

**Gwalior Tools Ltd**

**CODE OF CONDUCT**

**FOR**

**BOARD OF DIRECTORS**

**(INCLUDING INDEPENDENT DIRECTORS)**

**&**

**SENIOR MANAGEMENT**

*[Under Section 149 (8) of the Companies Act, 2013 read with Schedule IV of the Act and Regulation 17(5) read with Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015]*

## **PREAMBLE:**

The Code of Conduct for Board of Directors (including independent directors) and Senior Management<sup>@</sup> is adopted by the Board of Directors of the Company to regulate appointment, re-appointment, duties and acts of the directors and senior management of the Company.

The Code is a guide to professional conduct for Board of Directors (including independent directors) and senior management of the Company. Adherence to these standards by the Board members and senior management and fulfillment of their responsibilities in professional and faithful manner will promote confidence of the investment community, particularly the minority shareholders, regulators and other stakeholders in the institution of the Board of Directors.

Besides this Code of Conduct, all business policies of the Company shall apply to the Board of Directors (including independent directors) and senior management of the Company.

@ “senior management” shall mean officers/personnel of the Company who are members of the company’s core management team excluding board of directors and normally this shall comprise all members of management one level below the executive directors, including the functional heads and “chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity”.

## **I. Guidelines for professional conduct:**

The Board of Directors and Senior Management shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising their duties;
- (3) exercise their responsibilities in a *bona fide* manner in the interest of the Company;
- (4) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate their exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) In case of Independent Directors, refrain from any action that would lead to loss of their independence;
- (8) where circumstances arise which make a director lose his independence, the concerned director must immediately inform the Board accordingly;
- (9) assist the Company in implementing the best corporate governance practices.

## **II. Role and functions:**

The Board of Directors and Senior Management shall:

- (1) help in bringing an independent judgment to bear on the Board’s deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of the Board / independent directors and management;

- (3) scrutinize the performance of the Board / independent directors and management in meeting upon the agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, independent directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between the Board / management and shareholders' interest.

### **III. Duties:**

The Board of Directors and Senior Management 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 / Independent directors and of the Board committees of which they are member;
- (4) participate constructively and actively in all meetings of the Board of Directors / Independent directors and the committees of the Board in which they are chairperson or member;
- (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 / independent directors and senior management to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the meetings;
- (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 properly conducted Board / independent directors or committees of the Board meetings;
- (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 and stakeholders at large;
- (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 behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- (12) acting within their authority, assist in protecting the legitimate interests of the Company, stakeholders 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.

### **IV. Manner of appointment of Independent directors:**

- (1) Appointment process of independent directors shall be independent of the Company management; while selecting independent directors, the Board shall ensure that there is appropriate balance of

skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

- (2) The appointment of an independent director shall be subject to the approval of the shareholders of the Company by way of passing special resolution.
- (3) The explanatory statement attached to the notice of the general meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfills the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) In case of appointment of an independent director, the Nomination & Remuneration Committee of the Company shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a) use the services of an external agencies, if required;
  - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c) consider the time commitments of the candidates.
- (5) The appointment of independent directors shall be formalized through a letter of appointment, which shall set out:
  - (a) the terms of appointment;
  - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and his/her tasks;
  - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
  - (d) provision for Directors and Officers (D and O) insurance, if any to the extent its applicable;
  - (e) the Code of Business Ethics that the Company expects its directors and employees to follow;
  - (f) the list of actions that a director should not do while functioning as such in the Company; and
  - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (6) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the Company by any member during normal business hours.
- (7) The terms and conditions of appointment of independent directors shall also be posted on the Company's website.

#### **V. Re-appointment of Independent directors:**

The re-appointment of independent directors shall be on the basis of report of performance evaluation and shall be made by the shareholders of the Company by passing special resolution.

#### **VI. Resignation or removal of Independent directors:**

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in Sections 168 and 169 of the Act.
- (2) Removal of an independent director shall be subject to the approval of shareholders of the Company by passing special resolution.
- (3) An independent director who resigns or is removed from the Board of the Company shall be replaced by a new independent director at the earliest but not later than three months from the date of such vacancy.

Provided that where the Company fulfills the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the

requirement of replacement by a new independent director shall not apply.

- (4) In case of resignation of an Independent Director, he/she shall not be appointed as an Executive / Whole Time Director on the Board of the Company, on the Board of holding, subsidiary or associate company of the Company or on the Board of a company belonging to promoter group of the Company, unless a period of one year has elapsed from the date of resignation as an Independent Director.

#### **VII. Separate meetings of Independent directors:**

- (1) The independent directors of the Company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management;
- (2) All the independent directors of the Company shall strive to be present at such meeting;
- (3) The meeting shall:
  - (a) review the performance of non-independent directors and the Board as a whole;
  - (b) review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
  - (c) assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board members to effectively and reasonably perform their duties.

#### **VIII. Evaluation mechanism of Independent Directors:**

- (1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

#### **IX. Dissemination of the Code**

Pursuant to the provisions of Regulation 46 of the Listing Regulations, this Code and any amendments thereto shall be disseminated on the website of the Company.

#### **X. Annual compliance reporting**

Pursuant to the provisions of Regulation 26 of the Listing Regulations, all members of Board of Directors and Senior Management shall affirm compliance of this Code on close of every financial year.

#### **XII. Amendment**

Any change in this Code of Conduct for Board of Directors (including independent directors) and Senior Management shall be approved by the Board of Directors of the Company.