Orchasp Limited
CIN: L72200TG1994PLC017485

CODE OF CONDUCT AND ETHICS FOR BOARD OF DIRECTORS

Approved by the Board of Directors on 11th November 2026

INTRODUCTION

This Code of Conduct has been framed and adopted by Orchasp Limited (hereinafter referred to as "the Company") in compliance with Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of Orchasp Limited **("Company")** adopts this Code of Conduct (the "Directors' Code") to assist the Directors in fulfilling their duties to the Company. The Directors are entrusted with responsibility to oversee management of the business and affairs of the Company. As the Company's policy-makers, the Directors set the standard of conduct for all the officers and employees of the Company.

The Company has a continued commitment to compliance with applicable laws and regulations and to operating in accordance with the highest standards of business conduct. In many instances, the Directors' Code's guidelines and standards go beyond the requirements of applicable law.

GUIDELINES FOR CONDUCT

Each Director should seek to observe due care in the performance of his/her duties, be loyal to the Company and act in good faith and in a manner that the Director reasonably believes to be in and not opposed to the best interests of the Company. A Director should:

a) use reasonable efforts to attend Board and committee meetings regularly;
b) dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and decision-making by reviewing in advance any materials distributed and making reasonable inquiries;
c) be aware of and seek to fulfill his/ her duties and responsibilities as set forth in the Company's Memorandum of Association, Articles of Association and Corporate Governance guidelines; and
d) seek to comply with all applicable laws, regulations, confidentiality obligations and corporate policies.

OUTSIDE EMPLOYMENT

Executive Directors are expected to devote their full time and attention to the business interests of the Company and are prohibited from engaging in any activity prejudicial to the interests of the Company. Any simultaneous employment with competitors of the Company, or any engagement in any activity with competitors could be against the business interests of the Company. Such interactions shall be made only after first consulting with the Company Secretary/Legar Counsel of the Company. Any outside activity must be strictly separated from the Company's employment and should not adversely affect the Executive Directors' job performance at the Company. Executive Directors shall devote themselves exclusively to the business of the Company and shall not accept any other work or assignment (part-time or otherwise)

CORPORATE BUSINESS OPPORTUNITIES

Except as described elsewhere herein, a director may engage in business so long as he/she does not pre-empt or seize a corporate business opportunity. A corporate business opportunity is

a) an opportunity in the Company's line of business or proposed expansion or diversification,
b) which the Company is financially able to undertake and
c) which may be of interest to the Company. A director who learns of such a corporate business opportunity and who wishes to participate in it should disclose the opportunity to the Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in the opportunity, then, and only then, may the director participate in it, provided that the director has not wrongfully utilized the Company's resources in order to acquire the opportunity.

OTHER DIRECTORSHIPS

Directors may, with the prior consent of the Board of Directors, serve on the Board of another entity provided that such entity is not directly or indirectly a competitor of the Company.

CONFLICTS OF INTEREST

Directors are expected to dedicate their best efforts to advancing the Company's interests and to make decisions that affect the Company based on the Company's best interests and independent of outside influences.

A conflict of interest occurs when one's private interests interfere in any way, or even appear to interfere, with the interests of the Company. A conflict situation can arise when a director takes actions or has interests that make it difficult to perform his/her duties for the Company objectively and effectively. A Director's obligation to conduct the Company's business in an honest and ethical manner includes the ethical handling of actual or apparent conflicts of interest between personal and business relationships. Following are some common examples that illustrate actual or potential conflicts of interest:

a) Owning an interest in a company that competes with or does business with the Company;
b) Participating in a joint venture, partnership or other business arrangement with the Company; and
c) Employment with or serving as a director of a competitor, customer or supplier of the Company.

A Director who has an actual or potential conflict of interest, including any of the situations described above, must promptly disclose to the Board:

a) the existence and nature of the actual or potential conflict of interest; and
b) all facts known to him/her regarding the transaction that may be material to a judgment about whether or not to proceed with the transaction. The Director may proceed with the transaction only after receiving express approval from the Board.

