



## **Kabra ExtrusionTechnik Limited**

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### **CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT OF KABRA EXTRUSIONTECHNIK LIMITED**

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#### **INTRODUCTION**

This Code of Conduct ("the Code") has been framed and adopted by the Company in compliance with Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Directors and Senior Management Personnel are expected to familiarize themselves with this Code and adhere with the provisions of this Code and the standards laid down hereunder in their day to day functioning.

#### **OBJECTIVE**

- To conduct the business of the Company with integrity, fairness and transparency.
- To comply with all applicable laws, regulations, confidentiality obligations and other policies of the Company.
- To continually broaden the scope of this Code to ensure that the conduct aligns with the expectations of shareholders.

#### **HONESTY AND INTEGRITY**

All Directors & Senior Management shall conduct their activities, on behalf of the Company, and on their own personal behalf, with honesty, integrity and fairness. All Directors & Senior Management will act in good faith, responsibility with due care, competence and diligence, without allowing their independent judgment to be subordinated. All the concerned people will act in the best interest of the company and fulfill the fiduciary obligations.

#### **CONFLICT OF INTEREST**

Directors and Senior Management on the Board of the Company shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or the Group. If any related party transaction is unavoidable, it must be fully disclosed to the Board or to the Audit Committee, as the case may be.

## **COMPLIANCE**

All concerned persons are required to comply with all applicable laws, rules and regulations, both in letter and spirit.

## **CONFIDENTIALITY OF INFORMATION**

Any information concerning the company's business, its customers, suppliers etc., which is not in public domain and to which all concerned persons have access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No Director or Senior Management shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

## **INSIDER TRADING**

Any Director or Senior Management of the Company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public domain and, therefore, constitutes insider information. All Senior Management & Directors shall comply with Insider Trading Guidelines as issued by SEBI.

## **RELATED PARTIES**

As a general rule, Director & Senior Management should avoid conducting Company business with a relative or significant other, or with a business which a relative or significant other is associated in any significant role.

## **DUTIES OF DIRECTORS**

The Directors are responsible for ensuring compliance with all applicable statutory requirements by the Company. The Board as a whole and the Directors as individuals owe certain fiduciary responsibilities to the Company as an entity and to its stakeholders. Directors are required to act in the best interests of all shareholders / stakeholders of the Company. All independent directors should follow the "Code for independent directors" given in Schedule IV of Companies Act, 2013 consisting of professional conduct, role and functions, duties etc.

## **GIFTS AND DONATIONS**

No Director or Senior Management of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business.

## **PROTECTION OF ASSETS**

Directors must protect the Company's assets, labour and information and may not use these for personal use, unless approved by the Board.

## **INFORMATION AND COMMUNICATION TO THE BOARD**

As Board Members, all Board of Directors of the Company are bound to inform the Board in their meetings of any changes in their other Board positions, Relationship with other businesses (including charitable) and other events/circumstances/conditions that may interfere with their ability to perform the Board/Board Committee duties or may impact the judgment of the Board as to whether the Directors do meet the independence requirements of Listing Agreement with Stock Exchange.

## **COMPLIANCE WITH THE CODE**

Once every year or upon revision of this code, every Director must acknowledge and execute an understanding of the code and an affirmation that he/she has complied with the Code. New Directors will sign such a deed at the time of joining.

## **AMENDMENT**

This code may be amended, modified or varied by the Board as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines.

## **AFFIRMATION OF COMPLIANCE OF THE CODE**

All Board Members and Senior Management Personnel shall affirm compliance with the Code in the Form "Annual Compliance Certificate" annexed to this Code as Appendix-1 and send the same to the Compliance Officer of the Company.

KABRA EXTRUSIONTECHNIK LIMITED

Code of Conduct for Board Members and Senior Management Personnel

**ANNUAL COMPLIANCE REPORT**

I \_\_\_\_\_ do hereby solemnly affirm to the best of my knowledge and belief that I have fully complied with the provisions of the **CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**, as applicable, during the year ending 31st March \_\_\_\_\_.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Position)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Place)

\* To be submitted by 30th April each year.