

CALLISTA INDUSTRIES LIMITED

CIN: L65921GJ1989PLC098109

Registered Address: -9 GF A-Wing, P.N-53, Mile Stone Complex, Ta- Bardoli,
Surat, Bardoli – 394602

Corporate Address: 5C 2A Gundecha Oncleave Kherani Road Sakinaka,
Andheri East Mumbai 400072, Mumbai, Maharashtra, India, 400072

Email: chplindustries@gmail.com Mobile No. 7977106490

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

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1. Purpose:

This Code of Conduct (“Code”) lays down the principles of ethical conduct, integrity, transparency, and accountability to be followed by the Board of Directors and Senior Management Personnel of the Company, in order to uphold the highest standards of corporate governance and ensure compliance with applicable laws, including the Companies Act, 2013 and regulations issued by the Securities and Exchange Board of India.

2. Applicability:

This Code shall apply to all members of the Board of Directors and Senior Management Personnel, including Key Managerial Personnel and functional heads, and shall be binding on them in the performance of their duties.

3. Core Values and Guiding Principles:

Directors and Senior Management Personnel shall act with integrity, honesty, objectivity, and professionalism, and shall exercise independent judgment in the best interests of the Company and its stakeholders, while maintaining high standards of corporate governance.

4. Compliance with Laws and Internal Policies:

All Directors and Senior Management Personnel shall comply with applicable laws, rules, regulations, and internal policies of the Company, and shall ensure that the Company’s business is conducted in a lawful and ethical manner at all times.

5. Duties and Responsibilities:

Directors and Senior Management Personnel shall act in good faith, with due care, skill, and diligence, and shall make informed decisions based on adequate information and

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proper deliberation. They shall devote sufficient time and attention to their responsibilities and shall not engage in activities that are detrimental to the interests of the Company.

6. Conflict of Interest:

Directors and Senior Management Personnel shall avoid situations in which their personal, financial, or other interests conflict, or may appear to conflict, with the interests of the Company. Any such conflict shall be disclosed promptly to the Board or appropriate authority, and the concerned individual shall abstain from participating in decisions relating to such matters.

7. Insider Trading and Fair Disclosure:

Directors and Senior Management Personnel shall comply with applicable insider trading laws and shall not use or disclose unpublished price-sensitive information for personal gain or for the benefit of others. They shall also ensure timely and fair disclosure of material information in accordance with applicable regulations.

8. Confidentiality of Information:

Directors and Senior Management Personnel shall maintain the confidentiality of all proprietary, sensitive, and confidential information of the Company and its stakeholders, and shall not disclose such information except where authorized or legally required.

9. Ethical Conduct and Fair Dealings:

Directors and Senior Management Personnel shall deal fairly and transparently with all stakeholders, including shareholders, employees, customers, suppliers, lenders, regulators, and competitors, and shall not engage in any form of fraud, misrepresentation, or unfair trade practices.

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10. Prevention of Bribery and Corruption:

Directors and Senior Management Personnel shall not offer, give, solicit, or accept any bribes, illegal payments, or improper advantages, and shall comply with applicable anti-corruption laws. Gifts, hospitality, and business courtesies shall be modest, reasonable, and in accordance with the Company's policies.

11. Protection and Proper Use of Company Assets:

Directors and Senior Management Personnel shall protect the Company's assets, including physical assets, intellectual property, and information systems, and shall ensure that such assets are used efficiently and only for legitimate business purposes.

12. Financial Integrity and Reporting:

Directors and Senior Management Personnel shall ensure the integrity, accuracy, and completeness of the Company's financial records and disclosures, and shall ensure that all financial statements are prepared in accordance with applicable accounting standards and legal requirements.

13. Risk Management and Internal Controls:

Directors and Senior Management Personnel shall support and promote robust risk management practices and internal control systems, and shall ensure that risks are identified, assessed, and managed effectively.

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14. Workplace Conduct and Equal Opportunity:

Directors and Senior Management Personnel shall promote a work environment that is respectful, inclusive, and free from discrimination, harassment, or retaliation, and shall support equal opportunity and merit-based practices.

15. Vigil Mechanism / Whistleblower Protection:

Directors and Senior Management Personnel shall encourage the reporting of unethical behavior, fraud, or violations of this Code, and shall ensure that no individual is subject to retaliation for reporting concerns in good faith, in accordance with the Company's vigil mechanism.

16. Interaction with Regulators and Media:

Only authorized individuals shall communicate with regulators, investors, analysts, or the media on behalf of the Company, and all such communications shall be truthful, accurate, and consistent with applicable disclosure requirements.

17. Annual Affirmation and Compliance:

All Directors and Senior Management Personnel shall affirm compliance with this Code on an annual basis, and any deviations or violations shall be disclosed to the Board.

18. Violations and Disciplinary Action:

Any violation of this Code shall be taken seriously and may result in appropriate disciplinary action, including removal from office or termination of employment, in accordance with applicable laws and Company policies.

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19. Waiver of Code:

Any waiver of the provisions of this Code for a Director or Senior Management Personnel shall require approval of the Board of Directors and shall be disclosed as required under applicable laws and regulations.

20. Review and Amendment:

This Code shall be reviewed periodically by the Board of Directors and may be amended as necessary to ensure its continued relevance and compliance with applicable laws, regulations, and governance best practices.