HALDIA PETROCHEMICALS LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

(Pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. INTRODUCTION

Haldia Petrochemicals Limited (hereinafter referred to as "HPL" or "Company") has formulated this Code of Conduct for the Directors and Senior Management Personnel of the Company (hereinafter referred to as "Code") in accordance with Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). This Code shall also be treated as Code of Business Ethics for the purpose of Schedule IV of the Companies Act, 2013 (hereinafter referred to as "Act"). This Code is applicable to all the Directors and Senior Management Personnels (hereinafter referred to as "SMP") of the Company. The Company urges all its Directors and SMPs to be thoroughly familiar with the contents of this Code and to use it as a guideline in fulfillment of their responsibilities towards the Company. Further the Directors and SMP shall also adhere to the General Code of Conduct of the Company, if any.

2. OBJECTIVES OF THE CODE OF CONDUCT

The purpose of this Code is to demonstrate the ethical and transparent process in managing the affairs of the Company. The Directors and Senior Management are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning. The Code shall ensure that the Directors and the SMP act honestly, fairly, ethically and with integrity and conduct themselves in a professional, courteous and respectful manner and don't take any improper advantage of their position.

3. APPLICABILITY

This is a comprehensive code and applies to all Directors/Senior Executives. However, the provisions shall apply to Executives and Non- Executive Directors including Independent Directors only to such extent as may be applicable depending on their respective roles and responsibilities.

4. DEFINITIONS

4.1. "Company" means Haldia Petrochemicals Limited.

4.2. "Directors" mean all the members of the Board of Directors of the Company.

4.3. "Independent Director" shall mean the Board Members as defined under Section 2 (47) read with Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of Listing Regulations.

4.4. "Senior Management Personnel" (SMP) means employees of the Company in the grade of Vice President & above, specifically including the Company Secretary and Chief Financial Officer and such other persons as may be identified by the Whole-time Director from time to time.

4.5. "Compliance Officer" shall mean the Company Secretary of the Company. Unless the context otherwise requires, words and expressions used in this Code and not defined herein but defined in the Companies Act, 2013/Listing Regulations as may be amended from time to time shall have the meaning respectively assigned to them therein.

5. THE CODE

All the Directors and Senior Management Personnel's shall adhere to the following:-

5.1 To lead by example

As Directors' and SMP's are perceived to be the guiding force of the Company, it shall be their responsibility to lead by example. Leading by example would mean and inter-alia includes:

- To guide and motivate the entire organization.
- To lead by self-commitment and self-motivation.
- To exercise powers conferred with reasonable discretion and after weighing the consequences of such use.
- To induce a feeling of loyalty towards the organization.
- To work selflessly to achieve the business objectives of the Corporation.
- To proactively promote ethical behavior amongst peers and subordinates.
- Restraint in use of abusive language during conversations with employees/customers and other stakeholders.
- To share knowledge, maintain and develop skills essential and relevant to his/her role and responsibilities.

5.2 Honesty & Integrity

Directors and SMP shall act with honesty, integrity, fairness, responsibility, with due care and diligence and towards the best interests of the Company and its stakeholders.

5.3 Conduct of Business

The Directors and SMP's shall conduct the Company's business in an efficient and transparent manner for meeting its obligations to shareholders and other stakeholders. The Directors and SMP's shall not be involved in any activity that would have any adverse effect on the objectives of the Company or against national interest. The corporate objectives to be pursued shall be to sustain the competitive edge of the Company and not to indulge in any activity which is detrimental to the society at large.

5.4 Conflict of Interest

Directors and SMP shall not engage in any business, relationship or activity which may be in conflict with the interests of the Company. A conflict of interest occurs when personal interest of a Director or SMP (including members of their immediate family) conflicts in any way, or even appears to conflict, with the interest of the Company as a whole. A conflict of interest also arises when a Director or SMP or a member of his or her immediate family is likely to receive

undue personal benefit as a result of his or her position as a Director or SMP of the Company.

Directors and SMP shall not exploit an opportunity arising while being associated with the Company for his personal gain either directly or indirectly. Directors and Employees shall not exploit for their own personal gain, opportunities that are discovered through the use of Company's property, information or position. Business affiliates such as suppliers, vendors, distributors, retailers, contractors, etc. of the Company shall be selected with an absolutely unbiased approach and not under any undue influence.

If any transactions which prima facie appear to be conflicting with the interest of the Company but are unavoidable, the Director or SMP involved in such transaction should disclose the same to the Board.

