

# Kabra Extrusiontechnik Limited

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## CODE OF CONDUCT FOR INDEPENDENT DIRECTOR

Clause 49 of the Listing Agreement requires that the Board shall lay down a Code of Conduct for all Board Members and Senior Management of the Company (hereinafter referred to as "Code"). Accordingly the company has laid down such code and posted it on its website. Confirmation of compliance is obtained on annual basis from each of the Directors and Senior Managers and disclosure to this effect is made in annual report.

Sub-Clause "E (3)" of amended Clause 49 provides that the said code shall suitably incorporate the duties of Independent Directors as laid down in the Companies Act, 2013 and accordingly this addendum forms part of said code.

Section I and II of Schedule IV to the Act provides for guidelines of professional conduct and duties of an Independent Director respectively and Section 166 of the Companies Act, 2013 provides a codification for general principles governing duties of directors and accordingly duties referred therein have been incorporated herein below:

The independent directors shall:

- (1) act in accordance with the highest standard of personal and professional integrity, honesty and business ethics in the discharge of duties and promote professionalism in the Company;
- (2) update and refresh their skills, knowledge and shall keep themselves well informed about the Company and the external environment in which it operates;
- (3) seek appropriate clarification and professional advice at the cost of the company whenever necessary;
- (4) strive to attend meetings of Board and Committee thereof and participate constructively at such meetings without any unfair obstruction to its functioning;
- (5) strive to attend the general meetings of the Company
- (6) express their concerns about the running of the company or a proposed action and ensure that such concerns are either 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) 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;





- (8) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (9) 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
- (10) ensure that adequate deliberations are held before approving the related party transactions and assure themselves that the same are in the interest of the Company.
- (11) shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole and in the best interest of the Company, its employees and community at large
- (12) exercise their duties with due and reasonable care, skill and diligence in a bonafide manner and shall refrain themselves from any act that would lead to loss of their independence
- (13) exercise independent judgement to bear on Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standard of conduct
- (14) make disclosure of their concern or interest in any of the transactions with the Company and regarding their status as independent from the management and of disqualification, if any
- (15) abide by SEBI regulations regarding dealing in equity shares of the company
- (16) shall in accordance with Section 168 of the Companies Act, 2013 give notice in writing of resignation from his office and the Board shall take note of the same upon its receipt. A director shall forward a copy of such resignation along with detailed reasons for the resignation to the Registrar within thirty days of resignation.

**Independent Director shall not**

- (i) involve in a situation in which they may have a direct or indirect interest that conflicts or possibly may conflict with the interest of the Company
- (ii) achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners or associates.

