

GUJARAT PETROSYNTHESE LIMITED

1. Preamble:

This policy is formulated pursuant to the provisions of Regulation 17(5) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "LODR").

This code of conduct is a written document that outlines Company values, principles and guidelines in a variety of areas and enables the Company to publicly state to its external stakeholders viz. suppliers, customers, consumers and shareholders, the way in which they intend to do business.

All Directors and Senior Members of Management of Gujarat Petrosynthese Limited,

(i) shall endeavor to act in good faith, responsibility, with due care, competence and diligence without misrepresenting material facts and shall exercise independent judgment while dealing with the third parties and promote ethical and honest behavior within the Company;

(ii) are committed for conducting the business of the company in accordance with the applicable laws, rules & regulations and with highest standards of business ethics;

(iii) are expected to familiarize themselves with this Code and to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day to day functioning.

2. DEFINITION:

All the words and expressions used in this code shall have the same meaning as assigned under the Companies Act, 2013 (The "Act"), LODR or other applicable regulations.

3. APPLICABILITY:

This Code of Conduct and Ethics is applicable to all the Board of Directors and Senior Management. The Senior Management is defined under Regulation 16(1)(d) of LODR which means, the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer (hereinafter referred as "Management").

Pursuant to Regulation 17(5)(b) of LODR, the Independent Directors of the Company are subject to certain additional duties as laid down by the Act and LODR which are set out in Annexure - I of the Code.

4. FINANCIAL REPORTING

Gujarat Petrosynthese Limited shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, applicable accounting standards, laws and regulations of the country. Accounting and procedures shall fairly and accurately reflect all the Company's business transactions. All required information shall be accessible to Audit Committee of the Company & Company auditors and other authorized parties / agencies. There shall be no willful omissions of any Company transactions from the books and records, no advance income recognition, and no hidden bank account and funds.

5. CONFLICT OF INTEREST:

The Management must avoid any conflicts of interest between Company and Management. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be informed promptly to the Chairman or Whole Time Director of the Company. Some of the common conflicts, which management must avoid, are mentioned hereinunder :-

1. Financial interest of an employee of the Company or his relatives including shareholding in any Company or a share in any firm which is an actual or potential competitor, supplier, customer, or other alliance partner of the Company.
2. An employee of the Company conducting business on behalf of his Company/firm or being in a position to influence a decision with regard to his Company's/firm's business with a supplier or customer of which his relative is an officer or representative, resulting in a benefit directly or indirectly in any form to him or his relative.
3. Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of an employee of the company where such an individual is in a position to influence the decision with regard to such benefits.
4. Acceptance of gifts, donations, hospitality and/or entertainment beyond the customary level from existing or potential suppliers, customers or other third parties which have business dealings with the Company.

The above illustrations are not exhaustive. Other instances of conflict of interest exist due to any reasons, adequate and full disclosure by such interested persons should be made to the management of the Company.

6. CORPORATE OPPORTUNITIES.

The Directors or Senior Management Personnels are strictly prohibited:

1. To take themselves or their companies, opportunities which are discovered through the internal sources/insider information or position as a director or manager of the Company.
2. To use assets/properties of the Company for their personal gain;
To compete with the Company for business. However, the Independent Directors / disinterested Directors of the Company may decide that the Company will not pursue the said opportunities that relates to the Business of the Company, then Directors/senior management may then do so.

7. INSIDER TRADING & PRICE SENSITIVE INFORMATIONS:

All directors and Senior managerial Personnel must comply with the Securities and Exchange Board of India (Prohibition Of Insider Trading) Regulations, 2015. All employees of the Company or their immediate relatives shall not derive any benefit from the access to and possession of price sensitive information about the Company, which is not available to the general public.

Before making any transaction directly or indirectly as regard securities of the Company, without informing Compliance Officer of the Company and must strictly comply with the Insider Trading Regulations laid down by SEBI.

8. HONEST AND ETHICAL CONDUCTS & FAIR DEALING:

All officers shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct while working for the Company.

