

**CODE OF CONDUCT FOR DIRECTORS AND SENIOR  
MANAGEMENT  
OF  
AIROX TECHNOLOGIES LIMITED**

## **Preamble**

Airox Technologies Limited ("**Company**") intends to formulate this code of conduct for the members of the board of directors of the Company (whole-time/executive directors and non-executive directors (including independent directors)) ("**Board**" or "**Board of Directors**" and such directors, the "Director(s)") and the members of the senior management team ("**Senior Management**") pursuant to Section 149 of the Companies Act, 2013, as amended, and Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") (and such code of conduct, the "**Code**"). The Code is in alignment with the Company's objectives, and corporate governance policy and aims at enhancing an ethical transparent process in managing the affairs of the Company. The term 'Senior Management' shall entail the members of the Company's core management team excluding the Board and shall comprise of all the members of management one level below the chief executive officer and the managing director, and the whole-time director of the Company, including the company secretary and chief financial officer of the Company.

### **(i) Objective**

Over the years, the Company conducted its business with very high ethical and moral standards. This has resulted in gaining reputation as a professionally managed Company. As the Company grows and expands, it is extremely important to continue to exhibit high levels of ethical standards and professional behavior in everything that the Company does.

The Company is conscious of the reputation it carries amongst its customers and public at large and shall endeavor to do all it can to sustain and improve upon the same in its discharge of obligations. The Company shall continue to initiate policies, which are customer-centric and which promote financial prudence.

### **(ii) Applicability and approval of the Board**

Accordingly, the Board has adopted the Code at its meeting held on 20<sup>th</sup> May, 2022, which can be amended from time to time.

This Code is applicable to the Board and the members of Senior Management. The rules and principles set forth in this Code are general in nature and the compliance with this Code shall be ensured read with other applicable policies and procedures of the Company. The Board and the members of Senior Management may contact the compliance officer for the purposes of this Code ("**Compliance Officer**") for assistance in interpreting the requirements of this Policy. All Directors and members of Senior Management shall affirm compliance with the Code on an annual basis.

## **GENERAL STANDARDS OF CONDUCT**

### **1. The Company expects – Honest, Ethical Conduct and Fair Dealing**

All our Directors and Senior Management should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors, employees and shareholders and comply with applicable laws. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. All our Directors and Senior Management must

not take unfair advantage of any one through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice and maintain highest level of confidentiality and fair dealing within and outside the Company.

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.

All Directors and members of Senior Management shall conduct their activities and fulfill their fiduciary obligations, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness and in the best interest of the Company. All Directors and Senior Management shall act on a fully informed basis, in good faith, responsibility, due diligence and care, competence and diligence, without allowing their independent judgment to be subordinated and in the best interest of the Company

To maintain the Company's reputation, compliance with our quality processes and safety requirements is essential. In the context of ethics, quality requires that our products and services reflect our ethical obligations. All operations must be conducted in accordance with all applicable regulations.

## **2. Conflicts of Interest**

The following pertains to all conflicts of interest other than those relating to transactions between Airox Technologies Limited and its affiliates/subsidiaries. All of our Directors and members of Senior Management must act in the best interests of the Company. All of our Directors and members of Senior Management must refrain from engaging in any activity or having a personal interest that presents a "conflict of interest." A conflict of interest occurs when their personal interest interferes, or appears to interfere, with the interests of the Company. A conflict of interest can arise whenever our Director and members of Senior Management take action or have an interest that prevents them from performing the Company duties and responsibilities honestly, objectively and effectively. In order to avoid conflicts of interest, employees, our Directors and members of Senior Management must observe the following restrictions, which are not to be construed as a comprehensive list:

- a) No members of Senior Management, or Director or relative of a senior management employee or director may own any financial interest, a proprietorship interest or a partnership interest in any enterprise exceeding 5% interest (other than Company's affiliates/subsidiaries) which competes with the Company without obtaining prior written consent from the Managing Director in case of senior management employee or his relative and from the Board of Directors of the Company in case of any director or his relative
- b) No senior management employee or director may use Company's name, property, proprietary or confidential information or good will for personal gain or for the gain of others.
- c) No senior management employee or director or relative of a senior management employee or director may engage in any activity as an officer, director, employee, contractor, supplier or consultant with any enterprise (other than Company's affiliates/subsidiaries) that competes with the Company.

In case of any dealings with related party the transaction shall be in compliances under Companies Act 2013, as amended and the SEBI Listing Regulation. Transactions/ dealing done on arm's length basis shall not be considered to be conflict of interest.

Conflicts of interest are prohibited as a matter of Company policy. It is responsibility of the individual to disclose any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Head, Human Resources or the Compliance Officer(s). Conflicts of interest may not always be clear-cut, so if one has a question, one should consult with them. Board of Directors or any authorized Director shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.

