

**PRATIBHA SYNTEX LIMITED**

**CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT  
PERSONNEL**

**Policy Objective:** The purpose of this policy is to lay down a Code of Conduct to be followed by the Board of Directors, the Senior Management Personnel of the Company.

**Introduction**

The Code of Conduct outlines the responsibility of Director/Senior Management Personnel to the Company and amongst other things establishes procedures for dealing with any potential conflict of interest which may arise between the responsibilities of a Director / Senior Management Personnel and any other outside interest which he/she or a connected Person may have. The Code is not a full statement of the obligations of a Director / Senior Management Personnel arising from his/ her relationship with the Company. It is the responsibility of each Director / Senior Management Personnel to ensure that all of these activities, whether covered specifically or otherwise in these documents, are governed by the ethical and legal considerations implicit in these procedures.

The Directors of “**PRATIBHA SYNTEX LIMITED**” (“Company”) adopt this Code of Conduct (the “Directors’ / Senior Management Personnel’s Code”) to assist directors / Senior Management Personnel in fulfilling their duties towards the Company. The directors are entrusted with the responsibility to oversee the management of the business and affairs of the Company. As the Company’s policy-makers, the directors set the standard of conduct for all directors, officers, and employees.

“**PRATIBHA SYNTEX LIMITED**” has a long-standing commitment to comply with applicable laws and regulations and to operate in accordance with the highest standards of business conduct.

**GUIDELINES FOR CONDUCT**

Every Director / Senior Management Personnel shall exercise due care in the performance of his/her duties, remain loyal to the Company, and 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. A director / Senior Management Personnel shall:

- make reasonable efforts to attend Board / Committee / Management Review Meetings regularly;
- dedicate sufficient time, energy, and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and discussions, thereby reviewing in advance materials shared by the Company, if any, and making reasonable inquiries;
- be aware of and seek to fulfill his or her duties and responsibilities as outlined in the Company’s Memorandum & Articles of Association and applicable and updated Corporate Governance guidelines;
- seek to comply with all applicable laws, regulations, confidentiality obligations, and the Policies laid down by the Company;

- ensure that private or personal financial interest doesn't influence his/her decisions and he/she never uses his/her position as a member of the Board / Senior Management Personnel for personal gain of any sort; and
- disclose precisely any direct or indirect pecuniary interest or other interest which is not pecuniary but which could influence judgment or give the impression that the Board member / Senior Management Personnel was/were acting from personal motives.

#### **CORPORATE BUSINESS OPPORTUNITIES**

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

- (1) an opportunity in the Company's line of business or proposed expansion or diversification,
- (2) which the Company is financially able to undertake and
- (3) 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.

#### **CONFLICTS OF INTEREST**

Directors / Senior Management Personnel 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 / Senior Management Personnel takes actions or has interests that make it difficult to perform his/her duties for the Company objectively and effectively. A Director's / Senior Management Personnel's obligation to conduct the Company's business in honest and ethical manner includes the ethical handling of actual or apparent conflicts of interest between personal and business relationships.

The following are some common examples that illustrate actual or potential conflicts of interest:

- Owning an interest in a company that competes with or does business directly or indirectly with **PRATIBHA SYNTEX LIMITED**.
- Participating in a joint venture, partnership, or other business arrangement directly / indirectly with the Company; and
- Partial or full-time engagement/employment with or serving as a director of a competitor, customer, or supplier of the Company.



A director / Senior Management Personnel who has an actual or potential conflict of interest, including any of the situations described above, must disclose in writing to the Board / to the Chairman / Managing Director / Whole-Time Director:

- (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 the judgment whether to proceed with the transaction or not. The director / Senior Management Personnel may proceed with the transaction only after receiving approval from the Board / Chairman.

#### **LOANS**

A Director / Senior Management Personnel may not obtain any loan from the Company.

#### **GIFTS AND ENTERTAINMENT**

When acting on behalf of **PRATIBHA SYNTEX LIMITED**, Directors / Senior Management Personnel should never request gifts, entertainment, or any other business courtesies from people doing business with the Company (including suppliers, customers, competitors, contractors, and consultants).

