

# NEPTUNE EXPORTS LIMITED

CIN: L51909WB1982PLC034494

## CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

### I. INTRODUCTION

The SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, requires that the Board of Directors ('Board') of the Company shall lay down a Code of Conduct for all the Board members and Senior Management Personnel of the Company. Accordingly, the Company has laid down this Code of Conduct and Ethics (the 'Code') for its Board and Senior Management Personnel.

### II. APPLICABILITY

The Code is applicable to the Board and Senior Management personnel (together hereinafter referred to as "Key Personnel"). Senior Management shall mean personnel of the company who are members of its core management team excluding Board of Directors and comprises all members of management one level below the executive directors, including all functional heads.

### CODE OF CONDUCT FOR THE MEMBERS OF THE BOARD

- The Directors should not have any personal interest and they shall not exploit for their own personal gain, the opportunities that are discovered through Company's business, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of directors and the Managing director as the case may be.
- The Directors act in trusteeship capacity because they act on behalf of the shareholders of the Company for the benefit of shareholders.
- The Directors should utilize their powers and authority in discharging their duty with responsibility.
- The Directors should act collectively with the Board in their individual capacity and responsibility.
- The Directors should take necessary care and due diligence in the discharge of their duty as expected from the person of his position.
- The Directors should ensure that:
  - He is not an undischarged insolvent.
  - He is not convicted by a Court of any offence involving moral turpitude.
  - He has not been sentenced thereof to imprisonment not less than six months.
  - He does not suffer from any disqualifications as specified in Section 164(1) of the Companies Act, 2013.

### The other basic Code of Conduct to be followed are:-

- To exercise adequate skill and expertise in taking decisions.
- To ensure compliance of all applicable laws, rules and regulations.

- To discharge duty in good faith, honesty and fair dealings.
- To exercise all such powers and to do all such acts and things as has been authorised to do.
- To maintain high ethical and professional standards in all dealings.
- To maintain highest standards of integrity, fairness and ethical conduct.
- That duty to and care of employees is maintained.
- That there is disclosure of interests in all affairs.
- That no secret profit is made to the detriment of the Company.

### **CODE OF CONDUCT FOR SENIOR MANAGEMENT PERSONNEL**

- To ensure that there is no potential conflict of personal interest with the interest of the Company at large relating to all material, financial and commercial transactions of the Company.
- To exercise power for the best of interest and benefit of the company.
- To act in conformity with the basic Rules and Regulations of the land.
- To keep in mind that a duty of care is owed to the company i.e. not to act negligently, the standard being “to exercise reasonable care and prudence in course of discharging duties which is expected from a person of his position”.
- To exercise adequate skill and expertise in the assigned job.
- To ensure that authority and power as enunciated and understood are not exceeded.
- To discharge duty in good faith with honesty and fair dealing.
- To ensure confidentiality of business interests are maintained.
- To ensure no secret profit is made to the detriment of the company for e.g. that adequate disclosure in terms of Insider Trading norms in dealing with the Company Shares will be made.
- To comply with the terms and conditions of the employment and Company’s rules and regulations from time to time.
- To ensure that statutory duties in the sphere of work are fulfilled.
- To exercise best endeavors and organize the resources available in a manner so as to optimize their uses for the attainment of the Company’s objectives.
- To disclose personal interest, if any, in the activities of the company.
- To desist from using the office for personal gain or for the gain of relatives.
- To refrain from giving misleading information in respect of business, financial data, operating results etc. of the Company.

- To ensure safety and protection of the Company's assets including its resources viz. men, materials and machines.
- To maintain morals, integrity, ethics and other attributes acceptable to the society at large while discharging duties and responsibilities as delegated by the company.
- To maintain high ethical and professional standards in all dealings.
- To refrain from taking any activities which competes with the business of the company.

### **DUTIES OF INDEPENDENT DIRECTORS**

The duties of Independent Directors of the Company in terms of Schedule IV of the Companies Act, 2013, are incorporated herein and are enumerated below:

- a. To undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- b. To 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;
- c. To strive to attend all meetings of the Board of Directors and of the Board Committees of which they are a member;
- d. To participate constructively and actively in the Board Committees in which they are chairpersons or members;
- e. To strive to attend the general meetings of the Company;
- f. To ensure, where they have concerns about the running of the Company or a proposed action, that these are addressed by the Board of Directors;
- g. To keep themselves well informed about the Company and the external environment in which it operates;
- h. To not to unfairly obstruct functioning of an otherwise proper Board or Board Committee;
- i. To 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;
- j. To ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- k. To report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct;
- l. To act within their authority and assist in protecting the legitimate interests of the Company, shareholders and its employees;
- m. To not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans and unpublished price sensitive information, unless such disclosure is expressly approved by the Board of Directors or required by law.