

## Code of Ethics and Code of Conduct

### 1. Preface

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by Banka BioLoo Limited (hereinafter referred to as "the Company"), as per requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**This Code of Ethics and Code of Conduct shall be called "The Code of Conduct for Board Members and Senior Management Personnel" (the "Code") of the Company.**

This Code sets forth guidance and principals for the Board of Directors and Senior Management Personnel to manage the affairs in a fair manner and conduct themselves with stakeholders, government and regulatory agencies, media and etc.

### 2. Definitions

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:

**"Board/Directors"** mean the Board of Directors of the Company

**"Company"** means Banka BioLoo Limited

**"Conflict of Interest"** means where the interests or benefits of one person or entity conflict with the interests or benefits of the Company

**"Executive Directors/Whole-Time Directors"** mean and include Company's Managing Director and Directors who are in whole time employment of the Company

**"Independent Directors"** mean Independent Directors as per the provisions of the Companies Act, 2013, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (as revised from time to time)

**"Non-Executive Directors"** mean the Directors who are not in whole time employment of the Company

**"Duties of Directors / Independent Directors"** mean and include duties as laid down in the Companies Act, 2013, and Listing Regulations enumerated in **Annexure I**.

**"Listing Regulations"** mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any amendments thereof

**"Senior Management Personnel"** mean personnel of the Company who are members of its core management team, excluding Board of Directors, and normally comprise all members of management one level below the Executive Directors, including all functional heads and Company Secretary

## **Applicability**

The Code is applicable to the following:

- i) Whole-Time Directors
- ii) Non-Executive Directors, including Independent Directors
- iii) Senior Management Personnel

## **The Code**

The Board Members and Senior Management Personnel shall function within the authority conferred upon them by the Company, keeping in view the best interest of the Company.

All Directors and Whole-Time Directors, acting collectively as the Board, function under the principle of collective responsibility, and will always act in the interest of the Company.

In making its decisions, the Board shall take into account, and balance the various, and sometimes conflicting interests of all stakeholders. All decisions of the Board shall be made in good faith and in the best interests of the Company.

The Board members, in discharge of their fiduciary duties, will exercise due care, competence and diligence as a reasonable and prudent person, and exercise the highest standards of integrity and ethics.

## **Honest and Ethical Conduct**

Whole-Time Directors and Senior Management will pro-actively promote, and set an example of ethical behaviour and integrity for the employees of the Company, in the discharge of their official duties and obligations.

## **Confidentiality**

The Directors / senior management shall maintain confidentiality of confidential information of the Company, or that of any valued customer/ collaborator/ supplier of the Company, to whom the Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. For purposes of this Code, "confidential information" includes all unpublished information relating to the Company that might be of use to competitors, or others with competing interest.

## **Workplace Free of Harassment**

Banka BioLoo is committed to provide a work environment, free of harassment or discrimination based on caste, creed, colour, sex, race, religion, medical condition, marital status, age, sexual orientation, ethical belief or on any other basis. Any such harassment is unlawful. This is applicable to all persons involved in the operations of the Company, and the Company prohibits unlawful harassment by any employee of the Company towards other employees, including juniors, supervisors, outside vendors, clients etc. The Company will treat people fairly and with

respect, and will promote a culture where diversity is valued and full capabilities of individuals are harnessed and developed to the benefit of customers, employees and all stakeholders of the business.

### **Conflict of Interest**

A conflict of interest exists, where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. Transactions, commitments and other activities, which are not in the best interests of the Company, or which have the potential to develop into a conflict of interest, should be avoided.

Conflict of interest between personal and professional relationships will be avoided, and if legally permitted, shall be fully disclosed to the Board by the person engaging in such transaction.

Any activity that interferes adversely with performance, duties and obligations, or is otherwise in conflict with or prejudicial to the Company, is prohibited.

Whole-Time Directors and Senior Management will devote their full attention and time to the business interests of the Company. Whole-Time Directors and Senior Management will not render any professional service to, or accept remuneration or compensation in cash or kind from vendors, customers, consultants or competitors of the Company.

The Board and Senior Management will not take part in any activity that enhances or supports a competitor's position, unless there is a definite benefit for the Company.

It is a conflict of interest to serve as a Director of a company that competes with the Company. Senior Management must obtain the approval of the Board before accepting any position with another company, even a non-competitor and even if honorary.

Any information concerning the Company's business, its customers, vendors, etc., and to which the Board Members and Senior Management Personnel have access or possesses such information, must be considered confidential, and be held in confidence.

No Board Member and Senior Management Personnel shall provide any information, either formally or informally, to the press or any other public media, except as required in the performance of the duties.

However, Board Members and Senior Management Personnel shall be free to disclose such information, which is –

- i) Part of the public domain at the time of disclosure;
- ii) Authorized or required to be disclosed pursuant to a decision of the Board;
- iii) Required to be disclosed in accordance with applicable laws, rules, regulations or guidelines.

Any Whole-Time Director or Senior Management, in considering investing in any customer, vendor, developer or competitor of the Company (except purchase of equity or debt instruments

of listed companies), must take care to ensure that these investments do not compromise with their responsibilities to the Company.

Prior approval of the Audit Committee of the Board is necessary for making any such investment. While making such investment, the factors for determining conflict of interest include the size and nature of such investment, the ability of the proposed investor to influence the Company's decisions, access to confidential information of the Company or the other company, and the nature of the relationship between the Company and the other company.

The Board Members and Senior Management Personnel shall protect the Company's assets, including physical assets, information and intellectual rights and shall not use the same for personal gain.

Solicitation or acceptance by a member of the Board or Senior Management and their immediate family members, of a personal loan or guarantee from a customer in any capacity or vendor is not allowed.

Whole-Time Directors and Senior Management shall not accept any offer, payment, promise to pay or authorize payment of any money or gift of value, from customers, vendors or authorities, that is perceived as intended, directly or indirectly, to influence any business decision. Inexpensive gifts, business meals, celebratory events and official entertainment, provided they are not excessive or create an appearance of impropriety, do not breach the Code, are permitted. Gifts given or received should be appropriate to the circumstances and never excessive.

None of the Members of the Board or Senior Management shall exploit for their personal gain, opportunities that are discovered through the use of corporate property, information or position, unless the opportunity is disclosed in writing to the Audit Committee of the Board and the Board declines to pursue the opportunity.

### **Prevention of Insider Trading**

The Board Members and Senior Management Personnel shall comply with the Code for Prevention of Insider Trading.

### **Media Communication**

Whole-Time Directors, and any person designated by the Chairman and/or the Managing Director, shall be corporate spokespersons, and shall be responsible for the following:

Corporate disclosure of unpublished price sensitive information.

Ensure that the Company complies with continuous disclosure requirements mentioned under Shareholding Disclosure Practices.

Oversee and co-ordinate disclosure of price sensitive information to stock exchanges, analysts, shareholders and media.

Educate employees on these disclosure policies and procedures.

If any information is accidentally disclosed without prior approval, the person responsible shall inform the corporate spokesperson immediately, even if the information is not considered price sensitive.

Decide whether a public announcement is necessary for verifying, or denying rumours and then make the disclosure.

Except for the above, no Board Member and Senior Management Personnel of the Company shall interact with media, in respect to any matter related to the Company, without prior approval of the Board.

### **Placement of the Code on Website**

Pursuant to the Listing Regulations and any amendments thereof, the 'Code' shall be uploaded on the website of the Company.

### **Interpretation of the Code**

Any question or interpretation under this Code of Ethics and Business Conduct will be handled by the Board or any person /committee authorized by the Board of the Company.

Any deviation/breach of the Code will be treated with due seriousness and prompt action taken to redress the same.

### **Annual Compliance Reporting**

All Board Members and Senior Management Personnel shall affirm compliance of this Code annually.

The Annual Report of the Company shall contain a declaration to this effect, and signed by the Chairman.

All Board Members and Senior Management Personnel shall acknowledge receipt of this Code.

### **Amendments to the Code**

Any amendment to the provisions of the Act and Listing Regulations to the Code of Conduct for Board Members and Senior Management Personnel shall be incorporated in the Code with the approval of the Chairman, and shall be informed to the Board.

## Annexure - I

### Duties of Directors

Pursuant to the provisions of Section 166 of the Companies Act, 2013, the duties of directors are:

(1) Subject to the provisions of the Act, a director of a company shall act in accordance with the articles of the company.

(2) A director of a company shall act in good faith, in order, to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.

(3) A director of a company shall exercise one's duties with due and reasonable care, skill and diligence, and shall exercise independent judgment.

(4) A director of a company shall not involve in a situation in which one may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

(5) A director of a company shall not achieve or attempt to achieve any undue gain or advantage, either to oneself or to one's relatives, partners, or associates, and if such director is found guilty of making any undue gain, s/he shall be liable to pay an amount equal to that gain to the company.

(6) A director of a company shall not assign one's office and any assignment so made shall be void.

(7) If a director of the company contravenes the provisions of this section such director shall be punishable with fine which shall not be less than one lakh rupees, and which may extend to five lakh rupees.

### **Guidelines of professional conduct, role, functions and duties as an Independent Director (as provided in Schedule IV of the Companies Act, 2013)**

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors, and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

#### I. Guidelines of professional conduct:

An independent director shall -

(1) uphold ethical standards of integrity and probity;

(2) act objectively and constructively while exercising one's duties;

(3) exercise one's responsibilities in a bona fide manner in the interest of the Company;

(4) devote sufficient time and attention to one's professional obligations for informed and balanced decision making;

- (5) not allow any extraneous considerations that will vitiate one's 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;
- (6) not abuse one's 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;
- (7) refrain from any action that would lead to loss of one's independence;
- (8) where circumstances arise, which make an independent director lose one's independence, the independent director must immediately inform the Board;
- (9) assist the company in implementing the best corporate governance practices.

## **II. Role and functions**

The independent directors shall -

- (1) 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;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives, and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of stakeholders;
- (7) 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;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholders' interest.

## **III. Duties of Independent Directors**

The independent directors 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 one 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) act within their 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.

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