

## CODE OF CONDUCT OF BOARD OF DIRECTORS & SENIOR MANAGEMENT PERSONNEL

### **1. PREAMBLE**

This Code is formulated in line with Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule IV of Companies Act, 2013 on Code for Independent Directors.

All members of the Board of Directors and Senior Management of the Company are committed to comply with all those acts, rules and regulations that govern the conduct of the Company.

### **2. OBJECTIVE**

The objective of this Code is to maintain standards of business conduct of the Company and ensure compliance with applicable laws

### **3. GUIDELINES FOR CONDUCT**

The Code expects all the members of the Board of Directors and Senior Management of the Company to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct. Every member of the Board of Directors and Senior Management of the Company has an obligation, at all times, to comply with the spirit, as well as the letter, of the Applicable Laws and of the principles of this Code.

**Every member of the Board of Directors of the Company should:**

- Not involve in a situation in which he / she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he / she shall be liable to pay an amount equal to that gain to the Company.
- Not assign his / her office and any assignment so made shall be void.
- Where a decision is not unanimous, a dissenting Director may disclose the fact that he/she dissented.

**Every member of Board of Directors of the Company and Senior Management of the Company should:**

- Seek to comply with all Corporate Policies.
- Conduct themselves in a professional, courteous and respectful manner.
- Act in a manner to enhance and maintain the reputation of the Company.
- Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service except when authorized or legally required to disclose such information.
- Not use confidential information acquired in the course of their service for their personal advantage.

#### **4. CONFLICT OF INTEREST**

The Directors and Senior Management shall not engage in any activity, business, or relationship, which may be in conflict with the interest of the Company. They should avoid transacting company business with their relative or with a firm/ company in which either they themselves or their relative are interested or plays any significant role and in case such related party transaction is unavoidable, it must be made only after proper and fullest disclosure to the Board. The Directors and Senior Management shall also not accept gifts from persons or firms who deal with the Company, or are seeking to deal with the Company, where the gift is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest.

#### **5. NON - COMPLIANCE OF THE CODE**

Suspected violations of this Code must be reported to Chairperson of the Board of Directors or Chairperson of the audit Committee. All violations would be appropriately investigated.

#### **6. CERTIFICATION OF COMPLIANCE OF CODE OF CONDUCT**

The members of the Board of Directors and the Senior Management shall affirm the compliance with the code on annual basis. The Annual Compliance Report shall be forwarded to the Company Secretary of the Company, in the form annexed hereto as

Annexure - 1. The Annual Report of the Company shall carry a declaration to this effect duly signed by the Managing Director or CEO of the company.

## **7. AMENDMENT**

The Board of Directors may, from time to time, make amendment(s) to this Code to the extent required due to change in applicable laws and / or regulations or as deemed fit on a review.

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**Annexure 1**  
**Gokul Agro Resources Limited**  
**Code of Conduct of Board of Directors and Senior Management Personnel**  
**Annual Compliance Report**

To,  
The Company Secretary,  
Gokul Agro Resources Limited,  
Crown 3, Inspire Business Park  
Shantigram, Nr. Vaishnodevi Circle,  
S.G. Highway, Ahmedabad  
Gujarat 382 421 India

I, \_\_\_\_\_ hereby confirm that I have read the Code of Conduct applicable to Directors and Senior Management of the company and that I have complied with the requirements of the same during the period \_\_\_\_\_ to \_\_\_\_\_.

Signature:

Name:

Designation:

Date:

Place: