



MANGALAM SEEDS LIMITED

Regd Office: 202, Sampada Complex, B/h. Tulsi Complex, Mithakhali Six Roads,
Navrangpura, Ahmedabad- 380009.

CIN: L01112GJ2011PLC067128

Code of Conduct for Board Members and Senior Management Personnel

Introduction:

The Board of Directors of the Company has adopted the following Code of Conduct in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015. This Code of Conduct (hereinafter referred to as 'the Code') shall be called as 'Code of Conduct for Directors and Senior Management'.

Applicability:

The code is applicable to the following persons (the Officers):

- i. Members of the Board of Directors of the Company and
- ii. Members of Senior Management of the Company (i.e. one level below the executive directors, including all functional head).

Objective:

This Code sets forth the guiding principles on which the Directors and Members of the Senior Management of the Company shall conduct themselves and discharge their responsibilities towards the stakeholders, government and regulatory agencies, customers, suppliers, society at large and all others with whom the Company is connected. The Directors and Members of the Senior Management recognize that they are the trustees and custodian of public money and in order to fulfill their fiduciary obligations and responsibilities, they shall maintain and continue to enjoy the trust and confidence of public at large by rendering their duties in an efficient and transparent manner.

The Code:

The Directors and Members of the Senior Management of the Company agree to abide by the following Code of Conduct:

- Make best efforts to attend the Board, Committee, Members and other Company meetings.
- Always adhere and confirm to all statutory and mandatory laws, rules, regulations, bye laws as may be applicable to the Company.
- Make concerted efforts to share and enhance the knowledge and information reserve in the Company.
- Ensure the security of all confidential information belonging to the Company in every possible manner.
- Be honest and fair in their dealing with Government authorities, stakeholders, customers, suppliers, service providers and business partners.
- Not to be associated in any way, directly or indirectly, with the competitors of the Company while on Board or employment of the Company.
- Not to derive personal benefit or undue advantages (financial or otherwise) by virtue of their position or relationship with the Company and for this purpose:
 1. shall adopt total transparency in their dealings with the
 2. Company shall disclose full details of any direct or indirect personal interests in dealings/transactions with the Company
 3. shall not be a party to transactions or decisions involving conflict between their personal interest and the Company's interest.
- Do not accept or derive any personal gratification from suppliers, service providers, business partners or any other agency in their dealings with them.
- Help in establishment of the Company as Equal Opportunity Employer.
- Cooperate with the Company in discharging its social responsibilities Not to conduct them-selves in a manner that harms or adversely affects the reputation of the Company in any way.
- Accept that they shall be accountable to the Board for their actions, violations and defaults in their capacity as a Director / member of the Senior Management of the Company, as the case may be

Disclosure of Interest:

It is an obligation of every Officer of the Company to disclose nature of his / her interest or concern in any material transaction made or proposed to be made on behalf of the Company. Disclosure under this clause shall be made by the Officer to the Compliance Officer as soon as it comes to his / her knowledge. General notice given to the Compliance Officer to the effect that he / she is related to such & such persons and is to be regarded as concerned or interested in any transaction, which may, after date of the notice, be entered into with that person(s), shall be deemed to be sufficient disclosure of his / her concern or interest in relation to any transaction. Such notice shall be made annually and shall be submitted to the Compliance Officer before the expiry of the first month of the Financial Year to which it relates. Any change to the Notice shall be intimated to the Company within fourteen days of the occurrence of such change.

Code for Independent Director

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

Guidelines of professional conduct:**A. PROFESSIONAL CONDUCT**

As an Independent director of the Company, they shall:

- a. uphold ethical standards of integrity and probity;
- b. act objectively and constructively while exercising their duties;
- c. exercise their responsibilities in a bona fide manner in the interest of the Company;
- d. devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- e. not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

- f. refrain from any action that would lead to loss of their independence;
- g. where circumstances arise which make them as an Independent Director lose their independence, Independent Director must immediately inform the Board accordingly;
- h. assist the Company in implementing the best corporate governance practices

B. ROLE AND FUNCTIONS

As an Independent director of the Company, they shall:

- a. help in bringing an Independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- b. bring an objective view in the evaluation of the performance of board and management;
- c. scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- d. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- e. safeguard the interests of all stakeholders, particularly the minority shareholders;
- f. balance the conflicting interest of the stakeholders;
- g. determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management;
- h. moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

C. DUTIES

As an Independent director of the Company, they shall:

- a. undertake appropriate induction and regularly update and refresh their skills, 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 Independent Director are a member;
- d. participate constructively and actively in the committees of the Board in which Independent Director are a chairperson or a member;
- e. strive to attend the general meetings of the Company;
- f. ensure that their concerns about the running of the Company or a proposed action 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. 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;
- i. 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;
- j. report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- k. acting within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;

- l. 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.

Use of Company's Funds & Assets:

The Company expects all Officers to use Company's funds diligently. The Officers are prohibited from using Company assets, Confidential or Proprietary information or position for personal gain.

Compliances of the Code

Each Director and Senior Management Personnel shall monitor his or her personal compliance with the code. Also in terms of Regulation 26 (3) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, all members of the Board of Directors and Senior Management Personnel shall affirm compliance with this Code on an annual basis.

Consequence of Non-Compliance of this code

In case of breach of this code by the Directors, the same shall be dealt with by the Board of Directors for initiating appropriate action, as deemed necessary. In case of breach of this Code by the Senior Management, the Managing Director shall deal the same.

Placement of the Code on website

As required by Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, this code and any amendment thereto shall be posted on the website of the company.
