

JASCH INDUSTRIES LIMITED

CODE OF CONDUCT

FOR ALL BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

(Pursuant to Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The following Code of Conduct will be observed by the members of the Board of Directors and senior management personnel of the Company with immediate effect.

[Note: In this Code,

- the expression “Members of Board of Directors” or “Director(s)” shall mean the personnel who have consented to be Directors of the Company and in respect of appointment of whom relevant form prescribed under the Companies Act in force at the relevant time, has been filed with Registrar of Companies/the relevant Ministry of Government of India. This expression shall include the Managing Director, the executive Directors and the Independent Directors.
- the expression “senior management personnel” shall mean personnel of the company who are members of its core management team excluding Board of Directors. This expression shall include the Company Secretary, the Chief Financial Officer, the functional heads and all members of management one level below the executive directors.]
- The expression “Listing Regulations” shall mean of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. To act in best interest of the Company

Members of the Board of Directors and the senior management team :

- (a) shall discharge their responsibilities to the best of their ability,
- (b) shall discharge their responsibilities in the best interest of the Company,
- (c) shall disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the company,
- (d) shall not take part in any discussion and decision making process relating to transactions in which they are interested ; and
- (e) shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision-making.

2. Not to make secret profit

Members of the Board of Directors and the senior management team shall not make any secret profits in the process of their or any one else’s dealings in the matter of the company.

3. Directors not to receive unauthorized remuneration

Whole time Directors shall not receive from the Company any remuneration other than what has been sanctioned to them by the Board of Directors and subsequently approved by shareholders in General Meeting.

Other Members of the Board of Directors (i.e. Directors who are not whole time directors) shall not receive any remuneration other than sitting fees as sanctioned by the Board within the limits permitted under law, reimbursement of legitimate conveyance expenses for attending meetings of the Board and reimbursement of other expenses incurred in connection with the affairs of the Company with prior sanction of the Chairman & Managing Director.

4. Directors to attend all Meetings

Members of the Board of Directors shall, to the best of their ability, attend all the Meetings of the Board, the Committees of which they are Members and the General Meetings of shareholders of the Company. In case they are not able to attend any such meetings, they shall communicate in writing, their inability to do so, to the Chairman or Company Secretary sufficiently before the date of the Meeting.

5. To update themselves about applicable laws and comply with the same

Members of the Board of Directors and the senior management personnel shall keep themselves updated about all the laws applicable to the Company, and, to the best of their ability, comply with the same.

6. Directors to restrict number of Directorship and Membership of the Committees

Members of the Board of Directors shall restrict their Directorships/Committee Memberships in other Companies to the limits prescribed by law.

7. Whole-time Directors and senior management personnel to devote their whole attention to the affairs of the Company

Whole time Directors and the senior management personnel shall devote their whole attention to the affairs of the Company and shall not engage in any other business, profession or employment.

8. Directors to Review of Statutory Compliances

Members of the Board of Directors shall, in a duly convened Board Meeting, periodically review the position with regard to compliance by the Company and its officers with all laws applicable to the Company and steps taken by the Company to rectify instances of non-compliance, if any. Similarly, they shall also periodically review the position with regard to compliance with the Listing Regulations by the Company. They shall also review the periodic reports submitted to them by the Secretarial Auditors, Internal Auditors, Statutory Auditors and other officers of the Company.

9. Directors to Disclose Related Party Transaction with the Company

The Directors shall promptly furnish to the Chairman or the Company Secretary, details of any business that may have been transacted by them or any party related with them *"related party" within the meaning of Section 2(76) of the Companies Act, 2013] to enable the management to make necessary legal compliances.

10. Transaction in shares of the Company

Before entering into any transaction in the shares of the Company either themselves or through their relatives, Members of the Board of Directors and the senior management personnel shall ensure that the intended transaction complies with SEBI (Insider Trading) Regulations, Model Code of Conduct relating to Insider Trading and Internal Procedures for Prevention of Insider Trading as approved by the Board of Directors.

11. Independent Directors

An Independent Director shall, at all times, ensure that he continues to be independent in relation to the affairs of the Company, that he complies with provisions of Independent Directors as contained in Section 149 of the Companies Act, 2013 and abides by the provisions contained in Schedule IV of that Act (i.e. Code for Independent Directors) in general and the duties of Independent Directors contained therein particular. An extract of the said Schedule IV relating to duties of Independent Directors is annexed as Annexure A and forms part of this Code.

Provided that if and when there is any amendment in the said Schedule IV relating to duties of Independent Directors, the contents of the appended Annexure A shall automatically stand amended to be in tune with the amended duties.

Provided also that an independent director shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently with respect of the provisions contained in the Listing Regulations.

12. Directors to disclose incurring of any disqualification

All Members of the Board of Directors shall promptly disclose to the Chairman or the Company Secretary whenever they incur any of the disqualifications laid down by Section 164 of the Companies Act, 2013.

13. To make Annual Affirmation of Compliance

Members of the Board of Directors and the senior management personnel shall affirm compliance with this code on an annual basis to the Board of Directors. Such affirmation shall be delivered by Members of the Board of Directors and the senior management personnel to the Company Secretary on or before 15th day of April each year. The annual report of the Company shall contain a declaration to this effect signed by the Managing Director and Chief Financial Officer.

Extract of Paragraph III of Schedule IV of the Companies Act 2013

Duties of Independent Directors

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 behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (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.