All officers shall fairly deal with the customers, suppliers, competitors, business associates and the employees of the group Companies. They also should not take unfair advantage through concealment of

information which is ought to be disclosed, manipulation, confidential, trade secret information, misrepresentation of material facts or any other unfair practice.

9. COMPLIANCE WITH LAWS, RULES, REGULATIONS, CIRCULARS ETC.

All officers of the Company must comply with all applicable laws, rules, regulations, notifications, circulars issued by the Government of India or Government of Bangalore or any other statutory/regulatory authorities from time to time and also update themselves for latest amendments issued by the such authorities relating to their duties and responsibilities. Any officer who is uncertain about the applicability of rules/ regulations, at that time they should take expert advice before taking any decision that may cause harmful to the Company.

10. PRIVACY AND CORPORATE SECRET:

All secret information like trade related & confidential information, buyer – seller information, strategic planning related information, commercial, technical, legal, marketing information that are made available or provided to the officers of the Company and has obtained by virtue of his/her employment with the Company. All officers must maintain the secrecy or confidentiality of above cited information and to not disclose information of any supplier, customers, business associates of the Company that the Company is bound to maintain secrecy, except when disclosure is authorized on account of operation of laws.

11. PROTECTING COMPANY ASSETS:

The assets of the Company should not be misused but employed for the purpose of conducting the business for which they are duly authorized by the Management. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets.

12. SAFETY, HEALTH & ENVIRONMENT

The safety & health of the employee and the protection of people and the environment are among the Company's most important factors. The Company strives for continuous improvement of its environmental, safety and health performance by developing new and better products, processes and services with efficient use of energy and resources, minimization of environmental impact and waste generation, and safe and responsible disposal of residual wastes arising out of Manufacturing process of the Company.

13. PRODUCT & SERVICES OF THE COMPANY.

Gujarat Petrosynthese Limited strives for continuation of innovation of its products and better service to its customers to strengthen their competitiveness and performance pertaining to the industries in which the Company is venturing. The Company recognizes that meeting its customers' needs is necessary for its long-term growth and prosperities.

14. SHAREHOLDERS RIGHT:

The Company shall comply with all rules, regulations and laws that govern shareholders' rights. The Company shall duly and fairly disclose information in accordance with the respective regulations to its shareholders which allow them to take inform decision of their investments.

15. CONCURRENT EMPLOYMENT:

Executive Directors & Senior Management Personnel of the Company are expected to devote their full attention to the business interests of the Company. They are prohibited from engaging in any activity (unless disclosed to the Board of the Company) that interferes with their performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the interest of the Company. Our policies prohibit any employee from accepting simultaneous employment with a Company's supplier, customer or competitor, or from taking part in any activity that enhances or supports a competitor's position.

16. NONCOMPLIANCE OF THE CODE

Suspected violations of this Code must be reported to the Board or the Chairman of the Audit Committee. All reported violations would be appropriately investigated.

17. AMENDMENT, MODIFICATION AND WAIVER OF CODE

This Code may be reviewed, amended, modified, or waived by the Board of Directors, subject to the disclosure and other provisions of SEBI, and the rules there under and the applicable rules of the Stock Exchanges.

18. DISCLOSURE

The members of the Board and the Senior Management Personnel shall affirm the compliance with the code on annual basis. The Annual Report of the Company shall carry a declaration to this effect signed by the Managing Director of the Company.

Regulation 46(2) states that every listed company is required to publish a code of conduct for its Board of Directors and Senior Management Personnel on its website.

ANNEXURE - I

Duties of Independent Directors

The duties of the Independent Director as laid down in Schedule IV to the Companies Act, 2013 are as follows:

The Independent Directors shall:

1. undertake appropriate induction and regularly update and refresh their 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 of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the Company;

6. 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;
7. keep themselves 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 themselves 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 behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy; and
12. acting within his 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.

The duties of the Independent Director as laid down in Regulation 25(4) of SEBI(LODR) are as follows:

1. reviewing the performance of Non-Independent Directors and the Board of Directors as a whole;
2. reviewing the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
3. assessing the quality, quantity and timeliness of flow of information between the management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.