5.5 Dealing with the Internal Customers

The Directors and SMP's shall practice and encourage the spirit of free discussion and debate in the Company and shall show respect for all the co-workers, irrespective of their grade, position, pay, authority, caste, creed, race or sex. Everyone in the Company shall work with the values of trust, teamwork, mutuality, collaborate with objectivity, self – respect and human dignity.

5.6 Dealing with the External Customers

Each Director and SMP should deal fairly with clients, vendors, and competitors etc. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing/practices.

5.7 Gifts/Gratuities/Bribery

Directors and SMP's of the Company, including members of their immediate families, shall not request or accept any gift, donations, hospitality, kick-back, compensation, illegal payments or comparable benefits of any kind directly or indirectly from any organization or individual which has business association or competes with the Company, or from any organization or individual with which

the Company does or is likely to do business. However, routine two-way exchanges of normal business courtesies, which might reasonably be expected to be exchanged in the ordinary course of business or nominal gifts of commemorative nature, for special events/ occasions could, however, be accepted or offered.

Directors and SMP's shall ensure that they follow all applicable anti-bribery and anti-corruption laws.

5.8 Other directorships/Outside employment

Unless specifically permitted by the Board, the Directors shall not serve as Director/Partner/Retainer/Employee or hold any other capacity of any other Company/Body Corporate/Firm that is engaged in a competing business with the Company. SMP's are expected to devote their full attention to the business interests of the Company. They are prohibited from engaging in any activity that interferes with their employment with the Company. However, a SMP may become a Director/Partner in any other Company/Body Corporate/Firm with the prior approval of the Whole-time Director and pursuant to the applicable provisions of law.

5.9 Health, Safety and Environment

The Directors and SMP shall strive to provide a safe and healthy working environment to all employees of the Company. They shall strive to conduct the business affairs of the Company while adhering to all regulations regarding preservation of the environment.

5.10 Protection & Proper use of Company's Assets & Resources

Company's assets including its intellectual property must be safeguarded against any damage, waste, theft, illegal or unlawful use. The Directors and the SMP's must take all reasonable steps to ensure the same. Further they must ensure that equipment/facilities/amenities provided to him/her by the Company for discharge of his/her duties in terms of his/her employment are used with proper care and diligence and return the possession thereof upon his/her

resignation, termination or retirement from the services of the Company, as the case may be.

The Directors and SMP shall ensure that any property of the Company under their control shall not be used for personal benefit, sold, given away in the form of loan or otherwise disposed of, regardless of its condition or value, without proper authorization.

5.11 Record of the Company

All the Company's books, records, accounts and financial statements must be maintained in reasonable manner, must appropriately reflect the matters to which they relate and must confirm both to applicable legal requirements and to the Company's system of internal controls. The integrity of the Company's accounting and financial records is based on the accuracy and completeness of the basic information and supporting entries to the Company's books of accounts. The Board Members and SMP involved in creating, processing and recording such information are held responsible for its integrity. All the assets of the Company must be carefully and properly accounted for. The making of false or misleading records or documentation is strictly prohibited. Unrecorded funds or assets should not be maintained.

5.12 Compliance with Laws, Rules and Regulations

Directors and SMP's shall meticulously comply with all applicable laws, rules and regulations, in all areas and geographies where the Company operates, both in letter and spirit. In order to assist the Company in promoting lawful and ethical behavior, Directors and SMP's must report any possible violation of law, rules, regulation or the Code to the Whole-time Director. Where any provision of the Code conflicts or is inconsistent with applicable law, the provisions of that law must be complied with and would override this Code.

5.13 Insider Trading

All Directors and SMP's shall strictly adhere to the Company's 'Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons' and 'Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive

Information' formulated in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

5.14 Whistle Blower – Reporting of illegal or unethical behavior

The Company shall promote ethical behavior in all the spheres of its business operations. The Employees are free to report existing/probable violations of laws, rules and regulations or unethical conduct in accordance with the Vigil Mechanism/Whistle Blower Policy of the Company. The Directors and the Senior Management shall not attempt to suppress/conceal any such view or reporting. The confidentiality of those reporting violations shall be protected and they shall not be subjected to any discriminatory practice.

5.15 Confidentiality

Confidential information, including commercial secrets, technologies, advertising and sales promotion plans, customer details, unpublished price sensitive information or any information concerning the Company's business, its customers, suppliers etc., which is not in public domain and to which the Directors or SMP's have access, must be held in confidence, unless authorized to do so and when disclosure is required as a requirement of law. The Directors and SMP of the Company shall not use confidential knowledge for their direct or indirect personal advantage or for the advantage of any other entity in which they have a direct or indirect interest.