LOANS

The Company shall not, directly or indirectly, advance any loan (including any loan represented by a book debt), give any guarantee, or provide any security in connection with any loan taken by a Director or any person/entity in whom a Director is interested, except as strictly permitted under Section 185 of the Companies Act, 2013, and the rules framed thereunder (as amended from time to time).

Any loan, guarantee, or security extended to a Managing Director or Whole-time Director under statutory exemptions—such as part of the standard conditions of service extended to all employees or pursuant to a scheme approved by shareholders by way of a special resolution—shall be subject to prior review by the Audit Committee, approval by the Board of Directors, and full regulatory disclosures."

GIFTS AND ENTERTAINMENT

When acting on behalf of the Company, Directors should never request for gifts, entertainment or any other business courtesies from anyone doing business with the Company (including suppliers, service providers, contractors, consultants, channel partners, statutory auditors, customers and competitors).

Unsolicited gifts are permissible if they are customary and commonly-accepted business courtesies; not excessive in value; and given and accepted without an express or implied understanding that the Director is in any way obligated by acceptance of the gift. Gifts with a value of over Rs. 10,000 or equivalent in foreign currency should only be accepted with the approval of the Audit Committee. Meals in the ordinary course of business and infrequent meals and entertainment, such as cultural or sporting events, that are attended by both the Director and the offeror are not considered gifts. Gifts of cash or cash equivalents (including gift certificates, securities, below-market loans, etc.) in any amount are prohibited.

COMPANY'S PROPERTY

Directors have a responsibility to safeguard and properly use Company's assets and resources, as well as assets of other organizations that have been entrusted to the Company. Except as specifically authorized, Company assets, including Company equipment, materials, resources and proprietary information, must be used only for Company business purposes

CONFIDENTIAL INFORMATION

Directors shall maintain the confidentiality of information entrusted or shared with them by the Company. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of the Director or anyone other than the Company.

RELATED-PARTY DISCLOSURES

The Director, before conducting business of the Company with a related party or a relative, or a business in which a relative is associated in any significant role, shall promptly disclose his/her interest to the Board of Directors.

For the sake of clarity, the term "related party" and "relative" shall have the same meanings as defined respectively under Sections 2(76) and 2(77) of the Companies Act, 2013.

FAIR DEALING

Directors should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees and should never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

COMPLIANCE WITH LAWS AND REGULATIONS

The Company is committed to compliance with those acts, rules and regulations that govern the conduct of its business.

a) Securities Laws

It is the Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Board of India (SEBI), the stock exchanges, Registrar of Companies and in all other public communications made by the Company. Directors must abide by applicable Company policies and procedures designed to promote compliance with this policy.

b) Insider Trading

Directors are prohibited by Company policy and the law from buying or selling securities of the Company when in possession of material unpublished price-sensitive information. Passing such information on to someone who may buy or sell securities (commonly termed as "tipping") is also illegal. The prohibition applies to the Company's securities and to securities of other companies if the Director learns of material unpublished price sensitive information relating to other companies, such as the Company's customers or suppliers, in the course of duties for the Company. Directors are subject to additional requirements relating to reporting and effecting transactions in Company's securities enumerated under Item 3 Part A Schedule 1 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

c) Competition Laws

While the Company competes vigorously and creatively in its business activities, its efforts in the marketplace must be conducted in accordance with all applicable Competition Act and Regulations. Directors should not engage in any activity in violation of applicable Competition Act.

d) Anti-Corruption Laws

The Company conducts its business activities in compliance with the Prevention of Corruption Act, 1988 of India and applicable anti-corruption laws of all other countries in which the Company conducts businesses. Under the Prevention of Corruption Act, it is an offence to offer to a 'public servant' a gratification or a valuable thing as a motive or reward for doing or forbearing to do any official act. Directors should not, directly or indirectly, engage in any activity that could be construed as the Company being in breach of the Prevention of Corruption Act or any other applicable anti-corruption law.

e) Interacting with Government

The various branches and levels of government have differing laws that restrict gifts, including meals, entertainment, transportation and lodging that may be provided to a public servant. Directors should not offer to or pay for meals, travel, lodging or any other expenses for public servants in connection with the Company or Company's business without first consulting with the Legal Counsel of the Company.

f) Political Contributions

The Company will not make political contributions from corporate resources to any political party, candidate or holder of public office, or political committee that is not in compliance with Section 182 of the Companies Act, 2013. This includes monetary contributions as well as in-kind contributions (such as the use of corporate property, personnel services or facilities).

