

**CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**  
**OF**  
**SICAL LOGISTICS LIMITED**

Date of approval Board of Directors : September 03, 2024

**INTRODUCTION**

Sical Logistics Limited (“**Company**”) is committed to the highest standards of corporate governance and ethical conduct in all its activities and processes. It regards corporate governance as the cornerstone for sustained management performance, for serving all the stakeholders and for instilling pride of association.

This code of conduct has been framed and adopted by the Company in compliance with Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). This code enables the Company to publicly state to its external stakeholders (suppliers, customers, consumers and shareholders), the way in which they intend to do business.

**DEFINITIONS**

- a. “**Board of Directors**” or “**Board**” means the board of directors of the Company.
- b. “**Director**” means a director appointed as such in accordance with the relevant provisions of the Companies Act, 2013 and the Listing Regulations.
- c. “**Senior Management**” means personnel of the Company who are members of its core management team excluding Board of Directors comprising of all members of management one level below the chief executive officer or managing director or whole time director or manager and including the functional heads of the Company.

**APPLICABILITY**

The Board at its meeting held on [\*] suggested and adopted “the Code”, which shall be applicable to following personnel:

- a) All members of the Board of Directors of the Company.
- b) All Senior Management of the Company.

The whole-time directors and Senior Management should continue to comply with other applicable policies, rules and procedures of the Company.

**CODE OF CONDUCT**

It shall be the first and foremost duty of every Directors and Senior Management to uphold interests of the Company and its stakeholders and to endeavour to fulfil all the fiduciary obligations towards them.

The Directors and Senior Management executives shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties.

**a. Rules of Conduct**

The Directors and Senior Management executives shall:

- i. Act within the authority conferred upon or delegated to them.
- ii. Demonstrate the highest standards of integrity, business ethics, and corporate governance, and perform their roles with competence, diligence, in good faith and in the best interests of the Company.
- iii. Exercise independent judgement on issues of strategy, performance and policy matters.
- iv. Apply themselves diligently and objectively in discharging their responsibilities and contribute to the conduct of the business and the progress of the Company.
- v. Bring to the attention of the Board, chairman or the managing director as appropriate, any information or development either within the Company (relating to its employees or other stakeholders) or external, which could impact the Company's operations and which in the normal course, may not have come to the knowledge of the Board/chairman or managing director.
- vi. Dedicate sufficient time and attention to the Company's business to ensure diligent performance of their duties. They must provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board with best interests of the Company and its stakeholders in mind.
- vii. Endeavour to attend all the meetings of the Board and its committees of which they are members or invitees.
- viii. Read in advance the material distributed for constructive deliberations at the meetings.
- ix. Actively participate in the discussion and decision making at the meetings and give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgements.
- x. Not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or bring discredit to the Company.

**b. Statutory Compliance**

The Directors and Senior Management executives are expected to comply with:

- i. The applicable laws, rules and regulations.
- ii. All applicable policies, rules and regulations adopted by the Company, with the highest standard of personal and professional integrity, honesty and ethical conduct.

**CONFLICT OF INTEREST**

A conflict of interest situation would be deemed to have arisen, when an individual's interest is perceived to be inconsistent with or is in conflict with the business interest of the Company. One should avoid such conflict of interest with the Company. However, in case such a situation arises, he shall on becoming aware of the same, make full and true disclosure of all facts and circumstances thereof to the Company. Some of the situations wherein a conflict of interest may be deemed to have arisen are elucidated hereinafter.

**a. Pecuniary benefit**

Where one's conduct is likely to confer a pecuniary benefit to himself or in favour of any of his relative(s) or in favour of any company, body corporate or firm, where he or his relative is an employee, member, director or partner.

**b. Related party transactions**

Where one enters into transaction(s) or arrangement(s) (directly or indirectly through relatives) with companies, bodies corporate or firms, for personal gain, which may conflict with the business interest of the Company.

**c. Corporate opportunities**

Where one uses and/ or exploits for personal gain, opportunities that rightly belong to the Company or are discovered through the use of one's position or through the Company's image, property or information.

**d. Secrecy**

Directors and Senior Management of the Company must ensure that proprietary information and trade secrets belonging to the Company, (including any information concerning pricing, products and services that are being developed, internal system, designs and such other trade secrets) are held in strict confidence and care is exercised to avoid inadvertent and inappropriate disclosure, except when such disclosure is authorised or legally mandated and is not for personal gain. They should direct any media queries or approaches to the appropriate spokesperson within the Company.

The Directors or Senior Management must ensure that the information is not used by them for the benefit of any of the Company's competitors or other parties who, if in possession of the said information, may use it in a manner inconsistent with the Company's interests.

The obligation of secrecy shall continue even after such person ceases to be Director or Senior Management of the Company.

**e. Insider Trading**

The Directors and Senior Management of the Company must ensure that they and their relatives comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Policy on the Insider Trading. In particular, Directors and Senior Management must ensure that they do not, by themselves or through third parties, deal in the Company's shares while in possession of material non-public information relating to the Company. Directors and Senior Management must also ensure that they do not divulge such information to third parties except for a legitimate purpose as defined in the Company's policy who may use the information to deal in the Company's shares.

**DUTIES OF INDEPENDENT DIRECTOR**

The duties of the independent directors will, *inter alia* be, as contained in Section 149 of the Companies Act 2013 and the rules thereunder, as amended from time to time. Additionally, the independent director shall:

- (1) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) Strive to attend the general meetings of the Company;

- (6) Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) Keep themselves well informed about the Company and the external environment in which it operates;
- (8) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees; and
- (13) Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

#### **VIOLATION**

Violations of this code or other Company policies or procedures by Senior Management should be promptly reported to the human resources department and violations by members of the Board of Directors of the Company to the chairman and/or whole-time director. The Board has the power to investigate, in such manner as it may deem fit, any breach or violation or alleged breach or violation of this code.

The Company will take appropriate action against any person whose actions are found to violate the code or any other policy of the Company. Disciplinary actions may include immediate termination of employment at the Company's sole discretion. The Board also has the absolute power to determine penalty for the same as it may consider appropriate under the circumstances.

Such penalty may be in addition to the penalty levied under any applicable law for the time being in force for such breach or violation.

#### **AMENDMENTS**

This code shall be reviewed from time to time and any amendments or modifications thereto, shall be subject to the review and approval of the Board of the Company. Unless otherwise specified, such amendments shall be effective from the date of the Board meeting at which such amendments are approved.

#### **AFFIRMATION**

As required under Regulation 26(3) of the Listing Regulations, every member of the Senior Management and the Board shall sign and submit the annual declaration (as per Annexure I) affirming compliance with the provisions of this code.

A declaration signed by the whole-time director stating that members of the Board and Senior Management have affirmed compliance with this code of conduct shall be included with the annual report of the Company.

This code shall be posted on the website of the Company i.e., [www.sical.in](http://www.sical.in)

**ANNEXURE – I  
ANNUAL AFFIRMATION**

To

The Company Secretary  
Sical Logistics Limited  
South India House, 73,  
Armenian Street, Chennai,  
Tamil Nadu-600001

Dear Sir/Madam,

**Sub: Declaration with respect to affirmation of code of conduct of Sical Logistics Limited (Company”)**

I, Mr./Ms./Ms. \_\_\_\_\_, \_\_\_\_\_(designation) do and hereby acknowledge and confirm that during the financial year \_\_\_\_\_ to the best of my knowledge and belief, I have not violated any of the provisions of code of conduct or any of the policies or legal/regulatory requirements of the Company, as may be applicable to my responsibility.

Signature:

Name:

Designation:

Address:

Place:

Date: