

GACL-NALCO ALKALIES & CHEMICALS PVT. LTD.



CODE OF CONDUCT FOR THE DIRECTORS
(as approved by the Board of Directors on 07.05.2019)

**CODE OF CONDUCT FOR THE DIRECTORS
OF
GACL-NALCO ALKALIES & CHEMICALS PRIVATE LIMITED**

Preamble

This Code of Conduct ("Code") shall be called the "Code of Conduct for Directors of "GACL-NALCO Alkalies & Chemicals Private Limited ("GNAL"). The Code is a guide to professional conduct for Directors of the Company. Adherence to these standards by them and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and other stakeholders of the Company.

This Code is applicable to all members of the Board of Directors.

The words and expressions used hereunder shall have meaning assigned to them in the Companies Act, 2013 and rules made thereunder, SEBI Act, 1992, Securities Contract (Regulations) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder.

Guidelines for conduct

A Director should :

- Dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and decision-making by reviewing in advance any materials distributed and making reasonable inquiries
- Act in the best interests of, and fulfill their fiduciary obligations to, Company's shareholders
- Comply with all applicable laws, rules and regulations
- Act in a manner to enhance and maintain the reputation of the Company
- Use reasonable efforts to attend Board and Committee meetings regularly
- Disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter in which the Director has or may have a conflict of interest
- Make available to and share with fellow Directors information as may be appropriate to ensure proper conduct and sound operation of the Company and its Board of Directors
- A Director must bring an open and independent mind to Board or Committee meetings and should not make a decision about a matter before attending and participating in the deliberations of the meeting

Principles governing the Code

1. Honesty and Integrity :

Act honestly and with integrity in good faith and in the best interests of the Company as a whole. Use due care and diligence in performing their duties of office and in exercising their powers attached to that office.

2. Confidentiality of Information :

Not make improper use of information nor take improper advantage of their position as a Director. Ensure the confidentiality of information they receive whilst being in office of Director.

3. Personal Transactions :

Not allow personal interests to conflict with the interests of the Company.

4. Disclosure of Interests :

Disclose any interests, which may lead to potential or actual conflicts of interest in accordance with such policies that the Directors may adopt from time to time.

5. Abiding by the Law :

Abide by the law at all times.

6. Conduct :

Not engage in conduct likely to bring discredit upon the Company and be independent in judgement and actions, and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board. Recognise that their primary responsibility is to the Company's shareholders as a whole.

Amendment

The Board shall have power to amend any of the provisions of the Code, substitute any of the provisions with a new provision or replace the Code entirely with a new Code according to subsequent modification(s)/amendment(s) to the applicable laws.

Disclosure

The Members of the Board shall affirm the compliance with the code on annual basis.
