



Lucid Colloids Limited

Registered & Corporate Office:

401A Navbharat Estates, Zakaria Bunder Road, Sewri West, Mumbai 400015, India.

Tel: +91-22-24158059 Fax: +91-22-24158074 Email: admin@lucidgroup.com

Company Identification Number: U24311MH1996PLC099800

BOARD OF DIRECTORS CODE OF CONDUCT

Introduction

Lucid Colloids Limited (“Company”) has a long-standing commitment to legal, regulatory and ethical compliance in the conduct of its business.

Consistent with the Company’s policy the Board of Directors at the meeting held on February 21, 2014 has adopted this **Directors’ Code of Conduct (“Code”)**.

Acknowledgement

The members of the Board of Directors acknowledge and accept that they have a responsibility to the Company at large and will discharge their duties in an honest and businesslike manner and in compliance with law. Their decisions will be informed, consistent with the Company’s ethical standards and in the larger interests of the Company and shall not be guided by the interests of any specific shareholder or group of shareholders. Each director will avoid any conflict of interests.

Code

- A Director must act honestly, in good faith and in the best interests of the Company as a whole.
- A Director shall perform his duties honestly and with reasonable care and diligence.
- A Director should consider matters before the Board having regard to:
 - The information available is sufficient to reach an informed decision; and
 - What is in the best interests of the Company at large.
- A Director must recognize that his or her duty is to serve the interests of the members of the Company as a whole, not the interests of any particular stakeholder or group of stakeholders.
- A Director must respect confidentiality and not make use of confidential information relating to the Company acquired as a Director to gain a personal advantage or to cause detriment to the Company.
- The Directors shall participate meaningfully in deliberations of the Board or Committee of the Board.
- A Director must not place himself or herself in a position where there is a reasonable possibility of conflict between his or her personal or business interests, the interests of any associated person, on the one hand, and the interests of the Company, on the other hand. A Director shall:



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- Fully and frankly disclose to the Board the circumstances giving rise to any conflict of interest;
- Abstain from participation in deliberations and voting on any motion where he is interested; and
- If the conflict is grave or of an enduring nature, the Director shall resign from the Board.

- A Director must bring an enquiring, open and independent mind to Board meetings, be attentive to the debate on each issue reach a decision that he or she believes, to be in the best interests of the Company as a whole.

- While Directors must treat each other with courtesy they should be able to engage in and debate on matters rationally and without fear or favour.

- A Director must not disclose the content of discussions at Board meetings or Committee meetings or any confidential information of the Company except within the Company on a need to know basis or as authorized by the Board.

- Nothing contained in this Code shall inhibit any disclosure that a Director is required to make by law (including without limitation regulatory compliance).

- A Director unless required by law or permitted by the Board shall not make any public statement relating to the Company nor any personnel (including Director) of the Company.

- A Director shall not use any information in a manner prohibited by the Insider Trading Regulations.

- Directors shall not accept any offer in cash or kind, promise to pay or any money or gift of value, from actual or potential customers, suppliers, vendors or any authority that is intended to influence any business decision. Inexpensive gifts, business courtesies including celebratory events, festive occasions and official entertainment are permissible. Gifts given or received should be appropriate to the circumstances and never excessive.

A Director who has concerns regarding compliance with this Code should raise those concerns with the Chairman, who will refer it to a Committee of the Board for determination.

This Code may be amended from time to time by the Board of Directors of the Company.

Directors will annually affirm compliance with this Code.

Adopted by the Board of Directors of the Company as of February 21, 2014.