

GOBIND SUGAR MILLS LIMITED

Code of Conduct and Ethics

1. Introduction

This Code of Conduct and Ethics is made pursuant to Clause 49 (Corporate Governance) of the Listing Agreement with Stock Exchanges and shall hereinafter be known as "the Code". The Code will become effective from the date it is approved and adopted by the Board of Directors of the Company.

The objective of the Code is to promote and uphold the high standards of ethics observed by the Company in conducting its business. The Code lays down a broad policy for one's conduct in dealing with the Company, fellow directors and employees and the external environment in which the Company operates.

The Company believes in conducting its business with responsibility, transparency, empowerment, honesty and environmental consciousness. The Company seeks to be a leader in its chosen area of operation and to operate and achieve excellence in everything it does.

All concerned are expected to read and understand the Code, uphold the standards prescribed therein in letter and spirit and to act within the bounds of the authority conferred upon them with duty to make and enact informed decisions and policies which result in enhancement of the value of the Company to its shareholders and simultaneously enable the Company to fulfill its obligations to other stake holders such as customers, employees and financiers and to the society in general.

2. Applicability of the Code

The Code applies to all the members of the Board of Directors and to senior management personnel of the Company. Senior management personnel shall mean personnel of the Company who are members of its core management team excluding Board of Directors and shall comprise of all the members of management one level below the executive director, including all functional heads.

3. Respect for individual

The Company's vision is based on inspiring and unleashing creative potential in human assets of the Company. This is possible in an environment where we all respect the rights of those around us. In this direction, we endeavour :

- a) To treat individuals in all aspects of employment solely on the basis of ability irrespective of race, caste, creed, religion, age, disability, gender, sexual orientation or marital status.
- b) Not to tolerate racial, sexual or any other kind of harassment.

4. Honest and Ethical Conduct

The Directors and senior management personnel are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct while working for the Company.

We consider honest conduct to be conduct that is free from any fraud or deception. The ethical conduct is the conduct conforming to the accepted professional standards of conduct. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

5. Conflicts of Interest

Each of us has a responsibility to the Company, its shareholders and towards each other. Although this duty does not prevent us from engaging in personal transactions and investments, it does demand that we avoid situations where conflict of interest might occur or appear to occur.

A "conflict of interest" occurs when an individual's private interest interferes or appears to interfere with the interests of the Company. The Directors and senior management personnel must act at all times in the Company's best interests and avoid putting themselves in a position where their personal interests conflict or appears to conflict with the interest of the Company. The personal interests will include those of their close relatives. Any Director or senior management personnel, who is aware of a conflict of interest or is concerned that a conflict might develop, is required to disclose the matter promptly to the Board of Directors in case of a Director and to the Chairperson in case of senior management personnel.

The Directors and senior management personnel shall not engage in any activity or enter into any relationship which might result in conflict of interest, either directly or indirectly.

Do's:

- a) A Director should disclose to the Board every year, in writing, in the formats prescribed under Companies Act, 2013, about any outside-business-interests that he/ she or his/her family members i.e. only immediate family spouse/children, have if these interests create or even appear to create a conflict of interest.
- b) A Director shall intimate the Board, in writing, before he/she or his/her family member involves in a new business that is likely to create conflict of interest.
- c) Prior approval of the Board to be obtained by a director, before he/she accepts a position as a Director, Officer, employee, consultant or promoter any other Organization, engaged in the same business/ competition as that of the Company.

Don'ts:

- a) Do not work or consult for a business doing work similar to that of the company, except in a professional capacity.
- b) Do not use Company resources, including assets, properties, information

- and intellectual rights, other than for the business use of the Company.
- c) Do not take up or accept business or employment or a position of responsibility with any other organization for remuneration, or otherwise, that are prejudicial or conflict with the interest of the Company,
 - d) Do not take up any business opportunity relevant to the line of business pursued by the company or direct such opportunity that is discovered through the use of Corporate Property, information or position to a third party unless the company has already been offered the opportunity and it has turned it down.

6. Corporate Opportunities

None shall exploit for their personal gain opportunity that is discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board of Directors declines to pursue such opportunity. The Directors and senior management personnel are prohibited from using corporate property, information or position for personal gain and from competing with the Company. Wherever, it is difficult to differentiate between personal and Company benefits or there are both personal and Company benefits in certain activities, the only prudent course of conduct for the Directors and senior management personnel is to make sure that any use of corporate property or services or such transactions that is not solely for the benefit of the Company has prior approval of the Board of Directors.

7. Confidential Information

Confidentiality of information must be maintained by all concerned. Any information concerning the Company's business, its customers, suppliers etc. which has been received or to which one has access during the course of employment or dealing with the Company shall be considered as confidential unless such information is publicly available. Such information must be held in confidence and used only for the purposes of the business of the Company and not disclosed otherwise unless authorised to do so or required to do so under law. This obligation continues for three years even after one leaves or disassociates himself from the Company.

8. Prohibition of Insider Trading

The Company has formulated a Code of Internal Procedure and Conduct for Prevention of Insider Trading and all concerned are required to comply with the requirements of the said Code. The Directors and senior management personnel and their close relatives shall not directly or indirectly derive or attempt to derive any benefit or assist others to derive benefit when in possession of any price sensitive/unpublished information.

9. Fair Dealing

The Company does not seek competitive advantages through illegal or unethical business practices. Each Director and senior management personnel should endeavour to deal fairly with the Company's customers, service providers, suppliers, competitors and employees. None should take advantage of anyone

through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice. The Directors and senior management personnel shall immediately bring to the notice of the Board any unethical behaviour and actual or suspected fraud.

10. Protection and proper use of Company Assets

Protecting the assets of the Company is a key responsibility of every employee. The Directors and senior management personnel must safeguard and protect the assets of the Company against misappropriation, loss, damage and ensure their efficient use. They must ensure that assets are not put into use, sold, loaned or dealt with in any other manner without appropriate authorisation. All Company assets should be accounted for and used only for legitimate business purposes of the Company.

11. Gifts and Donations

Though business gifts and donations are customary in many parts of the world they need to be viewed with caution. No Director or senior management personnel shall receive or offer, directly or indirectly, any gifts, donation or benefits which are intended or perceived to be intended to obtain unethical favour. Nominal gifts of commemorative nature for special events may be accepted.

12. Corporate Social Responsibility

The Company is committed to serve the community around its area of operations. The Company believes that no organization can survive in isolation and it has a responsibility towards public at large. The Company aims to reach out to the neighbouring villages, conserve the environment and nurture young people. The Company shall take requisite community development initiatives around the areas of its operations.

13. Safety, Health and Environment

The Company's vision envisages no compromise in its commitment to safety, health and responsible care for the environment. Health and safety of the people in and around its area of operations are of paramount importance to the Company.

The Company is committed to environment protection, pollution control and maintenance of ecological balance. The Company shall maintain high standards of pollution control, environment protection and safety.

14. Compliance with Laws, Rules and Regulations

The Company is committed to high standards of corporate governance and believes in compliance of all the laws, rules and regulations and other legal requirements directly or indirectly, effecting or concerning the Company and or required to be observed in connection with the business and affairs of the Company. The Company has endeavoured in setting standards for itself, which are ahead of time and higher than those stipulated by law. All concerned are required

to comply with the applicable laws, rules and regulations both in letter and spirit.

15. Financial and Operational Integrity

The Company is committed to disclose in its financial statements all the information required to be disclosed under the relevant accounting standards or under any law or regulation. It is essential to record all the transactions fully and properly in the financial statements. The Company shall prepare and maintain accounts of its business affairs truly and fairly in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country. There shall be no willful omission of any transaction from the books and records of the Company.

No record, entry or document shall be false or misleading and no undisclosed or unrecorded account, fund or asset shall be established or maintained. The Auditors shall be provided full access to all information and records of the Company.

16. Prevention of Sexual Harassment

The Company firmly believes in the rule of Justice, Equity and Fair Play which demands of the Company that it be committed to renounce all such practices as are derogatory to the dignity and self respect of women working in the Company. With this end in view the Company is committed to maintain a non-hostile work environment, free of harassment and discrimination of whatsoever nature for all its employees particularly the women employees.

With the aforesaid end in view the Compliance Officer of the Company has been authorized and empowered to closely investigate any reported case of sexual harassment and should there be the need to constitute and appoint a Sexual Harassment Investigation team consisting of such number of male/female senior employees of the Company as he/she thinks most appropriate in a given case to make a dispassionate investigation into such complaint and make any remedial suggestion to the Compliance Officer.

17. Annual Review

The Directors and senior management personnel shall affirm in writing compliance with the Code on an annual basis i.e. in July each year.

18. Disciplinary Actions

The matters covered in the Code are of utmost importance to the Company and are essential to the Company's ability to conduct its business in accordance with the stated values. The Directors and senior management personnel are expected to adhere to the Code in carrying out their duties for the Company. Appropriate actions will be taken by the Board of Directors in case of Directors and by the Chairperson in case of senior management personnel for breach of the Code. Actions may include serious disciplinary action, removal from office as well as other remedies to the extent permitted by law and as considered appropriate in the circumstances.

19. Compliance Officer

The Company has appointed the Secretary as Compliance Officer for the purpose of the Code. The Compliance Officer will be available to the Directors and senior management personnel to resolve their queries and assist them in complying with the Code. Any question relating to how this Code should be interpreted or complied should be addressed to the Compliance Officer.

20. Implementation of the Code

The decision of the Board of Directors with regard to all matters relating to the Code will be final and binding on all concerned.

Reporting Non- Compliance

Any reported non-compliance will be taken up by the Board.

Framework:

Responsibility for

Approval of the Code- Board

Implementation of the Code- Chairman

Communication of the Code- Company Secretary

Investigation- Board

Reporting to the Board:

The Company Secretary shall collect data pertaining to all non-compliances reported to the Board and submit the consolidated results to the Board on a quarterly basis.

Waiver:

Any waiver of any provision of this Code of Conduct with respect to any Director must be approved in writing by Chairman with the consent of the Board.

21. Modification of the code

The Board of Directors of the Company shall have power to modify or replace the Code in part or in full, as they may deem fit from time to time in their absolute discretion.

Duties of the Independent Directors under Schedule IV of the Companies Act, 2013

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.

The Code of conduct will be suitably amended in compliance with the relevant Companies Act, Securities and Exchange Board of India Act, Rules and Regulations thereunder and the Listing Agreement with the Stock Exchanges.