

ANNEXURE
Draft copy

CODE OF CONDUCT OF THE BOARD MEMBERS AND SENIOR MANAGERS

CODE OF CONDUCT

The Code applies to the Members of Board of Directors and Members of the Senior Management Team of the Company

The Board Members and Senior Managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

The Code of Conduct as approved by the Board and subsequent amendments, if any, thereto by the Board shall be posted on the website of the Company.

I. CONFLICT OF INTEREST

Directors must promptly disclose to the Company potential conflicts of interest regarding any matters concerning the Company. A "conflict of interest" can occur when:

- i) A Director's personal interest is adverse to or may appear to be adverse to the interests of the Company as a whole.
- ii) A Director, or his/her relative, receives improper personal benefits as a result of his/her position as Director of the Company. Explanation: The expression Relatives in this Code means dependant parents, brothers, sisters, spouse, children, daughters-in-law and sons-in-law, to more or less fall in line with the definition of this term in Accounting Standard 18 prescribed by the Institute of Chartered Accountants of India.

As illustrations only and being not exhaustive, some of the usual instances of conflicts of interest which Directors should avoid, are listed below:

- a) Relationship of Company with third parties Directors shall not receive a personal benefit from a person or any entity, which is seeking to do business or to retain business with the Company. They shall not participate in any; decision making process involving another entity in which they have direct or indirect interest.
- b) Compensation from non-Company sources Directors shall not accept compensation (in any form) for services performed for the Company from any source other than the Company.
- c) Gifts

Directors shall not offer, give or receive gifts from persons or entities dealing with the Company, where any such gift is perceived as intended directly or indirectly, to influence any business decision. Gifts given to suppliers or customers or received from suppliers or customers should be

appropriate to the circumstances and should not be of a kind that can create an appearance of impropriety. It is particularly clarified that gifts given or received on festive occasions consistent with the accepted business practices and which cannot be reasonably construed as payment or consideration for influencing or rewarding a particular decision or action should not violate this Code.

II. CORPORATE OPPORTUNITIES

Directors are prohibited from:

- a) exploiting for their personal gain opportunities that are discovered through the use of Company property, Company information or position as a Director, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board declines to pursue such opportunity;
- b) Using the Company's property or information for personal gain.

III. CONFIDENTIALITY

Directors must maintain the confidentiality of information relating to the Company, which comes to their knowledge in the course of the discharge of their functions and any other confidential information about the Company that comes to them, from whatever source, except when such disclosure is authorized or legally mandated.

IV. COMPLIANCE WITH LAWS, RULES AND REGULATIONS; FAIR DEALING

Directors must comply, and oversee compliance by employees, officers and their staff, with laws, rules and regulations applicable to the Company, including insider-trading regulations, related party transaction, safety and Environment related norms. Directors must deal fairly, and must ensure fair dealing by employees and officers, with the Company's customers, suppliers, competitors and employees.

No payment or transaction should be made, undertaken, by a Director or authorised or instructed to be made or undertaken by any other person or the Company if the consequence of that transaction or payment would be the violation of any law in force. Directors will always act to the best of their knowledge, belief and effort in the best interests of the Company and all its stakeholders, including employees, shareholders and others.

V. ENCOURAGING THE REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOR

Directors should promote ethical behavior and take steps to ensure that the Company:

- a) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation.
- b) encourages employees to report violations of laws, rules, regulations or the Company's Code of Conduct to the appropriate personnel.
- c) informs employees that the Company will not allow retaliation for reports made in good faith.

VII THE DUTIES OF INDEPENDENT DIRECTORS SHALL BE TO

- a) Undertake appropriate induction 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 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 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 such disclosure is expressly approved by the Board or required by law.

Annual compliance reporting

Each Board Members and Senior Managers both present and future shall acknowledge receipt of the Code or any modification(s) thereto, in the acknowledgement form annexed to this Code as Appendix – I and forward the same to the Compliance Officer.

Board Member and Senior Managers shall affirm compliance with this Code on an annual basis as at the end of the each financial year of the Company within 7 days of the close of every financial year).

**APPENDIX- I
ACKNOWLEDGEMENT FORM**

CODE OF CONDUCT FOR BOARD MEMBERS AND MEMBERS OF THE SENIOR MANAGEMENT.

I have received and read the Company's Code of Conduct for Board Members and Senior Management Kopran Limited. I have understood the provisions and standards contained in the Code of Conduct and agree to comply with the same.

Signature :

Name :

Designation

Address :

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Dated:

Place: