

# **Panchsheel Organics Limited**

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

### **INTRODUCTION:**

This Code of Conduct (hereinafter referred to as 'the Code') has been framed and adopted by Panchsheel Organics Limited (hereinafter referred to as 'the Company') in compliance with the provisions of Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

### **APPLICABILITY:**

The Code applies to the Members of the Board of Directors (hereinafter referred to as 'Board Members') and Members of Senior Management team of the Company. One level below the Executive Director/s viz. the Company Secretary of the Company and other Business Heads, Unit Heads, Functional Heads and all other Executives having similar or equal rank in the Company (hereinafter referred to as 'Senior Managers').

The Company Secretary shall be the Compliance Officer for the purpose of this Code. The Code shall come into force with effect from 14<sup>th</sup> February, 2020 and future amendments/modifications shall take effect from the date stated therein.

The Code shall be posted on the website of the Company, after its approval from board members.

### **CODE OF CONDUCT:**

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.

## **1. Information to the Board**

As required by the Companies Act, 2013 and other Acts and Regulations as applicable to the Company, the Directors will furnish information and declaration in the form prescribed under the Acts and Regulations applicable to the members of the board of the Company. The senior management staff including Manager (Operations), Manager (Accounts), Company Secretary and all other connected persons in terms of different Regulations and Acts applicable to the company, should furnish required information from time to time to the Board of Directors.

## **2. Interest of the Company**

Members of the Board of Directors and the senior management team below Board level should discharge their responsibilities in the best interest of the Company and must not take part in any discussion and decision making process where their personal interest runs contrary to the interest of the Company.

## **3. Secret Profit**

Board Members and Senior Managers must not make any profit in the process of their dealings in the matter of the Company without knowledge of the Board.

## **4. Pecuniary relationship**

Directors must not receive remuneration other than approved by the Board members and other fees and reimbursement of conveyance expenses for attending meetings.

## **5. Attending Board Meetings and General Meetings**

Directors should attend meetings of the Board of Directors & Committees thereof, and the general meetings regularly.

**6. Compliances of the applicable Regulations and Acts**

Board Members and Senior Managers should comply with all the applicable provisions of the Acts and Regulations that have been prescribed or that may be prescribed by the statutory authorities from time to time.

**7. Number of Directorship and Membership of the Committees**

Board Members will restrict their number of directorship to 20 companies including any alternate directorship as prescribed in Section 165 of the Companies Act, 2013 and membership of the committees to 10 and as chairperson of more than five committees across all listed entities in which he is a director which shall be determined in accordance with Regulation 26(1)(a) and (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**8. Review of Statutory Compliance**

Board Members shall periodically review compliance reports of all laws applicable to the Company and steps taken by the Company to rectify instances of non-compliance, if any.

**9. Transaction with the Company**

The Board Members should furnish details of any business that may have been transacted by them with the Company to enable the management to make necessary legal compliance.

**10. Acquisition and Sale of Shares**

They should furnish prior intimation to the Board in case of acquisition and sale of shares of the Company and must make necessary statutory compliance, if any, before such acquisition or sale.

## **11. Unethical behavior**

The Board Members and Senior Management Personnel of the Company should be motivated to report any unethical behavior of any employee, Officer or Director to the Chairman of the Audit Committee.

## **12. Modification**

The Board may from time to time review the applicable Acts and Regulations and, if need be, modify the code from time to time keeping parity with the requirement of laws.

## **13. Duties of Independent Directors**

The Independent Directors should —

- (i) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (ii) 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;
- (iii) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (iv) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (v) strive to attend the general meetings of the company;
- (vi) 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;

- (vii) keep themselves well informed about the company and the external environment in which it operates;
- (viii) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (ix) 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;
- (x) 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;
- (xi) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (xii) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (xiii) 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:**

The Board Members and Senior Managers shall affirm compliance with this Code on an annual basis as at the end of each financial year of the Company on the line of 'Annual Compliance Report' format annexed to this Code as Appendix I.

**ACKNOWLEDGEMENT OF RECEIPT OF THE CODE:**

Each Board member and senior manager, 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 II and forward the same to the Compliance Officer.

For PANCHSHEEL ORGANICS LIMITED

(MAHENDRA A. TURAKHIA)  
MANAGING DIRECTOR  
DIN: 00006222

**PANCHSHEEL ORGANICS LIMITED**  
**CODE OF CONDUCT**  
**FOR**  
**BOARD MEMBERS**  
**AND**  
**MEMBERS OF THE SENIOR MANAGEMENT PERSONNEL**  
  
**ANNUAL COMPLIANCE REPORT**

I, \_\_\_\_\_, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of Panchsheel Organics Limited during the financial year ended 31st March, \_\_\_\_\_.

Signature .....

Name .....

Designation .....

Address .....

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Date:

Place:

PANCHSHEEL ORGANICS LIMITED

CODE OF CONDUCT

FOR

BOARD MEMBERS

AND

MEMBERS OF THE SENIOR MANAGEMENT PERSONNEL

**ACKNOWLEDGEMENT FORM**

I have received and read the Company's Code of Conduct for Board Members and Senior Management of Panchsheel Organics 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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Date:

Place: