

DHARTI PROTEINS LIMITED
(Formerly Devika Proteins Limited)

CIN: L67120GJ1994PLC022199

**Regd. Address: A-1115, Titanium Business
Park, Near Makarba Underpass, Makarba,
Jivraj Park, Ahmedabad, Ahmadabad City,
Gujarat, India, 380051**

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

A. INTRODUCTION:

The matters covered in this Code of Conduct for Board of Directors and Senior Management Personnel (“Code”) are of the utmost importance to Dharti Proteins Limited (“Company”), its shareholders and stakeholders and are essential so that it can conduct business in accordance with legal and ethical values to which the Company is strongly committed.

Pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the Board of Directors of a listed entity is required to lay down a code of conduct for all members of Board of Directors and Senior Management of the listed entity.

The Code shall become effective from 19th November, 2025.

B. APPLICABILITY:

This Code applies to:

- ⊘ All members of the **Board of Directors** (Executive, Non-Executive, and Independent directors).
- ⊘ All **Senior Management Personnel**, defined as officers in key management roles including but not limited to the CEO, CFO, Company Secretary, functional heads, and other officers as defined by the Company.

C. OBJECTIVE:

Integrity, transparency and trust form part of the core beliefs of all activities at DHARTI PROTEINS LIMITED (hereinafter referred to as “the Company”), which has been the basis of its growth and development. It is mandatory that a separate legal and ethical standard of conduct is laid and be made applicable to all Board Members and all Senior Management Personnel of the Company. Hence to meet this requirement, this Code of Conduct has been formulated by the Board. This Code broadly lays down the general principles to be followed by the Board Members and the Senior Management Personnel as a guide for making ethical decisions.

D. CODE OF CONDUCT:

The Board and Senior Management Personnel of the Company should:

- ⊘ act in accordance with the articles of the Company.
- ⊘ 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 the environment.
- ⊘ exercise their duties with competence, due and reasonable care, skill, diligence, in good faith and in the best interests of the Company and shall exercise independent judgement.
- ⊘ not be actively involved in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.



- ⊗ not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners, or associates and if found guilty of making any undue gain, they shall be liable to pay an amount equal to that gain to the Company.
- ⊗ not assign one's office and any assignment so made shall be void.
- ⊗ demonstrate the highest standards of integrity, business ethics, and corporate governance.
- ⊗ provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board with best interests of the Company and its stakeholders in mind. They should enable the Company's management in taking appropriate decisions by providing constructive inputs based on their experience and judgement;
- ⊗ give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgements.

E. KEY PRINCIPLES AND COMMITMENTS:

⊗ **Integrity and Ethics:**

The Board of Directors and Senior Management personnel shall conduct affairs of the Company with the highest standards of honesty, integrity, and ethical behaviour. They shall also avoid any situation involving conflict between personal interests and those of the Company and not use their position for personal gain or to the detriment of the Company.

⊗ **Compliance with Laws and Regulations:**

The Board of Directors and Senior Management personnel shall ensure compliance with all applicable laws, rules, and regulations in the jurisdictions in which the Company operates. They shall co-operate fully with regulatory and legal authorities and act with transparency.

⊗ **Confidentiality:**

The Board of Directors and Senior Management personnel shall maintain confidentiality of Company information, both during and after employment or directorship and not disclose or use any confidential information for personal gain or for the benefit of any third party.

⊗ **Conflict of Interest:**

The Board of Directors and Senior Management personnel shall not engage in any activity, business, or relationship, which may be in conflict with the interest of the Company or prejudicial to the Company's interest. They should avoid transacting company business with their relative or with a firm/ company in which either they themselves or their relative are interested or plays any significant role and in case such related party transaction is unavoidable, it must be made only after proper and fullest disclosure to the Board. The Board of Directors and Senior Management personnel shall also not accept gifts from persons or firms who deal with the Company or are seeking to deal with the Company, where the gift is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest.



⌘ **Protection of Company Assets:**

The Directors and Senior Management Personnel of the Company shall protect Company assets and resources and ensure their efficient use and refrain from using Company property for personal purposes unless expressly authorized.

⌘ **Fair Dealing:**

The Board Members and Senior Management Personnel shall deal fairly with customers, suppliers, competitors, and employees and not take unfair advantage of anyone through manipulation, concealment, or abuse of privileged information.

⌘ **Insider Trading:**

The Board Members and Senior Management Personnel shall comply with the Code of Internal Procedures and Conduct for Prevention of Insider Trading, in dealing with securities of the Company.

⌘ **Equal Opportunity and Non-Discrimination:**

The Board Members and Senior Management Personnel shall provide a work environment free of discrimination and harassment and treat colleagues and employees with respect and dignity.

⌘ **Health, Safety, and Environment:**

The Directors and Senior Management Personnel of the Company shall ensure a safe and healthy working environment and shall act in a manner that demonstrates responsibility toward environmental sustainability.

F. DUTIES OF DIRECTORS:

The Director(s) of the Company:

- ⌘ shall act in accordance with the articles of the company, subject to the provisions of the Companies Act, 2013 as amended from time to time;
- ⌘ 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;
- ⌘ shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- ⌘ 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;
- ⌘ 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;
- ⌘ shall not assign his office and any assignment so made shall be void;



G. DUTIES OF INDEPENDENT DIRECTORS:

Independent Directors shall additionally adhere to the specific duties laid out under Schedule IV of the Companies Act, 2013 (or equivalent regulations in other jurisdictions), including:

- ⊘ Undergo a suitable induction and regularly update their knowledge, skills, and understanding of the Company.
- ⊘ Seek clarification or further details when necessary, and consult external experts for professional advice at the Company's expense, if required.
- ⊘ Make every effort to attend all Board and Committee meetings in which they are involved.
- ⊘ Contribute constructively and actively to the committees they are part of, especially those they chair.
- ⊘ Strive to attend the Company's general meetings.
- ⊘ Address any concerns regarding the Company's operations or proposed actions with the Board, and, if unresolved, ensure that their concerns are recorded in the meeting minutes.
- ⊘ Stay well-informed about the Company's activities and the external factors impacting its business.
- ⊘ Avoid obstructing the proper functioning of the Board or its committees in an undue manner.
- ⊘ Ensure thorough discussion and consideration before approving related party transactions, ensuring they serve the Company's best interests.
- ⊘ Confirm the presence of an effective whistleblower mechanism, ensuring that those using it are not adversely affected by their actions.
- ⊘ Raise concerns related to unethical behaviour, potential fraud, or violations of the Company's code of conduct or ethics policy.
- ⊘ Act within their authority, safeguarding the legitimate interests of the Company, its shareholders, and its employees.
- ⊘ Protect confidential information, including trade secrets, technologies, marketing strategies, and sensitive financial data, unless disclosure is authorized by the Board or mandated by law.

H. REPORTING VIOLATIONS:

Any violation of this Code should be reported promptly to the **Compliance Officer** or **Audit Committee**. The Company shall also ensure protection against retaliation for those who report violations in good faith.

I. ANNUAL AFFIRMATION:

As per Regulation 26(3) of the SEBI Listing Regulations, all Members of the Board and Senior Management Personnel shall affirm compliance with this Code on an annual basis. A declaration to this effect shall be annexed to the Annual Report of the Company.

J. AMENDMENT AND WAIVER:

This Code may be amended or modified by the Board of Directors, subject to applicable laws. Waiver of any provision of this Code for a director or senior manager must be approved by the Board and appropriately disclosed.



K. PLACEMENT OF THE CODE:

This Code shall be posted on the Company's official website and will be made available to all stakeholders upon request.