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 / Senior Management Personnel is in any way obligated by acceptance of the gift. 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 / Senior Management Personnel and the giver are not considered gifts.

Gifts of cash or cash equivalents (including gift certificates, securities, below-market loans, etc.) of any amount are prohibited.

#### **COMPANY PROPERTY**

Directors / Senior Management Personnel have the responsibility to safeguard and properly use the 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 for Company business purposes only.

#### **CONFIDENTIAL INFORMATION**

Directors / Senior Management Personnel 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 personal gain or advantage of Director / Senior Management Personnel or anyone other than the Company.

#### **FAIR DEALING**

Directors / Senior Management Personnel shall endeavor to deal fairly with the Company's Customers, Suppliers, Competitors, and Employees and shall 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 all laws, rules, and regulations that govern the conduct of our business. Directors / Senior Management Personnel must ensure compliance with all laws, rules, and regulations governing the business of the Company.

**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 provisions of the Competition Act and Regulations, as amended from time to time. Directors / Senior Management Personnel shall not engage in any activity in violation of applicable provisions of the Competition Act as amended from time to time.

**INTERACTING WITH THE 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 Government Officials and Government Employees. Directors / Senior Management Personnel should not offer to or pay for meals, travel, lodging, or any other expenses for Government Officials in connection with the Company or Company business without first consulting with the Legal Counsel.

**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 in violation 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 / Senior Management Personnel shall not cause the Company to make a contribution to any political party or for any political purpose without the prior approval of the Company's Board of Directors. Company Directors / Senior Management Personnel must comply with applicable laws and Company policy with respect to causing the Company to make political contributions. Directors / Senior Management Personnel may not make personal political contributions on behalf of, or in the name of, the Company. Directors / Senior Management Personnel will not be reimbursed or otherwise compensated for any personal political contribution.

**NON-COMPLIANCE**

Suspected violations of this Code by the senior management should be promptly reported to the HR Head, and violations by the board members to the Chairman & Managing Director. All reported violations would be appropriately investigated. Directors / Senior Management Personnel 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 / Senior Management Personnel, where permitted by applicable law.

Any waiver of the Directors' / Senior Management Personnel's Code shall be approved by the Board of Directors and publicly disclosed as required by law or regulation.

**NO RIGHTS CREATED**

This Directors' / Senior Management Personnel's Code sets forth guidelines for the conduct of

Directors / Senior Management Personnel. It is not intended to and will not create any rights in favour of any Director, Officer, Employee, Client, Supplier, Competitor, Shareholder, or any other person or entity.

This Code of Conduct is applicable to all Board Members and Senior Management Personnel. Senior Management Personnel means the Person or Personnel of the Company who are members of the Company's Management Team excluding Board of Directors. This would comprise all members of the management one level below the Managing / Executive / Whole-Time Director(s), and includes all the functional heads.

#### **AMENDMENT OF THIS POLICY**

The policy will be subject to review and amendment, as and when necessary, to ensure the same remains relevant and aligned with the evolving best practices and regulatory changes. In case of discrepancies in policy and applicable laws, applicable laws will prevail.

#### **AFFIRMATION OF ACCEPTANCE AND ACKNOWLEDGEMENT**

The Board Members and the Senior Management personnel are required to sign the acknowledgement form at the end of this Code and to annually submit the form to the Company Secretary of the Company, indicating that they have received, read, understand, and agree to comply with this Code.



### ACKNOWLEDGMENT

I have received and read the Company's Code of Conduct for Board of Directors and Senior Management Personnel (SMP).

I understand and agree to comply with the standards and policies contained in the above-mentioned Code of Conduct and understand that there may be additional policies or laws specific to my job.

|                            |  |
|----------------------------|--|
| Name of the Director / SMP |  |
| Employee Code              |  |
| Designation                |  |
| Location                   |  |
| Reporting to               |  |
| Signature                  |  |
| Date                       |  |

Please sign and return this form to the Company Secretary of the Company