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

## 1. Applicability

This code of conduct is applicable to all the Directors on the Board of Uniroyal Industries Limited, hereinafter referred to as 'UIL' or the 'Company' and also to the senior functionaries of the Company i.e. CEO, CFO, Company Secretary, all Business Heads and all the Functional Heads of the Company hereinafter referred to as 'Senior Management'.

Further the Company Secretary of the company is appointed as the compliance officer for the purposes of this code and he/she will be available to answer any questions, provide clarification and to help in the due compliance with this code.

## 2. Honesty & Integrity

The Directors and senior management are entrusted with the responsibility to oversee and formulate the plans and policies for the management and affairs of the Company and to set up the mission and values of the company.

Therefore, in the interest of good corporate governance, they shall conduct their activities on behalf of and in the best interest of the Company and on their personal behalf, with honesty, integrity and fairness. All of them must act in good faith with honesty, accountability and with due care, competence and diligence. They are expected to show their undivided loyalty in all activities related to the company.

## 3. Guidelines For Conduct

The Directors and senior management officials shall exercise due care and diligence in the performance of their duties and responsibilities. They shall act in good faith and in the best interest of the company. The director and senior official shall:

- Ensure that he/she shall attend all Board and committee meetings regularly. And where it is not possible to attend the meeting, he/she shall inform the board and obtain leave of absence;

- Devote 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;

- Ensure that proper discussion on all the matters placed before the meeting has taken place and the decision arrived at is fully in the best interest of the company;

- There should be full and complete disclosure of all material facts and interest of the directors in the Board Meeting relating to any item discussed therein;

- Review regularly all the decisions taken at the Board and committee meetings in order to ensure proper and timely compliance of all the decisions taken at the meetings.

- Be aware of and seek to fulfill his/her duties and responsibilities as set forth in the Company's Memorandum of Association, Articles of Association and Corporate Governance guidelines; and

- Seek to comply with all applicable laws, regulations, confidentiality obligations and Corporate Policies.

- Act in a cooperative & respectable manner with their colleagues.

- Maintain Order and Decorum at the meetings and obey the directions given by the Chairman.

## 4. Conflict of Interest

The Directors and senior management shall show their trustworthiness to the company. They shall not engage themselves in any activity, business, or relationship, which, in any manner, may be in conflict with the interest of the Company or prejudicial to Company's interest. They shall avoid transacting company's business with their relatives or friends or with a firm / company in which either they themselves or their relatives or friends are interested or plays any significant role and where such related party transaction is unavoidable, it should be made only after full and proper disclosure to the Board of the company.

## 5. Disclosure of Interest and Directorship in other Body Corporate

The Directors and Senior Management officials shall make full disclosure at the time of their appointment and subsequently whenever there is a change within one weak or within such time as prescribed by the applicable laws, regarding their relationships with other firms or body corporate which in the opinion of the board may affect their independence of decision making.

## 6. Confidentially of Information

Any information relating to the company, its vendors, customers, employees etc., which is not in public domain and which has a bearing on the company's business, to which the director and senior management has access or if they possesses such information, it is be considered as confidential information and unless authorised to do so or required by any law they shall not provide any such information to anyone including press or any other publicity media either formally or informally.

## 7. Not to use Companies Property for their Personal benefit

Directors are like the trustees of the Company's property as well as the assets of other organizations that have been entrusted to the Company. They are responsible for their safe custody and accountable for their proper use. The Directors, senior management and other official of the Company shall not use these assets and property of the company except as specifically authorized and that too only for the purpose of Company's business.

## 8. Corporate Opportunities

Corporate Opportunities here means those opportunities, which are made available to the company and which are known to the Directors and Senior Management official due to the position held by them in the company. The directors and other officials shall not utilize such opportunities for their personal benefit. However once those opportunities are fully and properly disclosed to the board and after consideration rejected by them then they cease to be corporate opportunities.

## 9. Gifts & Donations

The Directors, Senior Management and other officers & employees of the company shall not accept or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments or benefits which are intended to obtain or provide business or favours the decisions for the conduct of business from people doing business with the Company (including suppliers, customers, competitors, contractors and consultants). However, nominal gifts of commemorative nature, for special events may be accepted or provided, with full disclosure to the Board but gifts of cash or cash equivalents (including gift certificates, securities, below-market loans, etc.) in any amount shall be prohibited.

## 10. Compliance

The Directors and Senior Management officials shall comply with all applicable governmental laws, rules, notifications and regulations, both in letter and spirit and must report any possible violation to the Board and to the Company Secretary.

## 11. Insider Trading

The Directors, Senior Management officials and Insiders as per the SEBI (Prohibition and Regulation of Insider Trading) Regulation 1992 are prohibited from dealing or counseling in the securities of a listed company while in the possession of material unpublished price sensitive information. Further the company is also required to frame a Code of Conduct for this purpose in terms of SEBI (Prohibition and Regulation of Insider Trading) Regulation 1992.

## 12. Reporting and Consequence of Non Compliance with this Code

Suspected violations of this Code must be reported to the Chairman of the Board or of the Audit Committee which shall be appropriately investigated and appropriate disciplinary action will be taken on the conclusion of the enquiry by the Board which may even include a request to resign as Director or officer of the company if permitted by applicable laws and is in the best interest of the company.

## 13. No Right Created

This Code sets forth guidelines for the conduct of the Board of Directors and Senior Management official. It is not intended to and does not create any rights in any director, officer, employee, client, supplier, competitor, shareholder or any other person or entity.

## 14. Compliance with the Code

All Board members and senior management personnel shall affirm compliance with the code on an annual basis and the CEO is required to make a declaration in the Annual Report of the company relating to it.