

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Emmessar Biotech & Nutrition Limited

1. Introduction

This Code of Conduct (“Code”) of **Emmessar Biotech & Nutrition Limited** (“the Company”) is to promote ethical conduct, integrity and transparency in the management of the Company.

The Code provides guidance to the Directors and Senior Management in carrying out their duties in a responsible and lawful manner and in maintaining high standards of professional conduct.

2. Applicability

This Code shall apply to:

- All **Directors** of the Company; and
- All members of **Senior Management** of the Company.

For the purpose of this Code, *Senior Management* refers to personnel of the Company who are part of the core management team and are responsible for operational or financial decision-making.

3. Principles of Conduct

Directors and Senior Management shall:

- a) Act honestly, ethically and in good faith in the best interests of the Company.
 - b) Exercise their responsibilities with due care, skill, diligence and independent judgment.
 - c) Comply with all applicable laws, regulations and internal policies of the Company.
 - d) Maintain fairness, transparency and integrity in all dealings related to the Company.
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4. Conflict of Interest

Directors and Senior Management shall avoid situations where their personal interests conflict, or may appear to conflict, with the interests of the Company.

If any actual or potential conflict of interest arises, the concerned person shall promptly disclose the same to the Board of Directors and act in accordance with the directions of the Board and applicable laws.

5. Use of Company Assets

Directors and Senior Management shall ensure that the assets, resources and property of the Company are used only for legitimate business purposes and not for personal benefit.

They shall take reasonable steps to safeguard the Company’s assets from misuse, loss or damage.

6. Confidentiality of Information

Directors and Senior Management shall maintain confidentiality of all information relating to the Company which is not in the public domain.

Such information shall not be disclosed or used for personal gain or for the benefit of any other person, except where such disclosure is authorised by the Company or required under applicable law.

This obligation shall continue even after cessation of association with the Company.

7. Fair Dealing

Directors and Senior Management shall deal fairly with the Company's stakeholders including shareholders, customers, suppliers, regulators and employees.

They shall not take unfair advantage of anyone through manipulation, concealment of information, misrepresentation of facts or any other unfair practices.

8. Compliance with Laws

Directors and Senior Management shall comply with all applicable laws, rules and regulations.

If any Director or member of Senior Management becomes aware of any violation of law or Company policy, such matter should be reported to the **Chairman of the Board or the Chairman of the Audit Committee**, as appropriate.

9. Insider Trading

Directors and Senior Management shall comply with the provisions of the **SEBI (Prohibition of Insider Trading) Regulations, 2015** and the Company's Code of Conduct for Prevention of Insider Trading.

They shall not trade in the securities of the Company while in possession of **unpublished price sensitive information (UPSI)** nor disclose such information to others for trading purposes.

10. Duties of Directors

Directors of the Company shall perform their duties in accordance with the provisions of **Section 166 of the Companies Act, 2013**, including:

- acting in good faith to promote the objects of the Company;
- exercising duties with due and reasonable care, skill and diligence;
- avoiding situations of conflict of interest; and
- not deriving any undue advantage from their position.

Independent Directors shall also comply with the **Code for Independent Directors prescribed under Schedule IV of the Companies Act, 2013**, to the extent applicable.

11. Reporting of Violations

Any suspected violation of this Code may be reported to the **Chairman of the Board** or the **Chairman of the Audit Committee**.

All reported concerns shall be reviewed appropriately and necessary action may be taken by the Board wherever required.

12. Waiver of the Code

Any waiver of the provisions of this Code for a Director or Senior Management Personnel shall require approval of the **Board of Directors**.

CODE FOR INDEPENDENT DIRECTORS

The Independent Directors of the Company shall comply with the duties prescribed under **Schedule IV of the Companies Act, 2013**, which include the following principles:

1. Uphold ethical standards of integrity and independence.
2. Act objectively and constructively in the interest of the Company.
3. Exercise independent judgment in Board deliberations.
4. Safeguard the interests of all stakeholders, particularly minority shareholders.
5. Ensure that adequate financial controls and risk management systems exist.
6. Bring an objective view in evaluating the performance of the Board and management.
7. Report concerns regarding unethical behaviour, suspected fraud or violation of Company policies.
8. Maintain confidentiality of information relating to the Company.

Independent Directors shall also discharge their duties and responsibilities in accordance with the provisions of the **Companies Act, 2013** and other applicable laws.