### **3. Confidentiality and Fair Dealings**

The disclosure of confidential information regarding the Company's business, financial, legal, regulatory or scientific operations, whether intentional or accidental, can adversely affect the financial stability and competitive position of the Company and the job security of its employees.

On account of this risk of harm to the Company, individuals must not, during the term of their employment by, service or affiliation with the Company or thereafter, disclose to third parties any confidential information obtained during the course of employment, service or affiliation without confidential disclosure agreement or confidentiality provision.

"Confidential Information" means trade related information, trade secrets, confidential and privileged information, customer information, employee related information, strategies, administration, research in connection with the Company and commercial, legal, scientific, technical data that are either provided to or made available to each member of the Board of Directors and the members of Senior Management by the Company either in paper form or electronic media to facilitate their work or that they are able to know or obtain access by virtue of their position with the Company and also includes all non-public information in Company's possession, whether through internal or external development, that might be of use to competitors, or harmful to the financial stability or competitive position of the Company if disclosed, including but not limited to:

- Discoveries, inventions, improvements and innovations, whether patentable or copyrightable or otherwise
- Methods, processes and techniques, including manufacturing process information
- Shop practices
- Formulae, compounds and compositions
- Personnel data
- Computer software
- Equipments
- Customer lists
- Financial, pricing and accounting data
- Supplier data (names of suppliers, pricing, sources of supply, anticipated requirement)
- Results of regulatory inspections/audits
- Business plans and updates to business plans
- Potential acquisitions, licenses or other business deals
- Potential divestitures
- Potential equity interests

- Research, clinical and pharmacological data
- Regulatory filings and approval data
- Marketing and sales information

#### **4. Corporate Opportunities**

Directors and Senior Management Personnel shall not exploit for their own personal gain, opportunities that are discovered through their position with the Company, use for themselves corporate information or property unless the same is disclosed prior to use in writing to the managing Director in case of senior management employee and to the Board of Directors in case of any director.

#### **5. Other Directorships**

The Company feels that serving on the Boards of Directors of other companies may raise substantial concerns about conflict of interest. Therefore, all Directors and Senior Management Personnel must report/disclose such relationships to the Board, when such relationships are formalized and thereafter, on an annual basis. It is felt that service on the Board of a direct competitor is not in the interest of the Company. In view of this, the prior written consent of the Managing Director in case of senior management employee and to the Board of Directors in case of any director must be obtained before joining the Board of Directors of any pharmaceutical company.

#### **6. Compliance with Laws, Rules and Regulations**

Directors and Senior Management Personnel are required to comply with all applicable laws, rules and regulations. In order to assist the Company in promoting lawful and ethical behavior, Directors and Senior Management Personnel must report any violation of law, rules, regulation or the code of conduct to the Head, Human Resources or the Compliance Officer(s).

#### **7. Protection and Proper Use of Corporate Assets**

Executive Directors and Senior Management Personnel should seek to protect the Company's assets. Theft, carelessness and waste have a direct impact on the Company's financial performance. Executive Directors and Senior Management Personnel must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else. Company equipment should not be used for non-Company business or activity.

The obligation of Directors and Senior Management Personnel to protect the Company's assets extends to its proprietary information. Proprietary information includes intellectual property such as customer data or information, trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data reports. Unauthorized use or distribution of this information would violate Company policy and could also be illegal resulting in civil or even criminal penalties.

## **8. Gifts and Gratuities**

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with suppliers and customers. No gift or other favours should ever be offered, given, provided or accepted by any Director and Senior Management Personnel, or close relative of Director and Senior Management Personnel unless

- It is not a cash gift
- Is consistent with customary business practices
- Cannot be construed as a bribe or pay off and
- Does not violate any laws or regulations.

This Policy does not bar acceptance of courtesies or invitations to social or sports events which are customary and proper under the circumstances and in keeping with good business ethics so long as no obligation is involved in such acceptance. Any gifts should not be accepted and shall be returned immediately and be reported to supervisor / reporting authority. If immediate return is not practical, they should be given to the Head, Human Resources or any of the Compliance Officer(s) for charitable use or such other use as the Company believes appropriate in its sole discretion.

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Director and Senior Management Personnel should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is in frequent, mode stand intended to serve legitimate business goals.

## **9. Electronic Media Usage**

Airox Technologies Limited provides access to and use of electronic mail, voicemail, the intranet, the Internet, and other electronic media for business purposes. This is provided to make it easier for the Company's employees to communicate with each other and with appropriate outside

Parties including contractors, suppliers, customers, shareholders and government agencies.

Company's electronic media is not to be used for any purposes that violate applicable laws, rules and regulations and Company's standards, policies or procedures. This includes transmission of threatening, obscene or harassing materials. Incidental personal use of electronic media that does not interfere with Company's business or an employee's performance of his or her abilities is acceptable, as long as such use does not include illegal, unethical or otherwise offensive subject matter.

Except as otherwise provided by applicable law, no officer or employee has any right to privacy regarding use of or access to any electronic media provided by or through the Company. Company may monitor or access employee use of its electronic media at any time in accordance with applicable law.

## **10. Non-Discrimination**

We regard the diversity of our employees as a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind including but not limited to derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Discrimination in

employment is illegal under Indian laws and a violation of Company's policies. It is the policy of the Company to recruit, hire, promote, assign, compensate and train qualified persons without regard to race, colour, religion, sex, national origin, ancestry, age, marital status, sexual orientation or disability. An employee engaging in discrimination will be subject to disciplinary action upto and including termination of employment and/or liable to indemnify the Company for the loss incurred by the Company on account of such action/inaction and/or forfeiture of the termination benefits, if any (or to say to the extent of the loss suffered by the Company on account of his engaging in discrimination).

### **11. Health, Safety, Drug & Alcohol Use**

The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy work place for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in a condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs or alcohol in the workplace is absolutely prohibited.

### **12. Sexual Harassment**

Sexual harassment is illegal under Indian laws and a violation of the Company's policies. An employee engaging in sexual harassment will be subject to disciplinary action upto and including termination of employment and/or liable to indemnify the Company for the loss incurred by the Company on account of his such action/in action and/or forfeiture of the termination benefits, if any (or to say to the extent of the loss suffered by the Company on account of his engaging in sexual harassment).

### **13. Insider Trading**

The Company has formulated a Code of Internal Procedures and Code of Conduct for Prevention of Insider Trading. The Directors and the Management personnel shall comply with the requirements of the Code. Director and members of the Senior Management shall not derive benefit or assist others to derive benefit by giving investment advice based on unpublished price sensitive information (defined in SEBI (Prohibition of Insider Trading) Regulations, 2015) about the company and therefore constituting insider information. All Directors and members of the Senior Management shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 and insider trading policy of the Company. If a person possesses material non-public information concerning the Company that influence publicly-traded securities, it is generally illegal for the person to trade in securities of that company or to "tip" others who might trade in such securities.

Directors and Senior Management Personnel covered by this Code ("covered persons") and third parties who are in a confidential relationship with the Company (as well as such individuals "household members and close relatives), shall not trade in or recommend the purchase or sale of Company's common shares (or any other equity or debt securities of the Company) while they are in possession of material information regarding the operations or prospects of the Company that have not been publicly disclosed and disseminated.

Directors and Senior Management Personnel covered by this Code shall also similarly abstain from trading in, or recommending the purchase or sale of the securities of any other

company that issues publicly-traded securities of which they have obtained material non-public information as a result of their employment by or affiliation with the Company.

Directors and Senior Management Personnel covered by this Code shall not disclose any such material non-public information to third parties except when done for valid business purposes (and covered by an appropriate confidential disclosure agreement). In such cases the covered persons must have no reason to believe the information will be misused or the disclosures might otherwise violate securities laws.

#### **14. Accountability for Adherence to the Code**

Directors and Senior Management Personnel are responsible for decision-making and for adherence to this Code.

- **Internal Investigations:** Company will promptly investigate all alleged violations and potential violations of this Code, or of any related Company's standard, policy or procedure. Any allegations will be treated confidentially, to the extent consistent with Company's interests and its legal obligations. All are expected to cooperate in the investigation of an alleged violation of the Code. If Company determines that corrective action is necessary to fix a problem and avoid the likelihood of its recurrence, Company will promptly decide what steps to take, including legal proceedings when appropriate.
- **Disciplinary Action.** To the extent legally permissible under applicable law, appropriate disciplinary action will be taken, in relation to this Code or any related Company's standard, policy or procedure.
- **Certification.** All Directors and Senior Management Personnel must certify, in writing or electronically, that they have received, read, understood and shall abide by this Code

#### **15. Duty to Report Violations**

Directors and Senior Management Personnel are responsible for reporting in good faith to the Company any circumstances that he believes may constitute a violation of this Code, as well as any other Company policies. One should direct policy violations to the Head, Human Resources or the Compliance Officer(s), in writing and only the Head, Human Resources or the Compliance Officer(s) will know about his identity. The Company will investigate any matter so reported and will take appropriate corrective action. There will be no retribution against individuals for reporting in good faith of policy violations. However, individuals will not be protected from possible disciplinary action if matter reported is with a malicious intent (bad faith) or if the individual has otherwise engaged in misconduct.

#### **16. Waivers of this Code of Business Conduct and Ethics**

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be possible.

Any Director who seeks an exception to any of these policies must contact the Managing Director of the Company. Any Senior Management Personnel who seeks an exception to any of these policies must contact the Head, Human Resources or the Compliance Officer(s). Any waiver of this Code or any change to this Code may be made only by the Board of Directors or such designated authorities of the Company.



## **17. Dissemination, Annual Review and Amendment**

This Code shall be distributed to Directors and Senior Management Personnel of the Company upon commencement of his or her employment or other relationship with the Company and shall also be distributed whenever any change is effected to the Code, and each Director and Senior Management shall certify that he or she has received, read and understood the Code and has complied with its terms every year.

The Company reserves the right to amend, alter or terminate this Code at any time without giving any reason. The Company will make public disclosure as and to the extent required by applicable laws, rules and regulations, of amendments of this Code.

This document is not an employment contract between the Company and any of its Director and Senior Management and does not alter Company's employment policy.

## **18. CONFLICT IN POLICY**

In the event of any conflict between the Companies Act or the SEBI regulations or any other statutory enactments ("Regulations") and the provisions of this Policy, the Regulations shall prevail over this Policy.

## **19. ADDITIONAL GUIDELINES FOR INDEPENDENT DIRECTORS**

The independent Directors shall –

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- 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;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the Company;
- 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;
- keep themselves well informed about the Company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 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;
- 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;
- report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;

- act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- 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;
- help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- bring an objective view in the evaluation of the performance of board and management;
- scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- safeguard the interests of all stakeholders, particularly the minority shareholders;
- balance the conflicting interest of the stakeholders;
- determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management; and
- moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

Notwithstanding anything contained in the Companies Act, 2013, an independent director or a non-executive director (not being promoter or key managerial personnel), shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with his knowledge, attributable to him and with his consent or connivance or where he had not acted diligently.

## **20. FUNCTIONS OF THE BOARD AND GOOD CORPORATE GOVERNANCE PRACTICES**

Each member of the Board of Directors and Senior Management of the Company should adhere to the following so as to ensure compliance with good Corporate Governance practices.

### **Key Functions of the members of the Board**

- Without limiting the generality of the duties stated in the Companies Act, 2013, the Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading framed there under and other applicable laws, the duties of a director are as under:
- Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments
- Monitoring the effectiveness of the Company's governance practices and making changes as needed.

- Selecting, compensating, monitoring and, when necessary, replacing key managerial personnel and overseeing succession planning.
- Aligning key managerial personnel and remuneration of Directors with the longer term interests of the Company and its shareholders.
- Ensuring a transparent nomination process to the Board of Directors with the diversity of thought, experience, knowledge, perspective and gender in the Board.
- Monitoring and managing potential conflicts of interest of management, members of the Board and shareholders, including misuse of corporate assets and abuse in related party transactions.
- Ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- Overseeing the process of disclosure and communications.
- Monitoring and reviewing Board's evaluation framework.

**(i) Do's**

1. Attend Board meetings regularly and participate in the deliberations and discussions effectively.
2. Study the Board papers thoroughly and enquire about follow up reports on definite time schedule.
3. Involve actively in the matter of formulation of general policies.
4. Be familiar with the broad objectives of the Company and the policies laid down by the government and the various laws and legislations.
5. Ensure confidentiality of the Company's agenda papers, notes and minutes.

**(ii) Dont's**

1. Do not reveal any information relating to any constituent of the Company to anyone.
2. Do not display the logo / distinctive design of the Company on their personal visiting cards / letter heads. Do not sponsor any proposal relating to loans, investments, buildings or sites for Company's premises, enlistment or empanelment of contractors, architects, auditors, doctors, lawyers and other professionals etc.
3. Do not do anything, which will interfere with and / or be subversive of maintenance of discipline, good conduct and integrity of the staff.

4. Do not buy or sell or suggest to anyone else buy or sell the securities of any company, either directly or through family members or other persons or entities, while you are aware of inside information about the company.
5. No employee including Senior Management, key managerial personnel or Director of the Company shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution.
6. Do not take any personal opportunities directly or indirectly that belong to the Company or are discovered through the use of Company's property, information or position

## **CERTIFICATION**

I, do hereby certify that:

I have received and carefully read the Code of Conduct of Airox Technologies Limited.

I understand the Company's Code of Conduct.

I have complied and will continue to comply with the terms of the Code of Conduct and have reported or will report any known violations of the Code according to the procedure so outlined in the Code.

Date: xxxxxx2022

Sd/-

(Signature)