

Code of Conduct for Board members and the Senior Management

Introduction

The Board of Directors of Camson Seeds Limited ("the Company") adopted this Code of Conduct ("this Code") to assist Directors and senior management in fulfilling their duties to the Company. The Directors are entrusted with the responsibility to oversee management, business and affairs of the Company. As the Company's policy-makers, the Directors set the standard of conduct for all Directors, senior management and employees of the Company.

This code has been framed specifically in compliance with the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board reserves the right to review and amend this Code from time to time based on the amendments or modifications in the applicable laws.

Definitions

"Act" shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, amendments, clarifications or re-enactment thereof.

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

"Code" means this Code of Conduct for the Directors, Key Managerial Personnel and Senior Management of the Company

"Director" shall mean a member on the Board of the Company.

"Company" means Camson Seeds Limited.

"Key Managerial Personnel (KMP)" means Key Managerial Personnel as defined under Section 2 (51) read with Section 203 of the Companies Act, 2013.

"Senior management" means personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

Conflict of Interest

The Directors and senior management should be scrupulous in avoiding 'conflict of interest' with the Company. If a Conflict of Interest situation occurs or if an employee faces a situation that may involve or lead to a Conflict of Interest, the employee shall disclose it to the Board and/or the HR or the Legal or Compliance Function to resolve the situation in a fair and transparent manner.

Ethical Conduct

The Directors and senior management shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct and use their powers of office, in good faith and in the best interest of the Company as a whole.

Confidentiality

The Directors and senior management shall maintain the confidentiality of information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The use of such confidential information for his/her own advantage or profit is prohibited.

Protection and Proper Use of Company's Assets

The Directors and senior management should protect Company's assets and property. Company's assets should be used only for legitimate business purposes.

Duties of Independent Directors

The duties of Independent Directors of the Company, as laid down under Schedule IV to the Companies Act, 2013, are incorporated herein pursuant to Clause 49 of the Listing Agreement with Stock Exchanges. It shall be the duty of Independent Directors to:

- (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;

(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

Securities Transactions and Confidential Information/ Insider Trading

An employee shall comply with the Insider Trading Code of conduct adopted by the Company under the SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.

Corporate Citizenship

Camson shall be committed to be a good corporate citizen not only in compliance with all relevant laws and regulations but also by actively assisting in the improvement of the quality of life of the people in the communities in which it operates with the objective of making them self-reliant. Such social responsibility would comprise: to initiate and support community initiatives in the field of environment, community health and family welfare, water management, vocational training, education and literacy, and encourage application of modern scientific and managerial techniques and expertise. This will be reviewed periodically in consonance with national and regional priorities. The Company would also not treat these activities as optional ones, but would strive to incorporate them as an integral part of its business plan. The Company would also encourage volunteering amongst its employees and help them to work in the communities. Camson are encouraged to develop social accounting systems and to carry out social audit of their operations.

Compliance with Laws, Rules and Regulations

The Directors and senior management shall endeavor to ensure compliance with all applicable laws, rules, and regulations applicable to the Company.

Compliance with Code of Conduct

Each Director and senior management personnel shall adhere to this code of conduct and affirm compliance with the code on an annual basis as per the requirements of Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.