



(FORMERLY KNOWN AS ADVANCE AGROLIFE PRIVATE LIMITED)

ADVANCE AGROLIFE LIMITED

CODE OF CONDUCT FOR DIRECTORS &

SENIOR MANAGEMENT PERSONNEL

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

A. Preamble

Advance Agrolife Limited (the "**Company**") believes in sustained growth with ethics in transactions and quest for excellence in performance. In order to re-emphasise this organisational culture, and commitment towards conducting its business in accordance with the applicable laws, rules and regulations and the highest standards of business ethics and ethical conduct, the Company has formulated the Code of Conduct for Board Members and Senior Managerial Personnel ("**Code**"), to reflect the business practice and principles of behaviour that supports the said commitment of the Company.

The Board and the Senior Management are responsible for setting the standards of conduct contained in the Code and for updating these standards as appropriate to reflect legal and regulatory developments.

Therefore, it is recognised that compliance of the Code is essential for promoting stakeholder confidence in our organisation, and every member of the Board and Senior Management is expected to mandatorily comply with the Code.

B. Basic Guidelines

The Code has been framed and adopted by the Company in compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**")

The Code is applicable to all the members of the Board of directors and the Senior Management.

Reference to statutory provisions or regulations shall be construed as meaning and including references to any amendment or re-enactment and any amendments to any statutory provisions or regulations or clarifications applicable to the Code shall automatically be deemed to be included in the Code, without any further amendment of the Code by the Board or relevant committee of the Board.

The Company shall procure and possess the Code of Conduct Acknowledgement Forms (**Annexure – I**) signed from all Directors (to be kept under the custody of the Company Secretary of the company) indicating that they have received, read and understood the provisions of the Code and agree to comply with the same. All Directors and Senior Management shall be required to affirm compliance with this Code on an annual basis to the Company Secretary, within 30 days from every financial year closing in the Code of Conduct Annual Compliance Report (**Annexure – II**).

C. Objective

This Code is intended to (a) provide guidance and help in recognising and dealing with ethical issues; (b) help foster a culture of honesty and accountability; and (c) bring about uniform understanding required to:

- i. Maintain the highest standard of business conduct & ethics for the Company;
- ii. Provide guidance in difficult situations involving conflict of interest and moral dilemma;
and
- iii. Ensures compliance with all applicable laws.

Every Director and the Senior Management is expected to read and understand this Code and its application while performing their duties, functions and responsibilities.

D. Definitions and Interpretation

In this Code, words and expressions shall have the meaning assigned to them below:

"Act" shall mean the Companies Act, 2013 and rules framed thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended from time to time;

"Board or Board of directors" shall mean the Board of Directors of the Company;

"Directors" shall mean all the members of the Board of Directors of the Company, including the Independent Directors;

"Company" shall mean Advance Agrolife Limited;

"Independent Directors" shall mean the Director other than a managing director or a whole-time director or a nominee director as more specifically set out under Section 149(6) of the Act, and shall also have the meaning ascribed to the term "Independent Director" under Regulation 16(1)(b) of the Listing Regulations;

"Senior Management" shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and shall comprise all members of management one level below the "chief executive officer or managing director or whole time director or manager (including chief executive officer and manager, in case they are not part of the board) including the functional heads and shall specifically include company secretary and chief financial officer;

"Applicable Laws" shall mean the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time

In this Code, words and expression are done with no differentiation on Gender and words importing singular shall include plural or vice versa.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Act and the rules framed thereunder as may be amended from time to time shall have the meaning respectively assigned to them therein.

E. Code of Conduct for Directors

Every Director shall, act within the authority advised upon them in the best interest of the Company, and strictly in compliance with this Code and shall:

1. Act in a manner to enhance and maintain the reputation of the Company;

2. Dedicate sufficient time, energy and attention to the Company to ensure diligent performance of duties, including preparing for meetings and decision-making by reviewing agenda in advance and making reasonable inquiries;
3. Help create and maintain a culture of high ethical standards, governance and commitment to compliance.
4. Use reasonable efforts to attend Board and Committee meetings regularly;
5. Not to involve in a situation in which he/she may have a direct or indirect interest that conflicts or possibly may conflict with the interest of the company;
6. To act in the best interests of, and fulfill fiduciary obligations to the Company; act honestly, fairly, ethically, with integrity, conduct themselves professionally and not take improper advantage of the position;
7. Shall not seek, or accept, any gifts or incentives or unreasonable hospitality in their capacity as Director of the Company, except what is duly authorized as acceptance under the Gift Policy.
8. Disclose potential conflicts of interest regarding matters before the Board, and abstain from discussion and voting where conflict exists;
9. To comply with all applicable laws, rules and regulations and act in accordance with the Articles of Association;
10. To act in good faith, responsibly, with due care, competence and diligence, without allowing independent judgement to be subordinated;
11. Disclose the facts correctly when dissenting; bring open and independent judgment to meetings and avoid making decisions before participating in deliberations;
12. Shall not assign his office and any assignment so made shall be void.
13. Make available and share with fellow Directors information appropriate to ensure proper conduct and sound operation.

Duties Of Independent Directors

- i. Not disclose confidential information including commercial secrets, unless approved or required by law;
- ii. Undertake appropriate induction and regularly update and refresh skills, knowledge and familiarity with the Company;
- iii. Ensure adequate deliberations are held before approving related party transactions and assure themselves of Company interest;
- iv. Strive to attend all Board meetings and meetings of committees of which they are members;
- v. Keep themselves well informed about the Company and its external environment;
- vi. Where concerns arise about the company or a proposed action, ensure they are addressed by the Board and insist on recording unresolved concerns in minutes;
- vii. Strive to attend general meetings of the Company;
- viii. Seek appropriate clarification or professional advice at the expense of the Company;
- ix. Participate constructively and actively in committees of which they are chairpersons or members;
Acting within their authority, assist in protecting the legitimate interests of the Company, shareholders and employees;
- x. Ascertain and ensure existence of adequate vigil mechanism and that users are not prejudicially affected;
- xi. Not unfairly obstruct proper functioning of the Board or its committees;
- xii. Report concerns about unethical behaviour, fraud or violation of the Company's code of conduct or ethics policy.
- xiii. In addition to the above, the independent directors shall also abide by the provisions of the Code for Independent directors as provided under Schedule IV of the Companies Act.

F. General Code of Conduct for Directors & Senior Management

1. Conflict of interests

- Accepting Directorship on the Board of any competing body corporate;
- The receipt of non-nominal gifts or excessive entertainment from persons/companies with which the Company has business dealings;
- Entering into any transaction or relationship with Company or subsidiaries in which he has financial/personal interest;
- Outside business activity that detracts from an individual's ability to devote appropriate time;
 - When a Director or Senior Management takes action or has interests making objective work difficult;
- Significant ownership interests in any supplier, customer, development partner or competitor;
- Consulting/employment relationship with any supplier, customer, business associate or competitor;
- The Directors and Senior Management should be careful in avoiding conflicts... full disclosure required.

2. Honest and Ethical Conduct

All Directors & Senior Personnel shall act in accordance with the highest standards of integrity, honesty, fairness and ethical conduct while working for the Company as well as when representing the Company.

For the purpose of this Code of Conduct:

(a) honest conduct and/or honesty shall mean conduct that is free from fraud or deception; and

(b) integrity and ethical conduct shall mean and include ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

The Directors & Senior Personnel shall act in the best interests of the Company and fulfil their fiduciary obligations.

The Directors & Senior Personnel should promote ethical behaviour and take steps to ensure that the Company promotes ethical behaviour and also encourages its employees to freely report violations of laws, rules, regulations or the Company's Code of Conduct to the appropriate personnel.

3. Protection of Company Property

The Directors and Senior Management should safeguard assets (physical, financial and intellectual) of the Company and resources and ensure its efficient use. Theft, negligence, and waste of the Company's assets and property have a direct impact on the company's profitability. Assets of the Company should be used only for legitimate business purposes. Any suspected counterfeit products or any product, packaging, communication or marketing practice that are suspected of infringing Company's copyright, trademarks, patents, design rights, domain names and / or other intellectual property rights should be duly reported.

4. Securities Transactions & Confidential Information

Confidential information: It includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed.

The Directors and Senior Management shall maintain the privacy of confidential information of the Company or that of any customer, supplier or business associate of the company except when disclosure

is authorized or legally mandated.

Any information shall not be used or proliferated which is not available to public and which therefore constitutes insider information for making or giving advice on investment decisions on the securities of the Company on which such insider information has been obtained.

5. Corporate Business Opportunities

The Directors and Senior Management owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. They are expressly prohibited from:

Taking for themselves personally, opportunities that are discovered through the use of Company property, information or position.

- Competing directly with the business of the Company or with any business that the Company is considering.
- Using Company's property, information, or position for personal gain.

They can pursue such activity only when company has decided not to pursue an opportunity after disclosing the same to the Board of Directors.

6. Financial reporting and records

The Directors and Senior Management shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards that represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company conducts its business affairs.

Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to Company auditors and other authorised parties and government agencies. There shall be no willful omissions of any Company transactions from the books and records, no advance income recognition and no hidden bank account and funds.

7. Fair and Impartial Dealing

The Directors and Senior Management shall deal fairly and impartially with customers, suppliers, competitors, employees of the Company and any other third party. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, restrictive or trade secret information, misrepresentation of material facts, or any other unfair dealing practices.

.8. Good Citizenship

The Directors and Senior Management:

- Shall be committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India. They shall not support directly or indirectly any specific political party or candidate for political office. They shall not offer or give any Company's funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign.
- Shall not offer or give any company funds or property as donation to government agencies or their representatives to obtain any favourable performance of official duties.

- Shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.
- Shall respect the dignity and human rights of colleagues, customers, suppliers, competitors and all others who come into contact with as part of their official duties.
- Shall treat everyone fairly and equally, without discrimination on the grounds of race, age, role, gender, gender identity, colour, religion, country of origin, sexual orientation, marital status, dependents, disability, social class or political views.

9. Compliance With Laws and Regulations

The Directors and Senior Management are committed to comply with all those acts, rules and regulations that regulate the conduct of Company both in letter and in spirit. They must abide the policies and procedures that govern the conduct of the Company's business. If they are unfamiliar or uncertain about the legal rules involving Company business they should consult the Company Secretary of the Company or take assistance from any consultation agency, before taking any action that may endanger the company or that individual.

10. Anti-Bribery and Corruption

The Company's zero-tolerance approach towards bribery and corruption applies to all operations/functions, and prohibits both public and commercial bribery (e.g. to or from any third party). All Board members and Senior Management shall comply with the Company's anti-bribery and corruption policy.

G. Compliance

The Board and the Senior Management shall affirm their compliance with this Code each year by submitting the prescribed declaration (Annexure I) to the Compliance Officer within 30 days from the close of every financial year. The Company's Annual Report shall include a statement to this effect, signed by the Chairman, Managing Director, or CEO.

If any Director, Senior Management personnel, or employee becomes aware of or suspects a violation of any applicable law, rule, regulation, or any provision of this Code, they must immediately report the matter to the Board of Directors or to the CFO/Company Secretary. Wherever possible, such reports should include complete details and all relevant facts pertaining to the suspected breach.

Any violation of this Code will result in appropriate disciplinary action, which may include legal proceedings or termination of employment. The Board of Directors, or any individual authorized by the Board, shall determine and implement the necessary measures in response to such violations.

H. Violation of the Code

1. The Board has the power to take appropriate action against anyone or more found violating the provisions of this Code.
2. In case of violation of this Code by the Senior Management, the same shall be dealt by chairman & managing Director in accordance with the violation of the Code.
3. Where the Company has suffered a loss due to such violation, it may pursue remedies against

the individual.

I. Disclosure

In compliance with Regulation 46 (2)(d) of the Listing Regulations, this Code and any amendments thereto shall be posted on the website of the Company.

J. Amendment, Modification and Waiver

The Board is committed to continuously review and update the policies and procedures. Therefore, this Code may be amended, modified or waived as the Board may think appropriate from time to time. As a general policy, the Board will not grant waivers to the Code. This Code may, from time to time be extended to other senior officers of the Company, as the Board may think fit.

Effective Date: 21-03-2025

Date of the approval by the Board: 07-02-2026

Version: 02

ANNEXURE I

ACKNOWLEDGEMENT FORM

Code of Conduct for the Directors and the Senior Management

To,
The Company Secretary
Advance Agrolife Limited
E-39, RIICo Industrial Area Ext.
Bagru, Jaipur- 303007
Rajasthan, India

Ido hereby solemnly affirm that I have received and read the Company's Code of Conduct for the Directors and the Senior Management. I have understood all the provisions and policies contained in the Code and I agree to strictly adhere with the Code.

Signature : _____

Name : _____

Designation : _____

Date : _____

Place : _____

ANNEXURE II

ANNUAL COMPLIANCE REPORT*
Code of Conduct for the Directors and the Senior Management

To,
The Company Secretary
Advance Agrolife Limited
E-39, Riico Industrial Area Ext.
Bagru, Jaipur- 303007
Rajasthan, India

Ido hereby solemnly affirm that to the best of my knowledge and belief I have complied with the provisions of the Code of Conduct for Directors and Senior Management of Advance Agrolife Limited during the financial year ended on March 31, _____.

Signature : _____

Name : _____

Designation : _____

Date : _____

Place : _____

* To be submitted by 30th April each year.
