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## **CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**

### **INTRODUCTION**

This Code of Conduct (Code) for Board Members (Directors) and Senior Management Team of the Company is to set the standards of conduct for Directors and Senior Management Team intended to guide them in performance of their duties and responsibilities to ensure compliance of law and to ensure standards of business ethics.

The code is applicable to the following persons:

- **All the members of the Board of Directors of the Company.**
- **All the members of Senior Management Team of the Company.**

*Senior Management Team shall mean and include* Personnel of the Company who are members of the Core Management Team, excluding Board of Directors, who are one level below the Managing Director including all functional heads.

All Directors and Senior Management Team shall work for the Company to discharge their role, duties and responsibilities assigned to them on an individual and group basis as per requirements of their assignment from time to time.

This document of Code of Conduct has been approved by Board with view that the same would help all Directors and Senior Management Team to perform in accordance with the Company's business goals and plans as well as in accordance with the laws, rules and regulations of the Country and other countries where Company does business.

### **CODE OF CONDUCT**

1. Directors and Senior Management Team shall adhere to all applicable laws, rules and regulations in discharge of their duties.
2. Directors and Senior Management Team shall avoid conflict of interest between personal interest and the interest of the Company. Where such situation is unavoidable, they shall disclose the same to Managing Director in case of Senior Management and to the Board in case of Director.
3. Directors and Senior Management Team shall at all times discharge their responsibilities in order to ensure that there is full and fair disclosure as required by law, in the Accounts Maintained and presented by the Company.
4. Directors and Senior Management Team shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct while working or representing the Company.





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5. Directors and Senior Management Team shall maintain the confidentiality of information except where the disclosure is approved by the Company or the same is as per requirements of law.
6. Directors and Senior Management Team shall not engage in any kind of insider trading by virtue of access to the Company's information and its working.
7. Directors and Senior Management Team shall endeavor to protect and safeguard all the Company's assets and equipments from any misuse or damage and shall also ensure proper use of Company's funds.
8. Directors and Senior Management Team shall not suppress from the Company any material fact which can be detrimental to the interest of the Company.
9. Directors and Senior Management Team shall ensure maintenance of healthy and safe work environment in the Company.
10. Directors and Senior Management Team shall avoid discrimination and harassment on the basis of caste, race, religion and gender.
11. Directors and Senior Management Team shall contribute towards taking complete and proper care of the external environment and shall conserve the resources for a proper ecological balance.
12. Directors and Senior Management Team should not exploit opportunities arising out of the place of work or in course of work, for personal gains.
13. Directors and Senior Management Team shall ensure that no statement is given to media without authorization by the appropriate authority of the Company.
14. Directors and Senior Management Team shall report to the Chairman of the Board about material suspected violation that comes to his knowledge.
15. The Independent directors of the company shall abide by the duties as per SCHEDULE IV of the Companies Act, 2013\*
16. This code shall come into force on December 1, 2015\*

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The above Code of Conduct was approved by Board of Directors at their meeting held on January 6, 2006.

\* The code of conduct(s) were inserted through amendment in Code of Conduct by Board of Directors at their meeting held on November 10, 2015

