

Oriental Aromatics

Financial Code of Conduct

ORIENTAL AROMATICS LIMITED (FORMERLY CAMPHOR AND ALLIED PRODUCTS LIMITED) CODE OF CONDUCT FOR NON-EXECUTIVE DIRECTORS

Non-Executive Directors of a company will always act in the interest of the company and ensure that any other business or personal association which they may have, does not involve any conflict of interest with the operations of the company and his role therein.

Non-Executive Directors will comply with all applicable laws and regulations of all the relevant regulatory and other authorities as may be applicable to such Directors in their individual capacities.
Non-Executive Directors will safeguard the confidentiality of all information received by them by virtue of their position.

CODE OF CONDUCT AND ETHICS FOR EXECUTIVE DIRECTORS (INCLUDING MANAGING DIRECTOR) AND SENIOR MANAGEMENT PERSONNEL OF ORIENTAL AROMATICS LIMITED.

Pursuant to the amendment in Clause 49 of the Listing Agreement (Ref. SEBI Circular No. SEBI/CFD/DIL/CG/1/2004/12/10 dated 29.10.2004) the requirement of CODE OF CONDUCT (hereinafter called "the Code") FOR MANAGING DIRECTOR, EXECUTIVE DIRECTOR & SENIOR MANAGEMENT PERSONNEL (Hereinafter referred to as the "Management Personnel") is being issued. This Code shall be applicable to all the Management Personnel (as may be decided from time to time) of ORIENTAL AROMATICS LIMITED (herein after referred to as "the Company").

All Management Personnel must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders / stakeholders.

With a view to maintain the high standards that the company requires the Code should be observed in all the activities of the Company. The Company Secretary has been appointed as a Compliance Officer of the Company for the purposes of monitoring and coordinating implementation this Code.

INTERPRETATION:

The Board will handle all questions or interpretation falling under or relating to this Code. The Board may authorize any of its committee / person for this. They will have the authority to waive compliance with this Code of Conduct for any Management Personnel of the Company. The person-seeking waiver of this Code shall make full disclosure of the particular circumstances to the Board or the designated person /committee.

1) Honesty & Integrity –

The Management Personnel shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. They shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. They shall act in the best interests of the Company and fulfill their fiduciary obligations.

2) Conflict of Interest –

The Management Personnel shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company. There are various situations in which conflict of interest may arise. However, it is not possible to cover every such situation. Also, it will not be easy to distinguish between proper and improper activities. Given below are some of the common circumstances that may lead to a conflict of interest, actual or potential –

- i. The Management Personnel should not engage in any activity / employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.

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- i. The Management Personnel and their immediate families should not invest in a customer, supplier or competitor of the Company and generally refrain from investments that compromise their responsibility to the Company.

Compliance Officer of the Company, notwithstanding that the same may technically not be a disclosure required within the meaning of the Companies Act

3) Other Directorships –

The Company feels that serving on the Board of Directors of other Companies may raise substantial concerns about potential conflict of interest. And therefore, the Management Personnel must report / disclose such relationships to the Board on an annual basis and within fifteen days as and when any change occur in the same. It is felt that service on the Board of Directors of a Competitor is not in the interest of the Company.

4) Concurrent Employment –

In consideration of the Management Personnel in employment of the Company, he/she is expected to devote his/her full attention to the business interests of the Company. He/she is prohibited from engaging in any activity (unless disclosed to the Board and consent thereof is obtained) that interferes with his/her performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the interest of the Company. The Company's policies prohibit any employee from accepting simultaneous employment with a Company supplier, customer or competitor, or from taking part in any activity that enhances or supports a competitor's position. Additionally, the Management Personnel must disclose to the Company any interest that he/she may have, that may conflict with the business of the Company. The Management Personnel of the Company shall not, without the prior approval of the Board / Managing Director of the Company, as the case may be, accept employment or a position of responsibility (such as a Consultant or a Director) with any other Company, nor provide 'freelance' services to anyone.

5) Compliance –

The Management Personnel are required to comply with all the applicable laws, rules and regulations, both in letter and in spirit. In order to assist the Company in promoting lawful and ethical behavior, they must report any possible violation of law, rules, regulation or the Code of Conduct to the Compliance Officer.

6) Confidentiality of Information –

Any information concerning the Company's business, its customers, suppliers etc., which is confidential or not in the public domain and to which the Management Personnel has access or possesses such information, must be held in confidence, and should not be disclosed, unless authorized or legally required to do so. No Management Personnel shall provide any information either formally or informally, to the press or any other publicity media unless specially authorized or required under law.

7) Insider Trading –

The Management Personnel of the Company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitutes insider information. They will comply with Insider Trading guidelines as issued by SEBI and Prevention of Insider Trading Code as issued by the Company, from time to time.

8) Special Consideration, Gifts & other Payments

It is inappropriate for a Management Personnel, or any of their immediate family member(s) to obtain special consideration or benefits in dealings with third parties as a result of such person's status as a Management Personnel of the Company. Accordingly, each Management Personnel must ensure that dealings with third parties with whom company does business are concluded on terms that would generally be available to persons without the status of a Management Personnel, or any of their immediate family member(s).

They should refrain from any act that has the appearance of being a bribe, kickback or other illegal or improper payment, whether direct or indirect, to any person or entity for the purposes of (i) obtaining, retaining or directing business or (ii) affecting the conditions of doing business. Moreover, they must report any offer of a bribe, kickback or illegal and improper payment that they receive or learn of to the Compliance Officer.

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No Management Personnel shall receive or offer or make, directly or indirectly, any gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business. However, a Management Personnel may accept or offer nominal gifts, which are customarily given and are of a commemorative nature.

9) Protection of Assets –

Management Personnel must protect the Company's assets and information and may not use these for personal use, unless approved by the Board.

10) Company Funds -

Every Management Personnel is personally responsible for all Company funds over which he or she exercises control. Company agents and contractors should not be allowed to exercise control over Company's funds. Company's funds must be used only for Company's business purposes. Management Personnel, agents and contractors must not use the Company's funds for any personal purpose.

11) Periodic Review –

Once, within fifteen (15) days from the end of every financial year or upon revision of this Code, every Management Personnel must acknowledge and execute an understanding of the Code and an agreement to comply. New Management Personnel will sign such a deed at the time when their Directorship/Employment begins.

12) Alignment on Political Matters–

The Management Personnel 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, without appropriate approvals. The Company shall not offer or give any Company funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign if it is violating any law.

For Oriental Aromatics Limited


Shyamal A. Bodani
Executive Director
DIN: 00677950

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