



**GANESH BENZOPLAST LIMITED**

**CODE OF CONDUCT FOR  
DIRECTOR & SENIOR MANAGEMENT**



**CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR  
MANAGEMENT PERSONNEL**  
*[Under Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015]*

**A. INTRODUCTION**

This Code of Conduct (“Code”) has been adopted by the Board of Directors to maintain the standard of business conduct for GANESH BENZOPLAST LIMITED (“the Company”) and to ensure compliance with the requirements under Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This Code shall be applicable and binding to the Board of Directors and the Senior Management Personnel of the Company.

**B. DEFINATIONS**

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:

- a) **"Board/Directors"** shall mean the Board of Directors of the Company.
- b) **"Company"** shall mean Ganesh Benzoplast Limited (GBL).
- c) **"Conflict of Interest"** means where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company.
- d) **"Executive Directors/Whole time Directors"** shall mean and include Company’s Managing Director and Directors who are in whole time employment of the Company.
- e) **"Independent Directors"** shall mean an Independent Director as per the provisions of the Companies Act, 2013 and Listing agreement (as revised from time to time).
- f) **"Non - Executive Directors"** shall mean the Directors who are not in whole time employment of the Company.
- g) **"Senior Management Personnel"** shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this shall comprise all members of management one level below the Executive Directors, including all functional heads and all employees at Manager Position and above.



### **C. APPLICABILITY**

The Directors and Senior Management Personnel should continue to comply with other applicable / to be applicable policies, rules and procedures of the Company.

### **D. PRINCIPLES AND CONDUCT**

#### **1) Honest and Ethical conduct**

The Board of Directors and the Senior Management Personnel shall act honestly, ethically, in good faith and in the best interest of the Company and to fulfill their fiduciary obligations.

#### **2) Professionalism**

The Board of Directors and the Senior Management Personnel shall conduct themselves in a professional, courteous and respectful manner and shall not take any improper advantage of their position.

#### **3) Compliance with law**

The Board of Directors and the Senior Management Personnel shall ensure compliance of various legal/regulatory requirements as applicable to the business of the Company and endeavour that before any directions are given or decisions taken, relevant legal/regulatory requirements are taken into account.

#### **4) Loyalty in employment**

In consideration of employment with the Company, Executives to devote their full attention to the business interests of the Company. Officers are prohibited from engaging in any activity that interferes with their performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.

#### **5) Other Directorships**

The Company feels that serving on the Boards of other direct competitor Companies may raise substantial concerns about potential conflict or interest. All Officers must report / disclose their relationship with other Companies to the Board and as and when there is a change therein.

#### **6) Conflict of interest**

The Board of Directors and the Senior Management Personnel shall not engage in any business, relationship or activity, which may detrimentally conflict with the interest of company. The Directors disclosure of interest under Section 184 of the Companies Act, 2013 shall be treated as sufficient compliance under this clause.



## **7) Insider Trading**

The Board of Directors and the Senior Management Personnel shall have to comply with the Code of Conduct for Prevention of Insider Trading adopted by the Company.

## **8) Equal opportunities within the Company**

The Board of Directors and the Senior Management Personnel shall ensure that equal opportunities are provided to all employees of the Company and all qualified applicants for employment, without regard to their race, caste, religion, color, ancestry, marital status, sex, age & nationality and that no discrimination or exploitation is done in this regard.

## **9) Health, safety and environment**

The Board of Directors and the Senior Management Personnel shall strive to provide a safe and healthy working environment, both within the organization and as part of the society and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory the Company operates in.

## **10) Protection of Assets**

The assets of the Company should be employed for the purpose of conducting the business for which they are duly authorized and they should not be misused.

## **11) Related Party Transaction**

Any transaction falling under the definition of related party transactions as per the provisions of the Companies Act, 2013 and the Listing Agreement and as detailed in the Related Party Transaction Policy of the Company must be entered into by the Director or the Senior Management Personnel only after obtaining prior approval of the Board or any Committee thereof.

## **12) Fair Dealing**

In carrying out their duties and responsibilities, they should endeavor to deal fairly and should promote fair dealings by the Company, its employees and agents, with customers, suppliers and employees.

## **13) Confidentiality**

The Board of Directors and the Senior Management Personnel shall maintain confidentiality of the information that is entrusted upon them for carrying on their respective responsibilities and duties and shall not use the same for personal benefits or gains.