5.16 Media Disclosure/ Social Media

To facilitate the achievement of the Company's vision and business plans, it is necessary to communicate the policies, plans and accomplishments in the most effective manner through the media to our investors, customers, existing and potential, other stakeholders and to the community at large. All statements made to the media on behalf of the Company should be true and fair and with proper authorization. The Directors/SMP shall not disclose non-public information selectively to any particular group as it may lead to unfair advantage/discrimination.

All Directors and SMP's are expected to conduct themselves professionally in their online activities and to respect and protect the reputation of the company, its customers, and business partners. The Company reserves the right to review and monitor the online activities when they are relevant to the Company, as well as any online communications made using Company resources (computers, phones, tablets, data cards, etc.). If the Company perceives that such online activity is in violation of Company policies, appropriate investigation and action may be taken. If Directors/SMPs participate in online forums, blogs, newsgroups, chat rooms, or bulletin boards, they should never give the impression that they are speaking on behalf of the company unless they are authorized to do so.

6. DUTIES OF DIRECTORS:

The Directors of the Company shall fulfill all the duties and responsibilities bestowed upon them as per the provisions of Companies Act, 2013 and Listing Regulations and inter alia shall:

A. General

i. act in accordance with the articles of association of the Company;
ii. 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;
iii. exercise their duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
iv. 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;
v. 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;
vi. shall not assign their office and any assignment so made shall be void.

B. Further, the Independent Director's shall:

i. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
ii. 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;
iii. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
iv. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
v. strive to attend the general meetings of the Company;
vi. 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;
vii. keep themselves well informed about the company and the external environment in which it operates;
viii. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
ix. 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;
x. 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;
xi. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
xii. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
xiii. 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;

xiv. hold at least one meeting in a year, without the attendance of non-independent directors and members of management to (a) review the performance of non-independent directors and the Board as a whole (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors and (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. All the independent directors of the company shall strive to be present at such meeting ; and

xv. abide by the Code for Independent Directors as laid down under Schedule IV of the Companies Act, 2013.

7. COMPLIANCE WITH THE CODE

The compliance with this Code is an obligation and the Directors and the SMPs shall ensure to comply with the same. Under no circumstances does your failure to read the Code, sign an acknowledgement exempt the Director/SMPs from obligation to comply with the Code. Any waiver of the Code requires the prior written approval of the Whole-time Director/Compliance Officer or, in certain circumstances, the Board of Directors or a committee thereof.

The HR Department of the Company will arrange training for those employees who are discharging the functions relating to compliance with rules/regulations/laws/technical knowhow and research & development activities for their respective departments.

All the Directors and SMPs shall affirm compliance with this Code on an annual basis within 30 days of close of every financial year in the form enclosed as **Annexure A** and a declaration to this effect given by the CEO/WTD shall form part of the Annual Report of the Company. The Code shall also be hosted on the website of the Company.

Directors and SMPs who violate this Code may be subject to disciplinary action as may be decided by the Board. Such action may be taken in various forms, viz. verbal warning or written reprimand, withholding of commission/performance pay till individual complies, salary freeze, termination from the services, appropriate

legal action, dismissal or referral for criminal prosecution or such action as may be deemed fit in the circumstances of each case.

8. REVIEW AND AMENDMENT OF THE CODE

The Board of Directors has the right to amend or modify this Code in whole or in part, at any time, without assigning any reason whatsoever, subject, however, to the condition that such alterations shall be in consonance with the provisions of the applicable law.

In any circumstance where the terms of this Code differ from any applicable law governing the Company, such applicable law will take precedence over this Code and procedures until such time as this Code is modified in conformity with the applicable law.

Place: Kolkata
Date: 11.11.2022

By order of the Board of Directors
Sd/-
Company Secretary

ANNEXURE-A

Affirmation of Compliance of Code of Conduct

To,

The Board of Directors

Haldia Petrochemicals Limited

Tower 1, Bengal Eco Intelligent

Park (Techna) Block EM, Plot No. 3,

Sector V, Salt Lake, Kolkata – 700091

Dear Sir/Madam,

I hereby confirm that I have gone through the "Code of Conduct for Directors and Senior Management Personnel of the Company" and that I have abided by the same in letter and spirit during the financial year ended 31st March…….

Signature:

Name:

Designation:

DIN No. (if applicable):

Address:

Date:

Place: