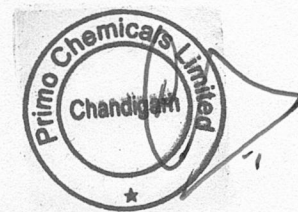


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# **PRIMO CHEMICALS LIMITED**

## **PRIMO CHEMICALS LIMITED CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

(Modified by Board of Directors on 30<sup>th</sup> May, 2025)



CIN NO.: L24119CH1975PLC003607

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## PRIMO CHEMICALS LIMITED

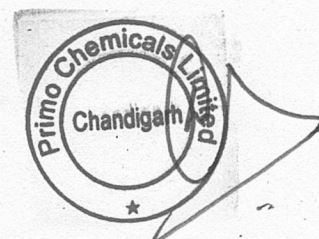
### PRIMO CHEMICALS LIMITED CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL, (AMENDED IN COMPLIANCE WITH REGULATION 17(5) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND COMPANIES ACT, 2013).

#### CHAPTER 1 – SHORT TITLE AND COMMENCEMENT

- 1.1 This Code of Conduct shall be known as Primo Chemicals Limited Code of Conduct for Directors (including Independent Directors) and Senior Management Personnel amended in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and Companies Act, 2013 (ACT)” (hereinafter referred to as the “PRIMO Code of Conduct for Directors, etc.”).
- 1.2 This “PRIMO Code of Conduct for Directors, etc.” has been made pursuant to the revised Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited and further amended in compliance with Regulation 17(5) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Companies Act, 2013. This “PRIMO Code of Conduct for Directors, etc.” may be modified by the Board of Directors of the Company from time to time.
- 1.3 This Code of Conduct shall come into force with immediate effect.
- 1.4 This Code shall be uploaded on the Website of the Company.

#### CHAPTER 2 – PURPOSE

- 2.1 The purpose of this “PRIMO Code of Conduct for Directors, etc.” is to:
  - (a) articulate the high standards of honesty, integrity, ethical and law abiding behavior expected from the Directors and Senior Management Personnel;
  - (b) encourage the observance of those standards to protect and promote the interests of the shareholders and other stakeholders (including the employees, customers, suppliers and creditors);
  - (c) guide the Directors and Senior Management Personnel as to the practices necessary to maintain confidence in the Company’s integrity and reputation;
  - (d) set out the responsibility and accountability of the Directors and Senior Management Personnel to report and investigate any reported violations of this Code or any other unethical or unlawful behavior; and
  - (e) ensure that the business practices of the Company create a high level of confidence amongst its stakeholders.

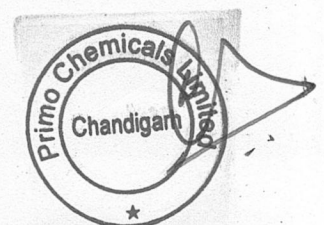


### CHAPTER 3 – APPLICABILITY

- 3.1 This “PRIMO Code of Conduct for Directors, etc.” shall be applicable to the following persons:
- (a) All Directors (including the Managing Director(s), Whole-time Director(s) and Independent Director(s) of the Company).
  - (b) All Senior Management Personnel of the Company.
- 3.2 This “PRIMO Code of Conduct for Directors, etc.” will also apply to such other Management Personnel of the Company as may be determined by the Board of Directors from time to time.

### CHAPTER 4 – DEFINITIONS

- 4.1 For the purpose of this “PRIMO Code of Conduct for Directors, etc.”–
- (a) “Act” means the Companies Act, 2013;
  - (b) “Board of Directors” or “Board” means the Board of Directors of Primo Chemicals Limited;
  - (c) “Company” or “PRIMO” means Primo Chemicals Limited;
  - (d) “Directors” mean the Directors on the Board of Directors of the Company and include Managing Director(s), Whole-time Director(s) and Independent Director(s);
  - (e) “Independent Director” shall mean the Board members as defined under Section 2(47) read with Section 149 of the Companies Act, 2013.
  - (f) The term “Relative” shall mean ‘relative’ as defined in Section 2(77) of the Companies Act, 2013 and Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014 as defined in Appendix ‘A’.
  - (g) “Related Party” shall mean as defined in Section 2(76) of the Companies Act, 2013, Rule 3 of the Companies (Specification of Definition & Details) Rules, 2014 and Regulation 2(zb) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - (h) “Senior Management Personnel” for the purpose of this code shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors including members of management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer or Manager, in case they are not part of the Board of Directors), including the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors.
- 4.2 All other words and phrases used and not defined hereinabove but defined in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure



Requirements) Regulations, 2015, shall have the meanings respectively assigned to them in the said Act and Regulations.

## CHAPTER 5 – CODE OF CONDUCT

### 5.1 Honesty and Integrity

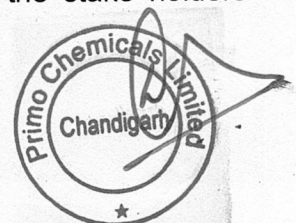
- 5.1.1 The Directors and Senior Management Personnel shall act honestly and with integrity in all of their dealings for the company.
- 5.1.2 The Directors and Senior Management Personnel will not discriminate on the grounds of a person's race, religion, gender, marital status or disability.
- 5.1.3 The Directors and Senior Management Personnel shall not make promises or commitments that the Company does not intend or would be unable to honour.
- 5.1.4 The Directors and Senior Management Personnel shall adhere to the truth, and they should not mislead directly or indirectly nor make false statements, nor mislead by omission.

### 5.2 Personal Transactions

- 5.2.1 The Directors and Senior Management Personnel shall keep their personal or other business dealings separate from their dealings as a Director or an employee of the Company.
- 5.2.2 The Directors and Senior Management Personnel shall not use the name of the Company to further any personal or other business transactions unrelated to the Company.
- 5.2.3 The Directors and Senior Management Personnel shall use the goods, services, assets and facilities provided to them by the Company for official and/or personal use, strictly in accordance with the terms on which they are provided.
- 5.2.4 The Directors and Senior Management Personnel shall not enter into any agreement for himself /herself 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, without prior approval of Board of Directors and/or members, where required, as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 5.2.5 The Directors and Senior Management Personnel shall not enter into any agreements which, either directly or indirectly or potentially whose purpose and effect is to, impact the management control of the Company or impose any restriction or create any liability upon the Company without prior approval of the Board and/or members, where required, as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 5.3 Confidentiality of Information

- 5.3.1 The Directors and Senior Management Personnel shall conduct themselves so as to meet the expectations of operational transparency to the stake holders



while at the same time ensuring that confidential information relating to customers, employees and Company's operations is not given either inadvertently or deliberately to third parties, except to the extent necessary for the Company's business, without the consent of the Company.

5.3.2 The Directors and Senior Management Personnel shall not use Company information obtained by them for personal gain, financial or otherwise, nor will that information be used to obtain financial or other benefits for any other person or business.

5.3.3 The Directors and Senior Management Personnel shall respect the privacy of others.

#### **5.4 Disclosure of Interests**

5.4.1 The Directors and Senior Management Personnel shall fully disclose active private or other business interests promptly and any other matters which may lead to potential or actual conflict of interest with the Company.

5.4.2 The Directors' and Senior Management Personnel's dealings with the Company must always be at arms length to avoid the possibility of actual or potential conflict of interest.

5.4.3 The Senior Management Personnel shall make disclosures to the Board relating to all material financial and commercial transactions, where they have personal interest, that may have a potential conflict with the interest of the Company at large (e.g. dealing in the Company's shares, commercial dealings with bodies, which have shareholding of Senior Management Personnel and their relatives, etc.).

5.4.4 The Directors and Senior Management Personnel shall not enter into any contract or arrangement without obtaining approval of the Audit Committee and/or the Board and where required, approval of members in the general meeting for related party transactions as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

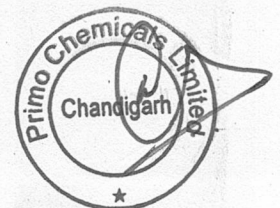
5.4.5 The Directors and Senior Management Personnel shall disclose to the Board any changes in their directorships / committee membership on the Board of other companies including shareholding in such companies on an annual / ongoing basis within 7 days of such changes.

5.4.6 The Directors and Senior Management Personnel shall inform the Company about the board/committee positions he or she occupies in other listed entities and notify the Company of changes within 7 days.

#### **5.5 Protection and proper use of assets**

5.5.1 The Directors and Senior Management Personnel shall use all reasonable endeavors to protect any Company asset and to ensure its efficient use.

5.5.2 Subject to the provisions of Clause 5.2.3 of this "PRIMO Code of Conduct for Directors, etc.", the Directors and Senior Management Personnel shall use an asset of the Company (such as product, vehicle, computer or money) for legitimate business purposes of the Company only.



5.5.3 The Directors and Senior Management Personnel must immediately report any suspected fraud or theft of a Company asset for investigation.

## **5.6 Compliance with laws, regulations, policies and procedures**

5.6.1 The Directors and Senior Management Personnel shall:

- (a) comply with the letter and spirit of all applicable laws, rules and regulations.
- (b) comply with the all Rules, policies and procedures of the Company adopted from time to time, including but not limited to this "PRIMO Code of Conduct for Directors, etc." and Primo Chemicals Limited Code of Conduct for Prohibition of Insider Trading and Code for Practices and Procedures for fair disclosures of Unpublished Price Sensitive Information; and all other policies.
- (c) encourage other officers and employees to do the same.
- (d) not violate the limits of directorships / committee memberships prescribed under applicable laws and regulations from time to time.

## **5.7 Reporting of any illegal or unethical behavior**

5.7.1 The Directors and Senior Management Personnel may contact the Managing Director, if any Director or Senior Management Personnel believes that he or she has observed illegal or unethical behavior by any employee, officer or Director, or by anyone purporting to be acting on Company's behalf.

## **5.8 Payments, Gifts, Entertainment and Travel**

5.8.1 The Directors and Senior Management Personnel shall not use their status to seek personal gain from those doing business or seeking to do business with the Company.

5.8.2 The Directors and Senior Management Personnel shall not accept any personal gain of any material significance, if offered.

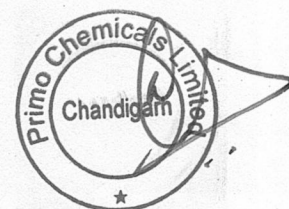
## **5.9 Disciplinary Action**

5.9.1 The Directors and Senior Management Personnel are subject to disciplinary action for violations of this Code of Conduct. Subject to and in accordance with the Company's Rules, the Board of Directors shall determine the appropriate disciplinary action for violations of this Code of Conduct.

## **CHAPTER 6 – DUTIES OF DIRECTORS**

6.1 Director should:

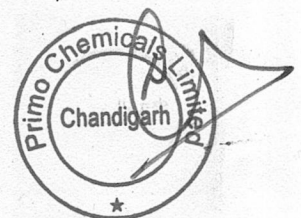
- (1) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.



- (2) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (3) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (4) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- (5) A director of a company shall not assign his office and any assignment so made shall be void.
- (6) A director of a company shall facilitate the independent directors to perform their role effectively as a member of the board of directors and also a member of a committee of board of directors.

6.2 In addition to above, Independent Director should :

- (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 ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;



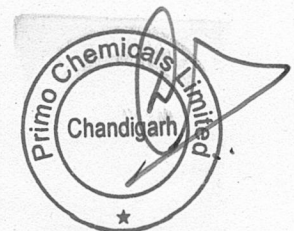
- (11) report concerns unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- (12) while acting within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees.
- (13) not disclose confidential 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.

#### **CHAPTER 7 – DISCLOSURE REQUIREMENTS**

- 7.1 All Directors and Senior Management Personnel shall affirm compliance with this "PRIMO Code of Conduct for Directors, etc.", on an annual basis at the end of each financial year. The Annual Report of the Company shall contain a Declaration by the Managing Director to this effect.
- 7.2 All Senior Management Personnel shall make disclosures to the Board relating to all material financial and commercial transactions as required by Clause 5.4.3 of his "PRIMO Code of Conduct for Directors, etc."

#### **CHAPTER 8 – GENERAL**

- 8.1 The interpretation of the Managing Director of the Company regarding this Code shall be final. Matters not covered by this Code would be decided by the Board of Directors.
- 8.2 Waivers of this Code of Conduct may be granted only when determined to be appropriate under the circumstances and in accordance with applicable laws, and only by the Board of Directors or a Committee of the Board or a person authorised by the Board in this regard.



**CODE OF CONDUCT  
FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

**Extract of Section 2 (77) of the Companies Act, 2013**

Definition of "relative", with reference to any person, means anyone who is related to another, if

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or
- (iii) one person is related to the other in such manner as may be prescribed\*;

\*List of Relatives as per Rule 4 of the Companies (specification of Definitions details) rules, 2014

- (i) Father (including step-father)
- (ii) Mother (including step-mother)
- (iii) Son (including step-son)
- (iv) Son's Wife
- (v) Daughter
- (vi) Daughter's Husband
- (vii) Brother (including step-brother)
- (viii) Sister (including step-sister)

