

# PRADIP OVERSEAS LIMITED

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

### **I- INTRODCUTION**

The company is putting thrust on integrity, ethical conduct and adherence to regulatory compliances. The code of conduct ensures compliance with all legal requirements and with the company 's standards on business conduct.

All Directors and members of Senior Management of the company must act within the authority conferred upon them and with a duty to take informed decisions in the best interests of the company and its shareholders/stakeholders.

### **II- COMPLIANCE OF THE CODE OF CONDUCT**

In order to maintain the high standards of Corporate governance, the code of conduct as described hereunder should be observed in true spirit. All Directors and members of the senior management must understand the importance of compliance and the consequences of non-compliance. The company has appointed the Company Secretary as a Compliance Officer for the purposes of this code. This code is subject to modification. The company will up-date this Code from time to time to ensure that it reflects changes in the law/regulatory environment and gives appropriate emphasis to current issues of concern. The company will notify such change to all the Directors and members of Senior Management.

### **III-CONDUCTS:**

#### **i- Honesty & Integrity**

All Directors and members of the Senior Management shall conduct their activities, on behalf of the company and on their personal behalf, with honesty, integrity and fairness. They will act in good faith, responsibly, with due care, competence and diligence and will act in the best interests of the Company to fulfill their fiduciary obligations.

#### **ii- Conflict of interest**

The Directors on the Board of the company and members of the Senior Management shall not engage in any business, relationship or activity, which may be in conflict of interest of the company or the group. Following are some of the common circumstances that may lead to a conflict of interest, actual or potential -

a) The Directors and members of Senior Management should not engage in any activity/employment that conflicts with the performance or responsibility to the company or otherwise in conflict with or prejudicial to the company.

b) The Directors and members of Senior Management and their immediate families should not invest in a company, customer, supplier, developer or competitor and generally refrain from investments so that they can carry out their responsibility with honesty and diligently.

### **iii- Compliance of all applicable laws**

The Directors and members of the Senior Management are required to comply with all applicable laws, rules and regulations, both in letter and in spirit. Any non compliance should be reported to the Board so that corrective action can be taken.

### **iv- Outside/or other Directorships**

All Directors must disclose such relationships to the Board as and when they are appointed/cease to be on the Board of Directors of other companies and any changes therein.

### **v- Protecting the company's confidential Information and its disclosure**

Any information concerning the company's business, its customers, suppliers etc., which is not in the public domain and to which the Directors and members of Senior Management have access or possesses such information, must be held in confidence, unless the disclosure is required as a matter of law. No Director or member of Senior Management shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

### **vi- Obligations under Securities laws to prevent Insider Trading**

Any Director or member of Senior Management of the company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company not in public domain. All Directors and members of Senior Management will comply with insider trading regulations issued by SEBI.

### **vii- Receipt of Gifts & offer of Donations**

No directors or members of the Senior Management of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and

comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive favours or decisions) for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted or offered.

#### **viii- Use of Company's Assets and its protection**

The Directors and members of Senior Management must protect the company's assets including human resources and information and may not use these for personal use, unless approved by the Board.

#### **ix- Waivers**

Any waiver of any rule of this Code by any Director or by any member of Senior Management must be approved in writing by the company's Board and should be disclosed.

#### **x- Enforcement and disciplinary actions**

The rules contained in this Code are of utmost importance to the company, its stakeholders and its business partners. Therefore, all Directors and members of the Senior Management should adhere to these rules. The company will take appropriate disciplinary action on deliberate failure to comply with these rules in a way that is fair, transparent and effective manner.