



**Valiant Laboratories**  
Limited  
ESTD. 1980

**CODE OF CONDUCT  
FOR  
INDEPENDENT  
DIRECTORS**



## INDEX

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1.	Introduction	3
2.	Applicability	3
3.	Definition	3
4.	Guidelines of professional conduct	5
5.	Roles and Functions	6
6.	Duties	6
7.	Manner of appointment	8
8.	Reappointment	9
9.	Resignation or Removal	9
10.	Separate Meetings	9
11.	Evaluation Mechanism	9



# CODE OF CONDUCT FOR INDEPENDENT DIRECTORS

*Pursuant to Schedule IV of the Companies Act, 2013 read with Regulation 17(5)(b) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015*

## 1. INTRODUCTION

The principles of Corporate Governance require Independent Directors to review the overall strategy, scrutinize the performance of the management and participate and arrive at an independent judgment. Their role is to provide an unbiased, independent, varied and experienced perspective to the Board.

This Code of Conduct ('Code') for Independent Directors is a guide to maintain professional conduct of Valiant Laboratories Limited ('VLL' / 'the Company') and ensure compliance with the requirements of Companies Act, 2013 ('Act') and SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 ('Listing Regulations').

## 2. APPLICABILITY

The Code is applicable to the Company and Independent Directors of the Company.

## 3. DEFINITION

Independent Directors (IDs) in relation to a Company, means a Director other than a managing director or a whole-time director or a nominee director;

- (a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- (b) (i) who is or was not a promoter of the company or its holding, subsidiary or associate company or member of the promoter group of the listed entity;  
(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- (c) who, apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
- (d) none of whose relatives:





(i) is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;

(ii) is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;

(iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or

(iv) has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income

Provided that the pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company or their promoters, or directors in relation to points (i) to (iv) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.

(e) who, neither himself/ herself, nor any of his relatives –

(i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company or any company belonging to the promoter group of the listed entity, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment.

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –

- a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or





- any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent. or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company;

(v) is a material supplier, service provider or customer or a lessor or lessee of the listed entity;

(f) who is not less than 21 years of age

(g) who is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director:

#### **4. GUIDELINES OF PROFESSIONAL CONDUCT**

An Independent Director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;





(7) refrain from any action that would lead to loss of his independence;

(8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;

(9) assist the company in implementing the best corporate governance practices.

## 5. ROLE AND FUNCTIONS

The Independent Directors 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) bring an objective view in the evaluation of the performance of board and management;

(3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

(4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;

(5) safeguard the interests of all stakeholders, particularly the minority shareholders;

(6) balance the conflicting interest of the stakeholders;

(7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;

(8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

## 6. DUTIES

The Independent Directors shall:





- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) 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;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) 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;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) 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;
- (10) 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;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) 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.

## 7. MANNER OF APPOINTMENT

(1) Appointment process of Independent Directors shall be independent of the Company management; while selecting Independent Directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

(2) The appointment of Independent Director(s) of the Company shall be approved at the meeting of the shareholders.

(3) The explanatory statement attached to the notice of the meeting for approving the appointment of Independent Director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made there under and that the proposed director is independent of the management.

(4) The appointment of Independent Directors shall be formalised through a letter of appointment, which shall set out:

- a) The term of appointment;
- b) The expectation of the Board from the appointed director; the Board level Committee in which the Director is expected to serve and its tasks;
- c) The fiduciary duties that come with such an appointment along with accompanying liabilities;
- d) Provision for Directors and Officers (D and O) insurance, if any;
- e) The Code of Business Ethics that the company expects its Directors and employees to follow;
- f) The list of actions that a Director should not do while functioning as such in the company; and
- g) The remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

(5) The terms and conditions of appointment of Independent Directors shall be open for inspection at the registered office of the Company by any member during normal business hours.





(6) The terms and conditions of appointment of Independent Directors shall also be posted on the Company's website.

## **8. RE-APPOINTMENT**

The re-appointment of Independent Directors shall be on the basis of report on performance evaluation.

## **9. RESIGNATION OR REMOVAL**

- a. The resignation or removal of an Independent Director shall be in the same manner as is provided in sections 168 and 169 of the Companies Act, 2013
- b. An independent director who resigns or is removed from the Board of the Company shall be replaced by a new Independent Director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
- c. Where the Company fulfils the requirement of Independent Directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new Independent Director shall not apply.

## **10. SEPARATE MEETINGS**

- a. The Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-Independent Directors and members of Management;
- b. All the Independent Directors of the Company shall strive to be present at such meeting;
- c. The meeting shall:
  - Review the performance of Non-Independent Directors and the Board as a whole;
  - Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
  - 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.

## **11. EVALUATION MECHANISM**

- a) The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.





b) On the basis of the report of performance evaluation, it shall be determined

whether to extend or continue the term of appointment of the Independent Director.

*\*The above policy is reviewed and adopted by the Board of Directors at their meeting held on May 14, 2024*



\*\*\*\*\*