Directors may not cause the Company to make contribution to any political party or for any political contribution without the prior approval of the Board. Directors must comply with applicable laws and Company policy with respect to causing the Company to make political contributions. Directors may not make personal political contributions on behalf of, or in the name of, the Company. Directors will not be reimbursed or otherwise compensated for any personal political contribution.

DUTIES OF DIRECTORS

In compliance with Section 166 of the Companies Act, 2013, the duties of Directors of the Company are:

a) A Director shall act in accordance with the Articles of the Company.
b) A Director shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
c) A Director shall exercise his/her duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
d) A Director shall not involve in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
e) Director shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
f) A Director shall not assign his office and any assignment so done shall be void.

DUTIES OF INDEPENDENT DIRECTORS

In compliance with Section 149(8) of the Companies Act, 2013, independent Directors shall:

a) Undertake appropriate induction programmes and regularly update and refresh their skills, knowledge and familiarity with the Company;
b) 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;
c) Strive to attend all meetings of the Board of Directors and of the Board committees of which he/she is a member;
d) Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
e) Strive to attend the general meetings of the company;
f) 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;
g) Keep themselves well informed about the Company and the external environment in which it operates;
h) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
i) 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;
j) 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;
k) Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
l) Acting within his/her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
m) Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price-sensitive information, unless the Board expressly approves such disclosure or is required by law.

NON-COMPLIANCE

Suspected violations of this Code must be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations will be appropriately investigated. Directors who violate this Code may be subject to sanctions, up to and including a request to resign as Director or the Board's seeking removal of the Director, where permitted by applicable law.

A Director charged with a violation of this Code should not participate in a vote of the Committee or the Board concerning his/her alleged violation, but may be present at a meeting of the Board or Committee convened for that purpose.

Any waiver of this Code must be approved by the Board of Directors and publicly disclosed as required by law or regulation.

NO RIGHTS CREATED

This Code sets forth guidelines for conduct for the Board of Directors. It is not intended to and does not create any rights in any director, officer, employee, client, supplier, competitor, shareholder or any other person or entity.

PLACEMENT OF THE CODE ON WEBSITE

Pursuant to the Regulation 46 (2) (d) of the Listing Regulations, this Code and amendments thereto shall be hosted on the website of the Company.

ACKNOWLEDGEMENT AND ANNUAL COMPLIANCE AFFIRMATION

The Director should confirm compliance on an annual basis in the format prescribed in **Annexure 1** of the Code and also acknowledge receipt of this Code in the format prescribed in **Annexure 2**.

Annexure 1

ANNUAL COMPLIANCE FORMAT

To
The Board of Directors
Orchasp Limited
Plot No-19&20, Moti Valley, Trimulgherry
Secunderabad -500 015
CIN: L72200TG1994PLC017485

Dear Sir/Madam,

The undersigned, being a Director of Orchasp Limited ("Company"), as defined under Section 2(34) of the Companies Act, 2013, or Regulation 16(1)(b) for Independent Directors of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), hereby affirm that I have complied with the Code of Conduct for the Board of Directors of the Company during the financial year ended March 31, 2027, in accordance with Regulation 26(3) of the SEBI LODR Regulations.

Signature : _____

Name : _____

Designation : _____

Place:
Date:

Annexure 2

ACKNOWLEDGEMENT

To
Company Secretary
Orchasp Limited
Plot No-19&20, Moti Valley, Trimulgherry
Secunderabad -500 015
CIN: L72200TG1994PLC017485

Dear Sir/Madam,

The undersigned, being a member of the Board of Directors of Orchasp Limited ("Company"), as defined under Regulation 16(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), hereby acknowledge receipt of the Code of Conduct and Ethics for the Board of Directors of the Company ("Code").

I further confirm that I have read and understood the contents of the aforesaid Code of Conduct and shall abide by the same.

Signature : _____

Name : _____

Designation : _____

Place:
Date: