


| | | |
|--|----------------------------|--------------------------|
|  | GALAXY SURFACTANTS LIMITED | |
| TITLE: CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT | Document No. | Secretarial\Policies\002 |
| | Revision No | 00 |
| | Issue Date | 25-01-2018 |
| | Effective Date | 08-02-2018 |
| | Owner Process | Secretarial |
| | Page No. | 1 of 13 |

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

Galaxy Surfactants Limited ('GSL' or 'the Company') is committed to the highest standards of corporate governance 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.

At the heart of the Company's corporate governance policy is the ideology of transparency and openness in the effective working of the Management and Board.

In furtherance of this policy, the Board of Directors has adopted this 'Code of Conduct for Board Members and Senior Management ('the Code').


This code of conduct has been framed and adopted by the Company in Compliance with the provisions of Regulation of 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

1. APPLICABILITY

- The Code is applicable to the following persons, hereinafter referred to as "Directors, KMP and Senior Management Executives and executives of operating subsidiary":-
 - All Members of the Board of Directors of the Company ;
 - Key Managerial Personnel of the Company
 - 'Senior Management' Executives of the Company
 - Executives of operating subsidiary:
 - a) Directors
 - b) CEO and CFO

For this purpose 'Senior Management' means officers/personnel of the Company who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the executive directors, including all functional heads.¹

¹ As defined under Explanation to section 177(8) of the Companies Act, 2013 and Regulation 16(1)(d) of the SEBI (LODR) Regulations, 2015.

| | | |
|--|----------------------------|--------------------------|
|  | GALAXY SURFACTANTS LIMITED | |
| TITLE: CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT | Document No. | Secretarial\Policies\002 |
| | Revision No | 00 |
| | Issue Date | 25-01-2018 |
| | Effective Date | 08-02-2018 |
| | Owner Process | Secretarial |
| | Page No. | 2 of 13 |

- Directors, KMP and Senior Management Executives and executives of operating subsidiary are expected to read and understand this Code, uphold these standards in their day-to-day activities, and comply with all applicable laws, rules and regulations and all applicable policies and procedures adopted by the Company that govern the conduct of its employees.
- The principles described in this Code are general in nature. Directors, KMP and Senior Management Executives and executives of operating subsidiary should also review the Company's other applicable policies and procedures for more specific instruction. They may contact the HR head or the Company Secretary, if they have any questions.

b) **CODE**


I. Guidelines for conduct:

The Directors, KMP and Senior Management Executives and executives of operating subsidiary shall:

- Act within the authority conferred upon them.
- Exercise independent judgement on issues of strategy, performance and policy matters.
- Apply themselves diligently and objectively in discharging their responsibilities and contribute to the conduct of the business and the progress of the Company.
- 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, statutory / regulatory compliance and which in the normal course may not have come to the knowledge of the Board/Chairman or Managing Director.
- Dedicate sufficient time and attention to the Company's business to ensure diligent performance of their duties.
- Endeavor to attend all the meetings of the Board and its Committees of which they are members or invitees.
- Read in advance the material distributed for constructive deliberations at the meetings.
- Actively participate in the discussion and decision making at the meetings.

II. Legal compliance:

The Directors, KMP and Senior Management Executives and executives of operating subsidiary are expected to comply with:

| | | |
|---|----------------------------|--------------------------|
|  | GALAXY SURFACTANTS LIMITED | |
| <p style="text-align: center;">TITLE: CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT</p> | Document No. | Secretarial\Policies\002 |
| | Revision No | 00 |
| | Issue Date | 25-01-2018 |
| | Effective Date | 08-02-2018 |
| | Owner Process | Secretarial |
| | Page No. | 3 of 13 |

- The applicable laws, rules and regulations.
- All applicable policies, rules and regulations adopted by the Company, with the highest standard of personal and professional integrity, honesty and ethical conduct, and
- Ensure that the framework followed in the respective department is kept up to date with regulatory changes so as to ensure compliance with the applicable laws and timely dissemination of information.

c) CONFLICT OF INTEREST

a) Business Interest:

The Directors, KMP and Senior Management Executives and executives of operating subsidiary are expected to:


- Disclose any personal interest (financial or otherwise) in any matter relating to the business of the Company to the Board of Directors of the Company (**'the Board'**).
- Protect the Company's assets and resources (including information and intellectual property rights) and shall use the same only for the Company's business and not for personal gain / advantage.
- Not to exploit, for their personal gain, opportunities that are discovered by or through the Company.
- Not to divert to their own advantage any business opportunity that the Company is in pursuit.

b) Outside Directorship:

It is a conflict of interest to serve as a Director of any company that competes with the Company. The Directors are expected not to associate himself/herself with any competitor of GSL, without prior approval of the Company's Board of Directors.

c) Outside Employment or any other engagement:

In consideration of employment with the Company, Whole-Time Directors, KMP and Senior Management Executives and executives of operating subsidiary are expected to devote their full attention to the business interest of the Company. The Senior Management Executives are prohibited from holding any position or job in any other company or undertake any other

| | | |
|---|----------------------------|--------------------------|
|  | GALAXY SURFACTANTS LIMITED | |
| <p style="text-align: center;">TITLE: CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT</p> | Document No. | Secretarial\Policies\002 |
| | Revision No | 00 |
| | Issue Date | 25-01-2018 |
| | Effective Date | 08-02-2018 |
| | Owner Process | Secretarial |
| | Page No. | 4 of 13 |

engagement requiring devotion of substantial time on their part, without prior permission from the Company.

d) Related Parties:

As a general rule, Directors, KMP and Senior Management Executives and executives of operating subsidiary should avoid conducting the Company's business with a relative (as defined in Section 2(77) of the Companies Act, 2013), or with a Related Party, or with a business in which a relative is associated in any significant role. The Company discourages the employment of relatives of Directors, KMP and Senior Management Executives and executives of operating subsidiary in positions or assignments within the same department. **Further, the Company discourages the employment of individuals (who are relatives of Directors, KMP and Senior Management Executives and executives of operating subsidiary) in positions that have a financial dependence or influence over the concerned Director / Senior Management Executive.**

Senior Management Executives shall disclose list of relatives to the Board at the beginning of the financial year and any change in such list during the financial year shall be informed within 10 days of such change.


Subject to the above conditions, any appointment of individual who is relative of Director or Senior Management Executives shall be based on the merit and subject to compliance of statutory requirement under the Companies Act, 2013.

e) Gifts:

The Company regards the giving and receiving of gifts, complimentaries, sponsorships, favours or entertainment as inherently compromising unless they are within the limits as may be prescribed by the Company from time to time. This means they must have a valid business purpose; are appropriate as to time, place and kind; are infrequent in occurrence; do not influence or give the appearance of influencing the recipient; and are not likely to be viewed as a bribe, kickback or payoff. However, gifts of money shall never be accepted or given.

f) Confidentiality:

- Any information concerning the Company's business, its customers, suppliers, etc. shall be considered as confidential.

| | | |
|--|----------------------------|--------------------------|
|  | GALAXY SURFACTANTS LIMITED | |
| TITLE: CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT | Document No. | Secretarial\Policies\002 |
| | Revision No | 00 |
| | Issue Date | 25-01-2018 |
| | Effective Date | 08-02-2018 |
| | Owner Process | Secretarial |
| | Page No. | 5 of 13 |

- No Director or Senior Management Executive shall provide any information concerning the Company or its business or its customers, suppliers etc., either formally or informally, to any person including any friends, relatives, press, publicity or social media, unless such information is –
 - In public domain at the time of disclosure; or
 - Authorized or required to be disclosed pursuant to a decision of the Board / Committee thereof; or
 - Required to be disclosed in accordance with applicable laws or requirement of any government authority.
- Directors, KMP and Senior Management Executives and executives of operating subsidiary 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 confidentiality shall continue even after such person ceases to be Director or Senior Management Executive of the Company.


g) Insider Trading

- Directors, KMP and Senior Management Executives and executives of operating subsidiary must ensure that they comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. In particular, Directors, KMP and Senior Management Executives and executives of operating subsidiary 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, KMP and Senior Management Executives and executives of operating subsidiary must also ensure that they do not divulge such information to third parties, who may use the information to deal in the Company’s shares.

