Orchasp Limited
CIN: L72200TG1994PLC017485

CODE OF CONDUCT AND ETHICS FOR SENIOR MANAGEMENT PERSONNEL

Approved by the Board of Directors on 11th November 2026

INTRODUCTION

This Code of Conduct called as Code of Conduct and Ethics for Senior Management Personnel 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 Senior Management Personnel (SMP) of the Company adopt this Code of Conduct to assist them in fulfilling their duties to the Company. The SMP are entrusted with the management of the business and affairs of the Company under the direction and supervision of the Board of Directors of the Company. As the Company's key officers, the SMP set the standard of conduct for all officers and employees of the Company.

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

APPLICABILITY

The Code is applicable to the all-Senior Management Personnel of the Company.

"Senior management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

GUIDELINES FOR CONDUCT

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

a) dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his/her duties, including decision-making by reviewing in advance any materials distributed and making reasonable inquiries;

b) be aware of and seek to fulfill his or her duties and responsibilities as may be stipulated by the Company from time to time; and

c) seek to comply with all applicable laws, regulations, confidentiality obligations and Corporate Policies.

CORPORATE BUSINESS OPPORTUNITIES

Except as described elsewhere herein, an SMP may not engage in business so long as he/she is in the employment of the Company nor pre-empt or seize a corporate business opportunity. A corporate business opportunity is an opportunity in the Company's line of business or proposed expansion or diversification, which the Company is financially able to undertake and which may be of interest to the Company.

OUTSIDE EMPLOYMENT

The SMP 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 thereby strengthening their position is considered to be against the business interests of the Company.

OTHER DIRECTORSHIPS

An SMP may, with the prior written consent of the Board of Directors serve on the Board of another entity provided that such entity is neither directly nor indirectly a competitor of the Company.

CONFLICTS OF INTEREST

SMPs 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. An SMP'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 in competition with the Company; and
c) Employment with or serving as a director of a competitor, customer or supplier of the Company.

An SMP who has an actual or potential conflict of interest, including any of the situations described above, must promptly disclose to the Company: (1) the existence and nature of the actual or potential conflict of interest, and (2) all facts known to him/her regarding the transaction that may be material to making a judgment about whether or not to proceed with the transaction. The SMP may proceed with the transaction only after receiving express approval from the Board or Managing Director of the Company.

GIFTS AND ENTERTAINMENT

When acting on behalf of the Company, SMPs 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 SMP 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 Managing Director. Meals in the ordinary course of business and infrequent meals and entertainment, such as cultural or sporting events, that are attended by both the SMP 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

SMPs have a responsibility to safeguard and properly use Company 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 for only Company business purposes.

CONFIDENTIAL INFORMATION

SMPs shall maintain the confidentiality of information entrusted to 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 SMP or anyone other than the Company.

RELATED PARTY DISCLOSURES

The SMP, before conducting business of the Company with a related party or a relative and/or with 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

SMPs should endeavour 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 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, the Stock Exchange, Registrar of Companies and in all other public communications made by the Company. SMPs must abide by applicable Company policies and procedures designed to promote compliance with this policy.

b) Insider Trading

Certain categories of employees (which include the SMPs) 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 SMP learns material unpublished price sensitive information about other companies, such as the Company's customers or suppliers, in the course of duties for the Company.

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. SMPs 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. SMP 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 different laws restricting gifts, including meals, entertainment, and transportation and lodging, that may be provided to a public servant. SMPs 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).

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

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. SMPs who violate this Code may be subject to sanctions, up to and including a request to resign from the employment of the Company.

An SMP charged with a violation of this Code may be present at a meeting of the Board or Committee convened for that purpose of enquiring into the alleged contravention.

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

NO RIGHTS CREATED

This Code sets forth guidelines for conduct for the Senior Management Personnel. 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.

AMENDMENTS TO THE CODE

Any amendment to the provisions of the Act and Listing Regulations to the Code of Conduct for Board Members and Senior Management Personnel shall be incorporated in the Code with the approval of Board of Directors.

ACKNOWLEDGEMENT AND ANNUAL COMPLIANCE AFFIRMATION

The SMP 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 member of the Senior Management 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 affirm that I have complied with the Code of Conduct for the Board of Directors and Senior Management Personnel 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 Senior Management 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 Senior Management Personnel 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: