



CODE OF CONDUCT

1. INTRODUCTION:

This Code of Conduct (hereinafter referred to as the "Code") shall be called "The Code of Conduct for Board Members and Senior Management Personnel" of Venus Remedies Limited (hereinafter referred to as the "Company").

2. APPLICABILITY:

The Code shall be applicable on:

- All Whole time Directors
- All Non Executive Directors and Independent Directors unless specifically exempted from the Code or some of the provisions of the Code
- All Senior Management Personnel of the Company.

3. DEFINITION:

- Board: "Board" shall mean the board of Directors of the Company.
- Board Members: "Board Members" shall mean the Directors on the board of Directors of the Company.
- Senior Management: "Senior Management Personnel" shall mean personnel of the Company who are members of its core management team excluding the Board of Directors and would comprise of all members of management one level below the Whole Time Directors.

4. ETHICS:

Every Officer/Director shall act within the authority provided to him by the company and as per the applicable rules and regulations of law for the time being. Every officer/Director shall:

- Shall act in accordance with the standards of personal and professional integrity, honesty, good faith, with diligence and responsiveness, excellence in quality, with

academic responsibility and freedom and ethical conduct

- fulfill the fiduciary obligations.
- Every Director who is in any way, whether directly or indirectly, concerned or has financial interest in any business dealings concerning the Company shall disclose the nature of his concern or interest at a meeting of the Board of Directors
- Other Senior Management Personnel shall make such disclosure Directors.
- No interested director shall participate in the discussion or vote in the Board's proceeding.
- Shall not hold any position or job or engage in out side business or other interest that is prejudicial to the interests of the Company.
- Avoid any dealings with a contractor or supplier that compromises the ability to transact business on a professional, impartial and competitive basis or influences decisions to be made by the Company.
- In the discharge of their duties and responsibilities, Directors must comply with all applicable laws, rules and regulations.
- Directors must avoid conflicts of interest. Directors should also be mindful of, and seek to avoid, conduct which could reasonably be construed as creating an appearance of a conflict of interest.
- Directors must not have any interests that adversely influence the performance of their duties, functions and responsibilities.
- Directors shall not compete with the Company.
- Directors shall not take for themselves personally any business opportunities that belong to the Company or are discovered through the use of corporate property, information or position

5. DISCLOSURES

- With respect to related party disclosures, Board Members shall make disclosure to the Board and Senior Management Personnel shall make disclosure to the.
- If an Officer/ Director fails to make a disclosure as required herein, and the Company of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the Officer/Director, the Company would take a serious view of the matter and consider suitable disciplinary action against the Officer/Director.

6. INSIDER TRADING

Every Officer/Director shall comply with the Code of Internal Procedures and Conduct in dealing with the securities of the Company.

7. PROTECTION AND PROPER USE OF COMPANY ASSETS

Directors should perform their duties in a manner that protects the Company's assets and ensures their efficient use.

8. SHE POLICY

The Company and the Officers/Director shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment in its territory.

9. DUTIES OF 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 behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- Acting within his 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

10. PLACEMENT OF THE CODE ON WEBSITE

Pursuant to Clause 49 of the Listing Agreement, this Code and any amendments thereto shall be posted on the website of the Company.

11. ENFORCEABILITY:

Every officer/Director of the company is accountable to adhere with the provisions of the code.

12. AMENDMENTS:

The provisions of this Code can be amended and modified by the Board of Directors of the Company from time to time. All Officers/Directors shall be duly informed of such amendments and modifications.