



ISHITA DRUGS & INDUSTRIES LTD.

Corp. Off.: 401, 3rd Eye II, Opp. Parimal Garden, C. G. Road, Ahmedabad-380006.

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Regd. Office & Factory : 179/1, Vasna-Iyava, Tal. Sanand, Dist. : Ahmedabad.

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CODE OF CONDUCT FOR INDEPENDENT DIRECTORS

(As prescribed under 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 fulfillment 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.

The Independent Director shall act in accordance with the Articles of Association of the Company and while discharging his/her duties, comply with the requirements of Section 166 and Schedule IV of the Act.

I. Duties and Guidelines of professional conduct for an Independent Director:

An independent director shall:

1. exercise his responsibilities in a bona fide manner in the interest of the Company;
2. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
3. Assist the Company in implementing the best corporate governance practices.
4. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts;
5. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
6. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
7. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
8. 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;
9. report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
10. At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect the status of an Independent Director, he shall give a declaration to that effect confirming that he meet the criteria of independence as provided in Section 149(6) of the Act, in the prescribed format.

"Our basic drugs in the service of humanity worldwide"

CIN No. L24231GJ1992PLC017054

D & B D-U-N-S Number - 65-018-0359



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II. Role and functions:

An independent director 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. 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. During the term of appointment, Independent Director shall comply with the Company's code of conduct for prohibition of insider trading as well as with the applicable provisions of the Insider Trading Laws and Regulations, as amended from time to time.
4. Be held liable only in respect of such acts of omission or commission by the Company which have occurred with his/her knowledge, attributable through Board processes, and with his /her consent or where he has not acted diligently.

III. Confidentiality:

The Independent Director shall not provide or allow access to any Unpublished price sensitive information, that he/she may have access in course of his/her duties, relating to company or its securities listed to any person save and except required in pursuance of legitimate purpose, performance of duties or discharge of legal obligations and abide the relevant SEBI (Prohibition of Insider Trading) Regulations, 2015 and other regulations applicable to the Company.

IV. Evaluation:

The Independent Director will be subjected to Performance evaluation as per the policy of the Company, as may be approved and implemented by the Board of Directors from time to time in compliance with the requirements of the applicable laws.

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