Parinee Crescenzo, “A” Wing, 1102, 11th Floor,
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VINATI ORGANICS LIMITED

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CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

Introduction:

The adoption of this Code of Conduct (the "Code") by the Board stems from the fiduciary responsibility which the Board Members and the Senior Management Personnel have towards the stakeholders in the Company. Therefore, Board Members and Senior Management Personnel will act as trustees in the interest of all stakeholders of the Company, by balancing conflicting interests, if any, between stakeholders, for optimal benefit.

In the observance of the Code, the Directors in their capacity as Directors, per se, will have a Directional role and the Executive Directors and Senior Management Personnel will have executive responsibility.

This Code is formulated pursuant to Regulation 17(5) and Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Section 166 read with Schedule IV of the Companies Act, 2013.

Definitions:

"Board Members": Refers to the Executive, Non-Executive, and Independent Directors serving on the Board of Vinati Organics Limited.

"Senior Management Personnel": Refers to members of the core management team excluding the Board of Directors, comprising all members of management one level below the Chief Executive Officer / Managing Director / Whole-time Director / Manager (including Chief Financial Officer and Company Secretary) and shall specifically include the functional heads, by whatever name called.

Ethical and Moral Behaviour:

- Business shall be conducted ethically and by not committing, condoning, or ratifying illegal or immoral acts.
- Standards of fair dealing and personal integrity will be observed.
- An environment free from gender-specific harassment, discrimination, and exploitation will be maintained in strict compliance with the Prevention of Sexual Harassment (POSH) framework.

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Conduct of Business:

Conduct of the business will be consistent with the Core Values of the Company, which are as under:

- Customer Sovereignty
- Passion for Excellence
- Continuous Innovation
- Transparency & Integrity
- People Orientation
- Social Responsibility

Safety, Health and Clean Environment:

In all aspects of Company's operations, its employees, customers, and society, safe, healthy, and clean environment shall be given prime importance. The Company is committed to high standards of Environmental, Social, and Governance (ESG) compliance.

Conflict of Interest:

- Conflict Situations: Any relationship, influence, or activity that may impair the ability to make objective and fair decisions is to be avoided.

- Disclosure of Interest: Any financial or other material interest by oneself or through relatives / organizations in any contract with the company (including vendors and customers), shall be disclosed at the first opportunity under Section 184 of the Companies Act, 2013.

- Competing with the Company: Acceptance of any position of influence or of pecuniary interest in any other organization, whose business is in direct competition with that of the Company, shall be avoided.

- Use of Company's Resources / Assets / Property: Assets of the company are to be used solely for the benefit of the company. Opportunities discovered through the use of corporate property, information, or position shall not be exploited for own personal gain, unless the opportunity is disclosed fully in writing to the Board.

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Confidentiality of Information & UPSI Non-Disclosure:

- Any information (electronic or otherwise) relating to the Company, its intellectual property including technology and business processes, its business and customers / vendors which is confidential, shall not be divulged.

- Board Members and Senior Management Personnel shall strictly comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015, and shall not deal in securities of the Company while in possession of Unpublished Price Sensitive Information (UPSI), nor communicate or procure any UPSI except in furtherance of legitimate purposes.

Compliance with Laws, Rules and Regulations:

All applicable statutory laws, rules, and regulations are to be complied with in letter and spirit. The internal compliance and reporting systems established by the Company should be strictly adhered to.

Duties of Directors & Independent Directors:

(a) Applicable to all Directors

The Directors of the Company shall, in terms of Section 166 of the Companies Act, 2013:

- Act in accordance with the Articles of Association of the Company.
- Act in good faith in order to promote the objects of the Company in the interest of all its stakeholders.
- Exercise duties with due and reasonable care, skill, and judgment and also exercise independent judgment.
- Not involve in a situation in which there may be a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- Not achieve or attempt to achieve any undue gain or advantage either to himself/herself or to relatives, partners, or associates.
- Not assign office and any assignment so made shall be void.

(b) Applicable to Independent Directors

In addition to the duties imposed upon all Directors under Section 8(a) above, the Independent Directors of the Company shall ensure compliance with the Code for Independent Directors as specified in Schedule IV of the Companies Act, 2013,

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especially with regard to the duties laid down therein.

Annual Affirmation of Compliance:

In terms of Regulation 26(3) of the SEBI Listing Regulations, all Board Members and Senior Management Personnel shall affirm compliance with this Code of Conduct on an annual basis, within 30 days of the closing of each financial year (i.e., by April 30 every year).

The Managing Director / CEO shall issue a declaration to the shareholders in the Annual Report confirming receipt of annual compliance affirmations from all Board Members and Senior Management Personnel.

Amendments, Review & Statutory Override:

- Periodic Review: The Board of Directors shall review this Code periodically to maintain alignment with statutory amendments and corporate governance standards.

- Statutory Override: This Code is framed in accordance with the Companies Act, 2013 and SEBI Listing Regulations. In the event of any conflict or inconsistency between this Code and statutory notifications issued by SEBI or MCA, the statutory provisions shall automatically prevail over this Code with immediate effect.

Document History & Version Control

Version No.	Adopted / Approved By	Approval Date	Description / Summary of Changes
1.0	Board of Directors	October 31, 2015	Adoption of the Code of Conduct aligned with the newly notified SEBI (LODR) Regulations, 2015.
2.0	Board of Directors	January 31, 2022	Periodic Review of Policy and updating obsolete regulations.
3.0	Board of Directors	January 31, 2026	Periodic Review of Policy.

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