

**CODE OF
BUSINESS CONDUCT
AND ETHICS**



VIJAY SOLVEX LIMITED

1. INTRODUCTION

- 1.1 This Code of Conduct ("this Code") shall be called "The Code of Conduct for Board Members and Key Managerial Personnel" of Vijay Solvex Limited hereinafter referred to as "the Company".
- 1.2 This Code for Board Members and Key Managerial Personnel has now been framed specifically in compliance with the provisions of Regulation 17(5) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulation').
- 1.3 It shall come into force with immediate effect.

2. DEFINATIONS

COMPANY

Company refers to Vijay Solvex Limited, a Company incorporated under the Companies Act, 1956.

CODE

Code refers to the "CODE OF BUSINESS CONDUCT AND ETHICS" of VIJAY SOLVEX LIMITED as established by this charter and modified from time to time by the Board of Directors of the Company.

BOARD/BOARD OF DIRECTORS

Board of Directors refers to the "Board of Directors" of the Company.

BOARD MEMBERS

Board members refer to the members on the Board of Directors of the Company.

EXECUTIVE DIRECTORS

Executive Directors means who are in Whole-time employment of the Company and includes any person appointed as Managing Director of the Company within the meaning of Section 196 of the Companies Act, 2013.

INDEPENDENT DIRECTORS

Independent Director mean an Independent Director as defined in Regulation 16(1)(b) of the Listing Regulation.

KEY MANAGERIAL PERSONNEL

Key Managerial Personnel shall include the following personnel of the Company.

- (1) Executive Directors
- (2) Company Secretary & Compliance Officer
- (3) Manager - Finance
- (4) Manager - Purchase
- (5) Manager - Sales & Marketing
- (6) Manager - Commercial
- (7) Manager - Administration
- (8) Manager - Human Resource Department
- (9) Manager - Research & Development

RELATIVE

Relative refers to "RELATIVE" as defined in section 2(77) of the Companies Act, 2013.

CONFLICT OF INTEREST

Conflict of Interest mean where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

3. APPLICABILITY

The Code shall be applicable to the following persons.

- (1) All the Executive and Non-executive Directors of the Company.
- (2) All the Key Managerial Personnel of the Company.

4. CONFLICT OF INTEREST

The Directors and Key Managerial Personnel shall act within the authority conferred upon them, keeping the best interests of the Company in view and observe the following.

1. Shall act with utmost care, skill, diligence, and integrity.

2. Shall act in utmost good faith and fulfill the fiduciary obligations without allowing their independence of judgment to be compromised.
3. Shall make disclosures to the Board of Directors relating to all material financial and commercial transactions, if any, where they have personal interest that may have a potential conflict of interest of the Company.
4. Shall not involve in taking any decision on a subject matter in which conflict of interest arises or which in his opinion is likely to arise.
5. Shall not seek or accept, directly or indirectly any gift from anyone having business dealing with the Company.
6. Shall not commit any offence involving moral turpitude.
7. Shall not hold accept employment in any other organization, whilst in the service of the Company. Any Director or KMP providing professional or consultancy services to any other person shall be assumed to have breached this code. Any KMP, having knowledge of any such instance, shall have the moral responsibility of informing the same to any of the Executive Director. A person, who fails to do so, shall be assumed to have breached the Code.
8. Shall avoid having any personal and/or financial interest in any business dealing concerning the Company.

5. INSIDER TRADING

The Directors and Key Managerial Personnel shall comply with the code of internal procedures and conduct for prevention for insider trading in dealing with the securities of the Company. Any person, whether Director or KMP's, who is in possession of "Price Sensitive Information" is not allowed to deal in the securities of the Company, whilst in the possession of such price Sensitive Information.

Price Sensitive Information means any information, which related directly/indirectly to a Company and which if published, is likely to materially affect the price of the securities of the Company. The following information shall be deemed to be Price Sensitive Information.

- Periodical Financial Results of the Company.
- Investment decisions/plans.
- Issue of Securities or Buy-back of Securities.

- Asset revaluations.
- Intended declaration of Dividend (both interim and final)
- Restructuring plans.
- Any major expansion plans.

6. CONFIDENTIALITY OF INFORMATION

Any information concerning the Company's business, its customers, suppliers etc. to which the Directors and Key Managerial Personnel have access or which are in their possession, must be considered confidential and held in confidence. No Board members and Key Managerial Personnel shall provide any information either formally or informally, to the press or any other media, unless specifically authorized.

7. COMPLIANCE OF LAW

The Board members and Key Managerial Personnel shall comply with all laws, rules and regulations relating to the business of the Company.

8. RELATED PARTY DISCLOSURES

The Board members shall make disclosure of related party transactions to the Board of Directors in the format provided under Accounting Standard 18 (AS-18) issued by the Institute of Chartered Accountants of India (ICAI) and/or any modification thereof.

9. PROTECTION OF ASSETS

The Board members and Key Managerial Personnel shall protect the Company's Assets including physical assets, information and intellectual rights and shall not use the same for personal gain unless he receives proper authorization from the Board of Directors of the Company. All the assets of the Company should be used for lawful purposes. Any incidence, which devalues the use of the Asset, shall be informed immediately to the Department Head.

10. PLACEMENT OF THE CODE ON WEBSITE

Pursuant to the provisions of the Listing Regulation, this Code and any amendment thereto shall be posted on the website of the Company. The provisions of this code can be amended /modified by the Board of Directors of the Company from time to time and all amendments/modifications shall take effect from the date stated therein.

11. VOILATION OF THIS CODE

In case of breach of this code by the Board members and Key Managerial Personnel, the same shall be considered by the Board of Directors of the Company for appropriate action, as deemed necessary.
