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SICAL LOGISTICS LIMITED
[formerly South India Corporation (Agencies) Ltd.]
Regd. Office: "Adyar House", Chennai :: 600 085
Principal Office: "South India House", 73, Armenian Street, Chennai – 600 001

CODE OF CONDUCT
FOR
DIRECTORS OF THE COMPANY

OBJECTIVE

Sical Logistics Limited ("the Company") is conscious that a business run on principles of fairness, transparency and accountability aids in fostering a healthy relationship with all stakeholders. The Company considers ethical conduct of business as one of the most important factors which will contribute to fulfilment of the Company's corporate objectives.

This Code of Conduct will be applicable to the Directors of the Company.

The Company's Code of Conduct envisages that every Member of the Board of Directors, individually and, the Board of Directors, collectively, will, at all times, pursue and uphold ethical standards and values as vigorously as their pursuit of the Company's business objectives. In line with these principles, the Board of Directors of the Company has adopted this Code as a guide to the high ethical standards and values expected from its Members.

Any change in this code will be made only with the approval of the Board of Directors of the Company.

THE CODE

In discharge of their functions as Members of Board and Board Committee(s), all Directors will:

- ❖ commit the time and effort necessary to prepare for, attend and actively participate in all meetings of the Board of Directors and of the Board Committees of the Company, on which they serve;
- ❖ become familiar with the Company's business and the economic & competitive environment in which the Company operates;
- ❖ discharge their duties, in the best interests of the Company and all its stakeholders;
- ❖ inform the Board of Directors of any change in their employment and other Board positions; of conditions that may interfere with their ability to perform their duties or whether they meet the requirements applicable to their service on the Company's Board of Directors and Board Committees as per the Companies Act and the Listing Agreement entered into by the Company with the National Stock Exchange of India;
- ❖ not to pursue for their own account, or for the account of any other person, any business opportunity that conflicts with the Company's business strategies, plans or objectives;
- ❖ maintain confidentiality about the Company and its business affairs in respect of all non-public information; and
- ❖ abide by all applicable laws and regulations;

In addition, the Whole-time Directors of the Company will also be bound by the Code of Conduct prescribed for the Senior Management of the Company.