

KAVERI SEED COMPANY LIMITED

Code of Conduct for the Board of Directors, Key Managerial Personnel and Senior Management Personnel

[As per Regulation 17 (5) of SEBI (LODR) Regulations, 2015]

1. OVERVIEW

1.1 PREFACE

This Code of Conduct for the Board of Directors, Key Managerial Personnel and the Senior Management Personnel (hereinafter referred to as "the Code") has been framed and adopted by **KAVERI SEED COMPANY LIMITED** ("Company"), (hereinafter referred to as "the Company") in compliance with the Regulation 17 (5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. This Code is intended to provide guidance to the Board of Directors, Key Managerial Personnel and Senior Management Personnel to manage the affairs of the company in an ethical manner. The purpose of this code is to recognize and emphasis upon the ethical behavior and to develop a culture of honesty and accountability.

This Code of Conduct attempts to set forth the guiding principles on which the Company and its Board, Key Managerial Personnel and Senior Management shall operate and conduct themselves with multitudinous stakeholders, government and regulatory agencies, media and anyone else with whom it is connected.

1.2 DEFINITIONS

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:

"Board/Directors" shall mean the Board of Directors of the Company.

"Company" shall mean **KAVERI SEED COMPANY LIMITED**

"Conflict of Interest" means where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company.

"Executive Directors/Whole time Directors" shall mean and include Company's Managing Director and Directors who are in whole time employment of the Company.

"Independent Directors" shall mean an Independent Director as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (as revised from time to time)



"Non - Executive Directors" shall mean the Directors who are not in whole time employment of the Company.

"Senior Management Personnel" shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this shall comprise all members of management one level below the Executive Directors, including all functional heads and all employees at Vice President Position and above.

"Key Managerial Personnel" shall mean

- (i) Whole-time director;
- (ii) Company Secretary; and
- (iii) Chief Financial Officer

1.3 APPLICABILITY

This Code shall be applicable and binding to the Board of Directors, Key Managerial Personnel and the Senior Management Personnel of the Company. The Directors, Key Managerial Personnel and Senior Management Personnel should continue to comply with other applicable / to be applicable policies, rules and procedures of the Company.

2. PRINCIPLES OF THE CODE

The Board of Directors, Key Managerial Personnel and the Senior Management Personnel of the Company shall act within the authority conferred upon them, in the best interests of the Company and observe the following:

2.1 CONDUCT

- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall act honestly, ethically, in good faith and in the best interest of the Company and to fulfill their fiduciary obligations.
- While carrying out the duties, the Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall ensure that it is executed in terms of the authorizations granted and within the limits prescribed under the relevant policies, codes, guidelines and other directives issued by the Board of Directors or Committee of Directors of the Company, from time to time.
- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or Comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business except accepting a gift or entertainment if warranted by the accepted ethical customs and practices.



- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall refrain from indulging in any discriminatory practice or behaviour based on race, colour, sex, age, religion, ethnic or national origin, disability or any other unlawful basis. The ethical conduct, performance and skills shall be the qualifying indicatives for an employee's performance.
- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall conduct themselves in a professional, courteous and respectful manner and shall not take any improper advantage of their position.
- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall use the Company's assets, property, proprietary information and intellectual rights for business purposes of the Company and not for any personal benefits or gains.
- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall maintain confidentiality of the information that is entrusted upon them for carrying on their respective responsibilities and duties and shall not use the same for personal benefits or gains.

2.2 COMPLIANCE

- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall ensure compliance of various legal/regulatory requirements as applicable to the business of the Company and Endeavour that before any directions are given or decisions taken, relevant legal/regulatory requirements are taken into account.
- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall report concerns about unethical behaviour, actual or suspected instances of fraud, misconduct or irregularity or failure of internal control system, likely to impact the business interest of the Company or any other information that may be perceived to be violating any legal/regulatory requirements as per the Whistle-blower Policy of the Company.
- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall comply with all laws, rules, and regulations governing trading in the shares of the Company and the Company's Code of Conduct for Prevention of Insider Trading in dealing with the securities of the Company which, inter-alia, prohibits buying or selling of the Company's securities on the basis of any unpublished price sensitive information and prohibits disclosure of such information to any other person (including relatives) where such information may be used by such person for his or her personal benefit or gain.

