



DEEPAK NITRITE LTD



Code of conduct for Employees

Dear Colleague,

We pledge to grow into a company that is respected and loved by our all employees, customers, shareholders, business partners and community at large.

We have adopted this Code of Conduct to set expectations for every employee about how we are to operate our businesses, work with customers, suppliers, and other business partners, serve our shareholders, and interact with our communities and with each other.

Please read the current version of DNL Code of Conduct and take pride in upholding the high standards of corporate and personal behavior.

This Code of Conduct is designed to serve as a resource guide to help all employees to make decisions that reflect our core values. If a guideline to a certain circumstance is not found on the Code of Conduct, it is important to adopt a law-abiding spirit embedded in the DNL Values and the Code of Conduct, and take actions grounded on common sense and rational judgements within the boundary of relevant laws.

Please have the courage to speak up if you see anything that appears to breach this Code. Your concerns will be considered seriously and DNL will not tolerate retaliation against anyone.

As you go through this Code of conduct, be guided by its expectations and continue to live out DNL values in your work every day.

Date : September 1, 2020

A handwritten signature in blue ink, appearing to be "H. P. Singh".

Chief Executive Officer &
Executive Director

Code of Conduct for Employees

1.0	OUR VALUES
	<p><u>Innovativeness</u> Disruptive ideas and innovation. Driving not just product ideas but also innovation in terms of processes and employee engagement. Thus, maximizing growth.</p> <p><u>Agility</u> Change is constant. To respond to change and deliver results rapidly in this dynamic world.</p> <p><u>Responsiveness</u> We don't just respond, we give solutions, and we take responsibility towards employees, customers and all other stakeholders.</p> <p><u>Performance Driven</u> Deep category insights for opportunity spotting and delivering solutions. Rewarding performance across verticals, thereby setting examples of leadership.</p> <p><u>Ownership</u> Everyone is a leader. Everyone is a team member. Everyone takes equal responsibility for company's growth. Where the vision becomes not just the company goal but the individual goal as well.</p>
2.0	INTRODUCTION - QUESTIONS AND ANSWERS
2.1	Why do we have a Code of Conduct?
	<p>Code of Conduct ('CoC', 'Code') brings together the most important policies and rules that apply to Deepak Nitrite Limited ('DNL', 'the Company') and all subsidiaries (including Deepak Phenolics Limited 'DPL'), its employees including employees in the Senior Management cadre. These are set of regulations, policies, principles and guidelines which help the Company to convert its vision and values into everyday conduct. Code tells us how we should work at DNL and how we are expected to interact with our stakeholders.</p> <p>Code aims to help us maintain a lawful, honest and ethical environment throughout the Company.</p>
2.2	To whom do the rules and policies of this Code apply?
	The policies, rules and guidelines in this CoC apply to all employees/associates, including contractual employees of DNL and its subsidiaries.
2.3	What is the basis for all of these policies?
	This Code has some policies which are internal to DNL, but all our employees are expected to comply with all applicable government laws, rules and regulations, even if they are not specifically mentioned in this CoC.
2.4	What if I have questions about this Code?
	Many of the policies are based on complex laws and regulations. Each policy is important because even an unintentional breach could have serious consequences for the individuals involved and for DNL. Training sessions will be held for you to better understand this Code. Therefore, please ensure that you attend the training sessions. Please feel free to ask any number of questions during the training sessions.

2.5	What should I do after reading this CoC?
	Please read it carefully, making sure you understand every section. Once you have read the Code, please fill in the completion self-certification on the intranet.
2.6	What am I required to do, if I am aware of a breach of any rule?
	It is your responsibility to report any breach of policy or rule, law, regulation of which you become aware. To do this, follow the steps in the 'Whistle Blow Policy' being issued separately.
2.7	Will reporting a breach of any rule or policy, in any way jeopardize my job?
	Our policies are designed to protect anyone who, in good faith, reports a breach of this Code. Any attempt of retaliation would not only breach DNL's policy, but could also be against the law, and will be addressed accordingly.
2.8	Is this Code all-inclusive?
	In addition to the policies in this Code, DNL has other important policies in place that relate particularly to certain aspects of its business, such as detailed financial, employee-related, production, sales and marketing policies and procedures. This CoC has to be read in conjunction with those policies and procedures. If you would like to see any of DNL's other policies, please consult your manager or your HR Manager.
3.0	COMPLIANCE WITH LAWS, RULES AND REGULATIONS
	DNL is committed to comply with all the local laws of the country. There are also laws of other countries that may apply to DNL operations inside and outside India. Although, you are not expected to know the details of all the laws that govern DNL's business in every jurisdiction, but you are expected to understand those applicable to your duties. You need to understand the regulatory environment in which the Company operates. Do seek advice from your manager when in doubt. DNL's ethical standards are based on obeying both the letter and spirit of the law. Therefore, you are always expected to conduct your business affairs with honesty, integrity and good judgment.
3.1	BRIBERY AND CORRUPTION
	We have a 'zero tolerance' policy towards bribery and corruption. In adherence with the anti-bribery and anti-corruption laws enacted by the government and the regulatory authorities, all employees and those representing DNL, including agents, consultants and other third parties, shall not, directly or indirectly, offer or receive any illegal or improper payments, benefits that are intended or perceived to give or obtain, undue favours for the conduct of business.
3.2	FRAUD
	Fraud is intentional deception or illegal, unethical, dishonest, or improper conduct that could result in gain, profit or advantage to an employee or harm or loss to the Company or another party. Engaging in fraud is a fundamental breach of our core value of care and integrity and the Company treats it as a most serious breach of Code of Conduct. Fraud can occur in part of the company, in many ways, employees must protect the company's assets and to this end, employees must not commit any fraud or be complicit and report any suspected or attempted fraud, unexplained disappearance of funds or assets, or other suspected criminal activity. All cases of fraud will be investigated, recovery of losses arising will be pursued and disciplinary procedures fully enforced against employees engaged in or complicit in fraudulent acts.
3.3	MONEY LAUNDERING
	Money laundering is the process of hiding illegal funds, or making them look as though they are legitimate, or using legitimate funds to finance/support crime or terrorism.

	<p>The Company cannot be used as a vehicle for any money laundering activities and will co-operate fully with any investigation conducted by regulatory authorities involving potential money laundering by an Employee, officer, or director of the Company.</p> <p>Employees are advised to:</p> <ol style="list-style-type: none"> a) never become involved in money laundering, b) act diligently to prevent Company's products and services from being used to further money laundering and/or finance/support crime or terrorism, and c) report any suspicious activity of money laundering.
3.4	ANTICOMPETITIVE PRACTICES
	<p>We respect competition laws in all the markets in which we are active. We support the development and operation of competitive open markets and the liberalization of trade and investment in each country and market in which it operates.</p> <p>Employees of DNL shall not enter into any activity constituting anti-competitive behavior such as abuse of market dominance, collusion, participation in cartels or inappropriate exchange of information with competitors.</p> <p>We collect competitive information only in the normal course of business and obtain the same through legally permitted sources and means.</p> <p>The Company stands for fair and undistorted competition. The Company expects its employees to refrain from taking part in agreements or concerted practices with other companies that restrict competition or breach anti-trust laws.</p>
3.5	COMPLIANCE WITH SECURITIES LAWS AND INSIDER TRADING
	<p>Law stipulates that we publicly disclose certain important information about the Company, such as sales, earnings and significant acquisitions, regulatory matters and other material events. When we publicly disclose this information, it is our responsibility to do so in fair, complete, accurate, timely and understandable ways.</p> <p>Employees may find out important information about DNL before it is released to the public. It is every employee's responsibility to keep non-public information confidential. If employees have important information that has not been disclosed to the public, they are not allowed to:</p> <ol style="list-style-type: none"> a) Buy or sell DNL stock or "put" or "call" options on DNL stock, b) Disclose the non-public information to family, friends or any other person outside the Company, c) Recommend to family, friends or others that they buy or sell DNL's stock or "put" or "call" options on DNL's stock. <p>Complying with securities laws, employees of DNL shall not buy or sell securities of any other company using important non-public information they have learned while performing their duties. Employees are required to read and understand the Code of Prevention of Insider Trading of DNL.</p>
3.6	POLITICAL AND RELIGIOUS AFFILIATIONS
	<p>DNL prohibits the contribution of DNL's funds, assets, services or facilities to a political party or candidate. These restrictions are not intended to discourage or prohibit DNL employees from voluntarily making personal contributions or participating in other ways in the political process.</p>

	<p>However, this must be done on employees own time and at own expense. We will not compensate or reimburse employees or directors for any political contribution.</p> <p>We encourage our employees to participate in their communities, which may include religious activities. However, you must not use company funds or resources, or request for company reimbursement, for personal religious activities.</p> <p>At no time, by your appearance or by your action, it should appear that your participation in political or religious activity is on behalf of DNL.</p> <p>No DNL's funds, assets, services or facilities of any kind will be contributed to any foreign organization, political party official, political candidate, governmental organization or charity, directly or through an intermediary, without advance approval from MD of DNL.</p>
3.7	Child & Forced Labour
	<p>DNL does not accept any form of forced labour or child labour within the Company. It condemns any form of exploitation or discrimination and strictly complies with legal regulations. If you become aware of any non-compliance you are duty bound to immediately report the same to your manager or through the whistle blow mechanism.</p>
4.0	INTERNAL WORK CULTURE
4.1	EQUAL OPPORTUNITY AND HARASSMENT FREE WORKPLACE
	<p>DNL is an equal opportunity employer and makes employment decisions on the basis of merit. We follow principles of diversity and inclusion. We view diversity as personal and cultural differences, as well as different work and life experiences. Inclusion is our approach of promoting diversity.</p> <p>We maintain a healthy, safe and productive work environment, free from discrimination and harassment based on race, colour, religion, gender, marital status, sexual orientation, nationality, genetic characteristics, disability, age, or any other factors that are unrelated to our legitimate business interests and have been made unlawful by local laws.</p> <p>We extend this commitment to all aspects of the employees, including compensation policy, promotions, benefits, transfers, training, education, terminations and social and recreational programs.</p> <p>We expect all our managers, heads of departments to be part of this commitment personally and lead by example in the way they practice and enforce the principles that guide our approach to equal opportunities and harassment free workplace.</p>
4.2	SEXUAL HARASSMENT
	<p>We are committed to creating a safe work environment that is free from any form of sexual harassment of women at workplace. To redress complaints of sexual harassment and matters related to it, an "Internal Committee" is constituted at each location. The details of the committee are notified to all covered persons at the location (workplace).</p> <p>Sexual harassment may occur not only where a person uses sexual behavior to control, influence or affect the career, salary or job of another person, but also between co-workers. It may also occur between our employee and someone that employee deals with in the course of</p>

	<p>his/her work who is not employed by the Company.</p> <p>We do not tolerate sexual advances, actions or comments, or jokes, or any other comments or conduct that in any way creates, encourages or permits sexually offensive or intimidating work environment.</p>
4.3	ENVIRONMENT, HEALTH AND SAFETY
	<p>We conduct our business giving priority to measures which ensure safe and healthy working conditions for every employee. We firmly believe that Environment, Health and Safety at workplace, is not only to eliminate the incidence of work-related injuries, diseases, fatalities, disaster and loss of DNL's assets but also ensuring achievement of a high level of occupational environment, health and safety performance through proactive approaches to enhance the well-being of the employee and society, at large.</p>
4.4	WHISTLE BLOWING AND REPORTING VIOLATIONS
	<p>You may come across a situation that appears to be in violation of our principles as set out in this Code of Conduct, our policies, or the law. In such an instance, it is the duty of each one of you to bring such concern to the Company's attention.</p> <p>To address these concerns, we have set up Whistle blow and complaint resolution mechanism. This mechanism enables you to confidentially and anonymously report concerns. It also ensures fair investigations and effective remediation, where necessary.</p>
4.5	NON RETALIATION
	<p>We adhere to 'No retaliation policy'. To be able to raise concerns anonymously provides confidentiality to the whistle blower. There will be no retaliation against an employee or business partner who, in good faith, voices their concern.</p>
5.0	INTERACTION WITH OUTSIDE WORLD
5.1	CONFLICT OF INTEREST
	<p>It is the responsibility of every Employee to work in the best interest of DNL. Any conflict, between what is in the best interest of DNL and your own personal relationships and interest should be avoided at all times. If anyone feels that a situation may arise in near future which could be perceived as 'conflict of interest', then the employee must make a written declaration to the Company Secretary.</p> <p>Any kind of conflict of interest can have adverse effect on reputation of DNL and mar your own standing amongst your colleagues, our customers and suppliers. It is not possible to enumerate all possible conflicts of interest in this document, but some common examples are given below for your guidance.</p> <ol style="list-style-type: none"> a) Accepting fees, commissions or any other personal benefit for any reason including even in personal capacity from any person or business involved in any transaction with DNL. b) Soliciting or accepting money for your personal benefit of any amount from a current or potential supplier, customer or competitor of DNL. c) Having a financial or management interest (as an employee or director) in enterprises belonging to customers, suppliers, competitors or any other enterprises that you know or could reasonably believe have a business relationship with DNL. d) Accepting an offer to participate, through a special allocation of shares, or otherwise receiving terms or benefits not generally available to the public in an offering of securities belonging to, or underwritten by, any of our current or prospective supplier, customer or

	<p>competitor. This also applies to any firm that provides or may provide investment banking, financial advisory, underwriting or other similar services to DNL, or any other entity with which DNL has a business relationship.</p> <p>e) Except for normal banking transactions with financial institutions, borrowing from or lending money to anyone in a business relationship with us, including customers, suppliers or competitors (or fellow employees, other than in occasional nominal amounts).</p> <p>f) Engaging in business with or acting as a customer or supplier of DNL, other than in your ordinary role as an employee.</p> <p>g) Competing with DNL.</p> <p>h) Arranging or facilitating any business transaction between any of your relatives and DNL or between any of your relatives and any customer or supplier of DNL.</p> <p>i) Maintaining concurrent employment with DNL and any other organization or providing freelance services to other companies without obtaining prior approval from DNL.</p> <p>j) Facilitating a known conflict with one of our suppliers or customers or with a government official by, for example, making a payment to an individual when you know the funds would go to his or her employer or making a payment to the government official, when such payment is not permitted under applicable laws.</p>
5.2	GIFT AND ENTERTAINMENT
	<p>A gift is anything of value and includes cash and non-cash items which are given or received through direct or indirect means. Entertainment includes and is not limited to meals, entertainment, alcohol, invitations to recreational events, hospitality, etc.</p> <p>As a general principle, giving, offering or receiving of gifts and entertainment is not allowed. This should be especially kept in mind when a real or perceived attempt is being made to influence an action in exchange for the gift or entertainment.</p> <p>It is expected of us to follow the guidelines defined in the Gifts and Entertainment Policy and understand what are permissible gifts, exclusions and exceptions, and the process to be followed.</p>
5.3	CONFIDENTIALITY, INTELLECTUAL PROPERTY & INFORMATION SECURITY
	<p>We prohibit our employees from accessing, collecting, storing, processing, or sharing DNL's intellectual property or confidential business information without proper authorization.</p> <p>Intellectual property includes copyrights, patents, trademarks, product and package designs, brand names and logos, research and development, inventions and trade secrets.</p> <p>You are, at all times are expected to take precautions to protect DNL's intellectual property and confidential business information. Unauthorized use or dissemination of confidential business information to an unintended recipient can cause significant harm to our business or reputation. You should avoid talking about or sharing information about these things in public places.</p> <p>Any suspected theft of intellectual property or unauthorized disclosure of, or access to, our confidential information should be immediately reported to one's manager or through whistle blow mechanism.</p> <p>If you receive another party's proprietary information, even inadvertently, you must exercise</p>

	<p>caution to prevent any accusation that DNL misappropriated or misused the information. For example, you should avoid receiving or using confidential information owned by others unless</p> <p>(a) you are clearly authorized to do so, and</p> <p>(b) an authorized confidentiality agreement is in place between DNL and the other party or parties.</p>
5.4	MEDIA AND COMMUNICATIONS
	<p>We have officially designated spokespersons to communicate publicly on behalf of the Company in order to ensure professional, consistent, legally compliant, and honest responses to requests from the media, analysts and investors.</p> <p>You will not comment or provide documents or information to members of the news media or post on the internet or otherwise publicly share information regarding matters pertaining to our business, or any other internal matter, unless designated as official spokesperson by the Company. This is applicable to all media exchanges, whether it is 'on the record', 'off the record', unattributed, anonymous or 'background' information.</p> <p>You need to remember that when you speak on public issues or in a public forum, you do so as an individual, and you should not give the appearance of speaking or acting on DNL's behalf.</p> <p>This particularly attains more importance with the rise of social networking media. You should at all times be aware that such services are increasingly being monitored by clients, colleagues and regulators alike.</p>
5.5	OFF DUTY CONDUCT
	<p>Your private life is very much your own. However, your conduct outside duty hours can impact the reputation and business interests of the Company. We, thus, expect all our employees to be law abiding and moral citizens even during off duty. You should be guided by your values and the Code of Conduct in all your activities. Any inappropriate off duty conduct, should not in any way represent or appear to represent DNL.</p>
5.6	DUTY TOWARDS CUSTOMERS AND THIRD PARTIES
	<p>We are committed to the fundamental principles of human rights, labor rights, the environment and the fight against corruption in all our operations, which also include our Customers, Suppliers and other third parties. We treat our Customers and our third parties as business partners and expect the same level of integrity, honesty and ethical behavior from them as they can expect from us.</p>
6.0	PROTECTING DNL
6.1	ACCURATE FINANCIAL REPORTING
	<p>Accurate financial records are essential to all our operations and their compliance with laws on accounting, taxation, filings, public disclosures and other important obligations. We endeavour to maintain complete and accurate financial records that fairly represent the condition and results of the Company. Financial integrity helps us maintain the trust and confidence built with shareholders, governments, customers, suppliers, employees and other stakeholders.</p> <p>Even though multiple controls are in place to protect and preserve our financial integrity, it is the responsibility of each one of you, regardless of title or function, to follow our policies and procedures that involve Company funds and reporting of financial results.</p>

	<p>You will not knowingly, directly or indirectly, coerce, manipulate, mislead or influence any of our auditors in a way that their intended action may make our financial statements misleading.</p> <p>If you, become aware or get involved in any wrong practices, you are required to report them immediately to your manager or through whistle blow mechanism. This extends to any breach or weakness of a control of which you may be aware of.</p>
6.2	ACCURATE AND COMPLETE RECORDS
	<p>We expect our employees to timely maintain well-managed and accurate records consistent with all applicable legal requirements and industry standards. These records include both financial and non-financial records such as meeting minutes, memoranda, contracts, financial statements, payrolls, expenditures, human resource records, safety and environmental records, product information, and accounting source documents.</p>
6.3	PROTECTING COMPANY ASSETS
	<p>Our assets can be tangible or intangible. Examples of tangible assets are real estate, raw material, products, machines or personal equipment. Examples of intangible assets are brands, patents, trademarks, know-how, trade secrets, copyrights and information.</p> <p>You will use our assets for business purposes only unless otherwise authorized by appropriate management.</p> <p>You will at all times be mindful and protect Company's assets from damage, loss and criminal acts. You are expected to comply with internal controls designed to safeguard and protect our assets.</p> <p>Use of Company assets for personal gain or for illegal activities is prohibited.</p>
7.0	NON COMPLIANCE OF CODE OF CONDUCT
7.1	REPORTING NON-COMPLIANCE
	<p>If you become aware of any non-compliance or breach of the CoC, you are duty bound to immediately report the same to your manager or through the whistle blow mechanism. Failing to report serious breaches could be construed as an act of abetment on your part.</p>
7.2	ACT OF NON-COMPLIANCE
	<p>Any willful noncompliance or breach of CoC, shall attract severe disciplinary action leading up to termination of services and legal action.</p>
8.0	COMPLIANCE WITH CODE OF CONDUCT
	<p>All employees are required to read and understand the expectations of the Company spelt out in the CoC. Employees are requested to submit the attached certificate duly signed by them to their HR Manager within 15 days of receiving this CoC.</p> <p>The members of the Senior Management of the Company shall affirm the compliance of CoC to the Chief Executive Officer / Chief Financial Officer / Company Secretary of the Company, on annual basis.</p>
9.0	COMMUNICATION OF CODE OF CONDUCT
	<p>This Code of Conduct shall be communicated to all the concerned and shall be displayed on the web site of the Company.</p>