

GOTHI PLASCON (INDIA) LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

1. PREAMBLE

1.1 This Code of Business Conduct ("Code") shall be called "The Code of Conduct for Directors and Senior Management" of **GOTHI PLASCON (INDIA) LIMITED** (the "Company").

The Code envisages that the Board of Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and keep themselves informed about the development in the industry in which the Company is involved and the legal requirements to be fulfilled.

1.2 The Code is intended to maintain the high standards of transparency, business conduct ethics, corporate culture and the values. The Code is also to act as a deterrent from unethical doings and to promote ethical values and is the manifestation of the Company's commitment to successful operation of the Company's business in the best interest of the shareholders, creditors, employees and other business associates.

1.3 The principles embodied in this Code lay down broad standards of compliance and ethics, as required by Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") with the Stock Exchanges where securities of the Company are listed.

2. DEFINITIONS

2.1 In this Code, unless the context otherwise requires:-

"Board" shall mean the Board of Directors of the Company.

"Directors" shall mean directors on the Board,

"Company" shall mean **GOTHI PLASCON (INDIA) LIMITED**.

"Senior Management Personnel" shall mean personnel of the Company who are members of its core management team (excluding Directors) and who occupy the position of chiefs / heads/ group head of various functions in the Company (i.e. all members of management one level below the executive directors, including all functional heads).

3. APPLICABILITY

The Code is applicable to the Board of Directors and Senior Management Personnel of the Company.

4. CODE OF CONDUCT

4.1. Statutory Compliance

Every Director and Senior management personnel shall at all times discharge his/her responsibilities in order to ensure that there is total compliance with Laws, Rules and Regulations as may be applicable to the Company from time to time or to the transaction or to the person.

4.2. Conflict of interest

Every Director and Senior management personnel shall avoid situations in which their personal interest could conflict with the interest of the Company. Wherever such a situation is not avoidable, the person shall disclose the matter in writing to the Executive Director and in case of any Director, such disclosure should be made to the Board.

4.3. Financial Reporting & Disclosures

Personnel of the Senior Management shall make disclosures to the Executive Director relating to all financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company. In case of a Director such disclosure shall be made to the Board.

4.4. Integrity of Data Furnished

Every Director and Senior management personnel shall treat any data or information of the Company as confidential information and shall not disclose or transmit the same to any person who is not an employee or Director of the Company, without the permission of the Board or the Chairman of the Company, unless such disclosure is as per the requirement of any law or as may be required by the nominee of an institution serving on the Board of the Company or in course of discharge of his/her responsibilities.

4.5. Compliance with Code on Insider Trading

Every Director and Senior management personnel shall strictly adhere to the Code of Insider Trading of the Company.

4.6. Proper Use of Company Assets

Every Director and Senior management personnel shall at all times ensure proper use of the Company's Funds, assets and property.

4.7. Suppression of Information

No Director and Senior management personnel shall knowingly suppress a material fact, which can be detrimental to the interest of the Company.

4.8. Progressive Work Environment

Every Director and senior management personnel shall ensure that equal opportunities are given to all the employees in the organization without regard to their race, caste, religion, colour, ancestry, marital status, sex, age, nationality, disability and veteran status. They shall ensure that all employees are treated with dignity and the work environment is free of sexual harassment, whether physical, verbal or psychological.

4.9. Healthy Competition

Every Director and Senior management personnel shall adhere to fair and lawful competitive practices pertaining to the operation of the Company.

4.10. Confidentiality of Information

Every Director and senior management personnel shall ensure that no statement is given to the press or any other form of media without the due authorization of the Board of Directors of the Company.

4.11. No Exploitation of situation for personal gain

Every Director and senior management personnel must ensure that he/she does not exploit opportunities arising out of the place of work or in course of work, for personal gain.

4.12. Respect for Human Values

Every Director and Senior management personnel must at all time so conduct himself/herself, so as to give respect to humans and human values.

5. Guidelines of professional conduct, Role, Function and Duties as an Independent Director (As provided in Schedule IV of the Companies Act, 2013)

5.1 Guidelines for Professional conduct:

1. To uphold ethical standards of integrity and probity;
2. To act objectively and constructively while exercising your duties;
3. To exercise their responsibilities in a bona fide manner in the interest of the Company;
4. To devote sufficient time and attention towards your professional obligations for informed and balanced decision making;
5. To not allow any extraneous considerations that will vitiate their exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. To not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

7. To refrain from any action that would lead to loss of their independence;
8. Where circumstances arise which make an independent Director lose his independence, the Independent Director must immediately inform the Board accordingly;
9. To assist the Company in implementing the best corporate governance practices.

5.2 Role and functions:

1. Assist in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
2. Bring an objective view in the evaluation of the performance of Board and management.
3. Scrutinize the performance of management in meeting with respect to agreed goals and objectives and monitor the reporting of performance.
4. Satisfy yourself on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.
5. Safeguard the interests of all stakeholders, particularly the minority shareholders.
6. Balance the conflicting interest of the stakeholders.
7. Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management.
8. Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

5.3 Duties:

1. Undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the Company.
2. 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.
3. Strive to attend all meetings of the Board including a Separate meeting of the independent director and of the Board committees of which you are a member.
4. Participate constructively and actively in the committees of the Board in which you are chairperson or member.
5. Strive to attend the general meetings of the Company.
6. Where you 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 your concerns are recorded in the minutes of the Board meeting.
7. Keep yourself well informed about the Company and the external environment in which it operates.
8. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.

9. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the Company.

10. 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.

11. Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

12. Acting within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.

13. 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.

6. AMENDMENT TO THE CODE

The provisions of this Code can be amended or modified by the Board of Directors from time to time and all such amendments/modifications shall take effect from the date stated therein.

7. WEBSITE

Pursuant to Regulation 46 of the Listing Regulations,, this Code and any amendments thereto shall be posted on the website of the Company: www.gothiplascon.com

8. ACKNOWLEDGEMENT

All the directors and senior management personnel shall acknowledge the receipt of the Code in the form as per **Annexure I** confirming that they have received, read and understood and agree to comply with the Code and send the same to the compliance officer. A person newly appointed as director/senior management personnel shall submit such acknowledgement when he assumes the office of director and senior management personnel.

8. ANNUAL AFFIRMATION

The members of the Board and Senior Management shall affirm the compliance with the Code on an annual basis and shall sign a confirmation to that effect as per the format set out in **Annexure II**.

The annual report of the Company shall carry a declaration signed by the CEO / Managing Director of the Company stating that the members of Board and Senior Management have affirmed compliance with the Code.

Annexure I

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

Acknowledgement

As a Director / Senior Management, I hereby acknowledge that I have received and read the Code of Conduct of the Company. I have completely understood the provisions of the code. and shall comply with the Code of Conduct in true spirit.

I understand and agree that as a Director / Senior Management it is my responsibility to promote the application of the Code of Conduct.

(Signature)

(Name)

Date:

Place :

ANNEXURE II

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

ANNUAL AFFIRMATION

I _____ do hereby solemnly affirm that to the best of my knowledge and belief I have fully complied with the provisions of the Company's Code of Conduct for Directors And Senior Management during the financial year ended on 31st March _____.

(Signature)

(Name)

Designation

Date:

Place :