

**CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT  
OF  
PERFORMANCE CHEMISERVE LIMITED**

**Background:**

The provisions of regulations of 17(5) of SEBI (Listing Obligations and Disclosures Requirements Regulations), 2015 (hereinafter referred as "Listing Regulations") provides that the Board of Directors of a listed Company shall lay down a code of conduct for all the members of its Board of Directors and Senior Management. Accordingly, the Board of Directors at their meeting held on 25<sup>th</sup> July 2023 have approved the said Code of Conduct.

**Applicability of the Code**

The Code applies to Directors and Senior Management of the Company.

For purpose of this Code, Senior Management means as defined in Regulation 16 (1) (d) of Listing Regulations, which is as given below:

"Senior Management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

In performing the Board and the Board Committee functions, the Company's Directors and Senior Management, wherever applicable, shall abide by the following:

**(A) Meetings**

- (a) Endeavor to attend and actively participate in Meetings of the Board and of the Board Committee(s) on which they serve.
- (b) Not participate in the discussion of any subject matter in which any conflict of interest exists or arises, whether pecuniary or otherwise, and in such cases the same is to be disclosed and recorded in the minutes of the meeting.

**(B) Strategic Planning**

- (a) Participate in the formulation and execution of business strategies in the best interest of the Company and contribute towards pro-active decision making at the Board level or Committee level.
- (b) Contribute benefit of his knowledge, experience and expertise to the Company and provide assistance in strategic planning and execution of decisions related thereto.
- (c) Supervise the management of the business including setting financial and operating policies and reviewing their implementation.

**(C) Regulatory Compliances**

Endeavor that the Company abides by and complies with all the provisions of the Companies Act, SEBI Act, Securities Contracts (Regulation) Act, SEBI (Prohibition of Insider Trading) Regulations, 1992, Listing Agreement and all other laws as applicable.

**(D) General Duties/Responsibilities**

- (a) Make use of every reasonable opportunity to use his knowledge, skill and professional competence in the process of decision-making and the discharge of their duties.
- (b) Discharge their duties with utmost care, skill and in a fair and impartial manner. Submit the necessary disclosures of interest / statement of holdings / dealings in securities as required under Companies Act, and SEBI (Prohibition of Insider Trading) Regulations, 1992 and comply with the procedures laid down by the Company for the prevention of Insider Trading.
- (c) Unless otherwise required by law, maintain confidentiality and not divulge / disclose any information obtained in the discharge of their duties to any person except the Board and that not use such information for personal gains.
- (d) Maintain the highest standards of personal integrity, truthfulness, honesty and fortitude in the discharge of their duties in order to inspire shareholder's confidence.
- (e) Not engage in any acts discreditable to his responsibilities.
- (f) Avoid any interest or activity, which is in conflict with the conduct of their duties.
- (g) Not associate with the Company's competitors in any manner prejudicial to the interest of the Company.

- (h) Protect the Company's interests and not utilize his position to the detriment of the Company's interest or to his personal interest.
- (i) Perform their duties in an independent and objective manner and avoid activities that may impair or may appear to impair his independence or objectivity.
- (j) Not engage in any act involving moral turpitude, dishonesty, fraud, deceit or misrepresentation or any other act prejudicial to the Company.
- (k) Not enter into any financial and commercial transactions, where they have personal interest that may have a potential material conflict with the interest of the Company at large; And in case of any deviation from this requirement, communicate the same to Compliance Officer within three days of entering into such contract or arrangement.

**(E) For only Directors**

In addition to the above, all the directors of the Company shall abide by the following duties, as prescribed under section 166 of the Companies Act, 2013:

- (a) Subject to the provisions of the Companies Act 2013, Directors shall act in accordance with the articles of the Company.
- (b) Directors shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- (c) Directors shall exercise their duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

- (d) Directors shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- (e) Directors shall not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners, or associates and if such director is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the Company.
- (f) Directors shall not assign their office and any assignment so made shall be void.

**(F) For Independent Directors**

As required by the SEBI LODR Regulations, in addition to the duties specified in (D) and (E) above, the independent directors shall abide by the following duties, as specified in schedule IV to the Companies Act, 2013:

- (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 he/she 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 to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.
- (i) Pay sufficient attention to 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 ethics policy.
- (l) Acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.
- (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.

**(G) AFFIRMATION**

All Directors and Senior Management Executives shall affirm compliance with the Code on an annual basis within 30 days of close of every financial year ending on 31<sup>st</sup> March.

**(H) Dissemination on Website of the Company**

Pursuant to the provisions of Regulation 62(1A)(c) of the Listing Regulations, a copy of the code of conduct will be disseminated on the website of the Company.

This Code of Conduct is subject to review from time to time.

For Performance Chemiserve Limited

  


Sailesh C Mehta  
Chairman  
26<sup>th</sup> July 2023

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