d) INDEPENDENT DIRECTORS

In addition to the above code of conduct, the Independent Directors of the Company shall also abide by the provisions of the ‘Code for Independent Directors’ specified in Schedule IV of the Companies Act, 2013, and perform the duties cast upon them by the said Code.

e) ENFORCEMENT

| | | |
|--|----------------------------|--------------------------|
|  | GALAXY SURFACTANTS LIMITED | |
| TITLE: CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT | Document No. | Secretarial\Policies\002 |
| | Revision No | 00 |
| | Issue Date | 25-01-2018 |
| | Effective Date | 08-02-2018 |
| | Owner Process | Secretarial |
| | Page No. | 6 of 13 |

Violations of this Code or other Company Policies or Procedures shall be promptly reported as under:

| Violation by | To be reported to |
|--|--|
| Senior Management Executives | HR Department |
| Any Director (other than Chairman and Managing Director) | Chairman or Managing Director |
| Chairman and Managing Director | Board of Directors collectively excluding concerned Chairman / Managing Director |

The person / authority to whom violation is reported has the power to investigate, in such manner as it may deem fit, any breach or violation or alleged breach or violation of the 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 or refer the same to concerned authorities 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.

f) AMENDMENTS

- The Board may amend the provisions of this Code from time to time.
- The Company Secretary may amend the format of Annual Affirmation to incorporate such changes as may be deemed necessary for the purpose of ensuring transparency, disclosure and compliance.

g) AFFIRMATION

- All Directors, KMP and Senior Management Executives and executives of operating subsidiary shall affirm compliance with the Code on annual basis within 30 days of close of every financial year ending on 31 March.
- The Annual Affirmation (as per format specified hereunder) shall be forwarded to the Company Secretary of the Company within the said period of 30 days.

ANNUAL AFFIRMATION under the CODE OF CONDUCT

To

The Board of Directors
Galaxy Surfactants Ltd
C-49/2, TTC, Industrial Area,
Pawane, Navi Mumbai - 400 703

I do hereby affirm that I have complied with the Code of Conduct for Board Members and Senior Management Executives of Galaxy Surfactants Ltd and the obligations and responsibilities of Board of Directors/ Key Managerial Personnel/ Senior Management as mentioned in Annexure 'A' during the financial year ended on 31st March _____.

Signature :

Name :

Designation :

Place :

Date :

* * *

ANNEXURE – A to the ANNUAL AFFIRMATION under the CODE OF CONDUCT

[Part – A: Applicable to KMP and Senior Management Executives other than Directors]

I hereby affirm that:-

1. I have in the past and I shall in future,
 - a. Conduct my activities in an honest and transparent manner
 - b. Abide by the Value systems of Galaxy
 - c. Comply with the policies of Galaxy
 - d. Exercise due and reasonable care, skill and independent judgement in discharging my responsibilities
 - e. disclose interest in contract or arrangement proposed to be entered into by the Company if any.
 - f. Maintained my independence in dealing with external parties and also confirm that I have not done / shall not do anything which undermines / conflicts with my independence in dealing with external parties.
 - g. Comply with all the statutory rules and regulations that are applicable in relation to the Company in connection with my process or for which I am responsible.
 - h. Maintain confidentiality of data, information, knowledge that is in my possession and have not shared the same with anyone for my personal benefit (including my friends / relatives) or for the benefit of the Competitors, or any other person.
 - i. Brought to the notice of immediate senior / Directors as the case may be any matter which can affect the operations / brand / image of the Company and have not withheld any such information.
 - j. Brought to the notice of the concerned persons any observations, notices, visits by Statutory / Regulatory authorities
 - k. Taken care of the assets of the Company in my possession and shall not indulge in misuse / abuse of Company assets.
 - l. Followed the conditions and made timely disclosures as prescribed in the Insider Trading Regulations and agree to provide true and complete information in any investigation/regulatory proceedings.
 - m. Maintain integrity of the data / information circulated in various meetings / reports by myself and the process for which I am responsible.

2. I do not have any interest in any appointment, contract, agreement etc. undertaken by me on behalf of / for the purposes of the Company, other than that has been disclosed. I also undertake to bring to the notice of the Company any such interest immediately it comes to my knowledge / attention.

3. There are no penalties or fines imposed by any regulatory or statutory authority in connection with the processes / activities handled by me.
4. I have not entered into any agreement for myself or on behalf of any other person with any shareholder or any third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company other than what has been disclosed by me and approved by the Board and the Shareholders.
5. I shall bring to the attention of Managing Director and/ or Chief Financial Officer and / or GM Corporate Governance and / or Company Secretary of the Company about any material event or information pertaining to my area, immediately upon becoming aware of such event / information.
6. I also affirm compliance with the Code of Conduct of Galaxy in letter and Spirit.

Signature :

Name :

Place :

Date :

ANNEXURE – A to the ANNUAL AFFIRMATION under the CODE OF CONDUCT

[Part – B: Applicable to all Directors other than Independent Directors]

I affirm that I have and I shall

1. comply with applicable laws, rules and regulations
2. Continue to be in compliance with the requirements for holding the position as a Director and do not possess any disqualifications as are prescribed by the Companies Act.
3. comply with all the applicable policies of the Company
4. act in good faith in order to promote the objects of the company for the benefit of its members as a whole
5. exercise due and reasonable care, skill and diligence and exercise independent judgment
6. Not achieve or attempt to achieve any undue gain or advantage either to myself or to my relatives, partners, or associates
7. not involve in a situation in which I may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company
8. strive to attend all the Board Meetings/Committee meetings. I am aware that if I fail to attend at least 1 Board meeting in a period of 12 months irrespective of whether leave of absence is obtained or not, my office of directorship will be vacated.
9. ensure that the related party transactions are in the best interest of the Company and are not prejudicial to the Company and to ensure compliance with the provision of Section 188
10. disclose interest in contract or arrangement proposed to be entered into by the Company if any.
11. Comply with the provisions of the Code of Conduct – Insider Trading and shall only deal in securities of the Company in accordance with and after obtaining approvals, if any, according to the insider trading code.
12. not serve as a director of any company that competes with the Company without prior approval of the Company’s Board of Directors.
13. shall bring to the attention of the Board any material event or information pertaining to area handled by me, immediately upon becoming aware of such event / information.

Signature :

Name :

Place :

Date :

ANNEXURE – A to the ANNUAL AFFIRMATION under the CODE OF CONDUCT

[Part – C: Applicable to Independent Directors]

I affirm that I have and I shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising my duties;
3. Continue to be in compliance with the requirements for appointment as an Independent Director and do not possess any disqualifications as are prescribed by the Companies Act.
4. Complied with the Code of Conduct for Independent Directors as prescribed by the Companies Act.
5. Exercise my responsibilities in a *bona fide* manner in the interest of the company;
6. devote sufficient time and attention to my professional obligations for informed and balanced decision making;
7. not allow any extraneous considerations that will vitiate my exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
8. not abuse my position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
9. refrain from any action that would lead to loss of my independence;
10. Inform circumstances which make me lose my independence, and inform the board immediately;
11. assist the company in implementing the best corporate governance practices
12. Maintain confidentiality of data, information, knowledge that is in my possession and have not shared the same with anyone for my personal benefit (including my friends / relatives) or for the benefit of the Competitors, or any other person.

Signature :

Name :

Place :

Date :

Disclosure to be provided by Senior management at the beginning of financial year to the Board of Directors of the Company

I, _____ am enclosing herewith a list of my relatives within the meaning of section 2(77) of the Companies Act, 2013 as on date.

I further undertake that if there is any change in the list of relatives, the same shall be informed to the Board of Directors of the Company within a period of 10 days from such change.

Date
Place

Signature

List of relatives as defined by Section 2 (77) of the Companies Act, 2013

| Sr. No. | Nature of Relationship | Name of the Relatives |
|----------------|---|------------------------------|
| 1 | Wife/ Husband | |
| 2 | Father (includes step-father) | |
| 3 | Mother (includes step-mother) | |
| 4 | Son (includes step-son) | |
| 5 | Son's Wife | |
| 6 | Daughter | |
| 7 | Daughter's Husband | |
| 8 | Brother (includes step-brother) | |
| 9 | Sister (includes step-sister) | |
| 10 | Coparceners of HUF in which I am member (Other than those whose name is mentioned at Sl. No.1 - 9) above) | |

Signature of the Declarant