

## CODE OF CONDUCT

(Applicable to all Directors and Senior Management Personnel)

### I. Introduction:

This Code of Conduct shall be called "The Code of Conduct for Board Members and Senior Management Personnel of Kisan Mouldings Limited". It ensures compliance with the provisions of Regulation 17(5) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 ('SEBI Listing Regulations'). The Code is in alignment with the Company's Vision and Values to achieve the Mission & Objectives of the Company and aims at enhancing ethical and transparent process in managing the affairs of the Company.

Kisan Mouldings Limited believes and practices the principles of good corporate governance over the years which include respect for human values, individual dignity and adherence to honest, ethical and professional conduct.

The Directors and Senior Managerial Personnel shall confirm that they have received, read and understood the Code of Conduct. They further agree to comply with the Code in the format specified on an annual basis.

### II. Applicability:

- 1) All Executive Directors;
- 2) All Non-Executive Directors including Independent Directors unless specifically exempted from the Code or some of the provisions of the Code;
- 3) All Senior Managerial Personnel of the Company as prescribed under Regulation 16(1)(d) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 (Including any Statutory Modification or Re-enactment thereof for time to time).

### III. Compliance with Laws, Rules and Regulations:

The Directors and Senior Managerial Personnel shall comply with all applicable laws, rules and regulations and all applicable policies and procedures adopted by the Company. The Directors and Senior Managerial Personnel should also abide by the provisions of SEBI (Prohibition of Insider Trading)

Regulations, 2015 (Including any Statutory Modification or Re-enactment thereof for time to time) while dealing with the securities of the Company and also comply with the internal procedure as adopted by the Board of Directors, as may be applicable from time to time.

#### IV. Honest & Ethical Conduct:

- 1) The Directors, officers, employees and Senior Managerial Personnel shall act honestly, fairly, ethically with loyalty and conduct themselves in a professional, courteous and respectful manner not only on Company's premises and offsite but also at company sponsored business, social events as well as any places.
- 2) The Directors and Senior Managerial Personnel act in the best interest of the Company and in a manner to enhance and maintain the reputation of the Company, and fulfill their fiduciary duties to the stakeholders of the Company.
- 3) The Directors and Senior Managerial Personnel are expected to act in good faith, with responsibility, due care, competence, diligence and independence.
- 4) The Directors and Senior Managerial Personnel should treat their colleagues and other associates of the Company with dignity.
- 5) The Directors and Senior Managerial Personnel shall act and conduct free from fraud and deception and shall conform to the best-accepted professional standards of conduct

#### V. Conflict of Interest:

- 1) The Directors and Senior Managerial Personnel should avoid any relationship, influence or activity that may impair the ability to make objective and fair decisions.
- 2) The Executive Directors and Senior Managerial Personnel should avoid the acceptance or continuation of any position of influence or of pecuniary interest, directly or indirectly, in any other organization or indulge themselves in a business, without prior approval of the Board/Committee, during their tenure, which is in competition with the Company.
- 3) The Directors and Senior Managerial Personnel should be scrupulous in avoiding 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the Board of directors or any Committee / officer nominated for this purpose by the Board and a prior written approval should be obtained.

## VI. Confidentiality of Information:

Every Director and Senior Managerial Personnel has to secure, preserve, safeguard and use discreetly, confidential information in the best interest of the Company. He should not divulge or communicate such information to third parties except when authorized for the legitimate business reasons. Provided that Board Members and Senior Management Personnel shall be free to disclose such information which is:

- 1) Part of the public domain at the time of disclosure;
- 2) Authorized or required to be disclosed pursuant to a decision of the Board;
- 3) Required to be disclosed in accordance with applicable laws, rules, regulations, guidelines or to any authority.

## VII. Protection and Proper Use of Company's Assets:

All Directors and Senior Managerial Personnel should protect Company's assets and property and ensure its efficient use. Theft, carelessness, and waste of the Company's assets and property have a direct impact on the Company's profitability. Company's assets should be used only for legitimate business purposes.

## VIII. Fair Dealing:

Each Director and Senior Managerial Personnel should deal fairly with customers, suppliers, competitors, and employees of group companies. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

## IX. Clean Environment, Safety & Health:

Kisan Mouldings Limited is committed to ensuring that the covered Parties are treated with dignity. In all aspects of company's operations, safe, healthy and clean environment shall be given prime importance.

## X. Code of ethics for Directors & Senior Managerial Personnel:

The Board Members & Senior Managerial Personnel will observe the highest standards of ethical conduct and integrity and they will work to the best of their aptitude & diligence and:

- They will observe and guide the Company in maintaining the highest degree of corporate governance practices.
- They will observe the Code in dealing with the equity shares of the Company framed under the SEBI (Prohibition of Insider Trading) Regulation 2015, and also other regulations as may become applicable from time to time.
- They will neither receive nor offer remuneration or gifts which are perceived as uncompetitive favors for the conduct of its business.
- They will maintain confidentiality of information relating to the companies' vendors, customers, financials and dealings.
- They will encourage and support the professional development of the employees and promote continuous learning process.
- They will provide equal opportunities to all the employees and all qualified applicants for employment without discriminating on caste, sex and religion.
- They will nurture integrity, transparency, respect and team spirit amongst the employees.
- They will commit as professionals, to uphold the trust placed in by others.
- They will deliver quality services according to clients' specific requests.
- They will reject unethical or illegal business practices under all circumstances.
- They will comply with all the relevant laws, rules & regulations of various regulatory authorities.
- They will not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons, unless expressly authorized otherwise.
- Make full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits or makes periodically, to the shareholders, government authorities and to the public.
- Disclose to the Board or any committee/officer designated by the Board for this purpose, any material transaction or relationship that reasonably could be expected to give rise to any violations of the code including actual or apparent conflicts with the interests of the company.

- Promote prompt reporting of violations of the Code of Ethics to the Board of Directors or any person/committee designated for this purpose, as may be necessary.
- Maintain the skills necessary and relevant to the Company's needs.
- Achieve responsible use of and control over all assets and resources employed or entrusted to them.
- Act in good faith, responsibility, with due care, competence and diligence without misrepresenting material facts.

#### **XI. Amendments to the Code:**

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

#### **XII. Enforcement of Code of Conduct and its Consequences of Non-Compliance of this Code:**

Each party shall be accountable for complying with this Code. In case of breach of this Code by anyone, the same shall be considered by the Board of Directors for initiating Appropriate Action, as deemed necessary.

#### **XIII. Placement of the Code on Website:**

This Code and any amendments thereto shall be posted on the website of the Company.