

**NATURAL SUGAR AND ALLIED INDUSTRIES LIMITED,**  
SAINAGAR, RANJANI, TAH. KALLAM, DIST. OSMANABAD - 431528  
**CODE OF CONDUCT FOR DIRECTORS**

## **INTRODUCTION**

**NATURAL SUGAR AND ALLIED INDUSTRIES LIMITED** (“the Company”) is committed to conduct its business in accordance with all the applicable laws, rules, statues, acts and regulations with the highest standards of business ethics and ethical conduct. The company has been following the best practices and in line with the requirements of the Companies Act, 2013, the code of conduct is being codified to ensure the best practices of Corporate Governance are followed by the company and its core management team including the Directors and the Key Managerial Personnel.

This Code of Conduct (“Code”) reflects the business practice and principles of behaviour that support this commitment. The Board of Directors (“the Board”) are responsible for setting the standards of conduct contained in the Code and for updating these standards as appropriate to reflect legal and regulatory developments as and when amended from time to time. The Code is intended to provide guidance and help in recognizing and dealing with ethical issues and to help foster a culture of honesty, responsibility and accountability in the company and towards each of the person as acquainted with the company . Every Director is expected to read and understand this Code and its application in the performance of his or her duties, functions and responsibilities in the company and ensure that the said code of conduct is followed in strict sense and true spirit to give the best Corporate Governance.

### **Every Director must -**

- (i) Ensure proper, fair and true business practices always.
- (ii) Always act honestly and forever in the best interest of the company.
- (iii) Ensure that the behaviour of the director reflect the correct image of the Board and the company.
- (iv) Be a ambassador for the company and ensure that the image of the company is not tarnished by his behaviour as a director of the company and also in his personal life.
- (v) Use utmost care and diligence in performing their duties and in exercising their powers;
- (vi) Ensure that none of the acts lead or bring discredit to the company or engage in such activity that will harm the reputation of the company.
- (vii) Never make improper use of information nor take improper advantage of their position as a Director or member of Core Management Team;
- (viii) Ensure that the personal interests do not conflict with the interests of the Company and disclose all personal interest to the board of Directors.
- (ix) Ensure that the Director shall not make any personal undue benefits without the knowledge of the board. Transparency in Dealing with the company and Trust is must for the directors.
- (x) Recognise that their primary responsibility is to the shareholders of the Company as a whole but they should (where appropriate) have regard for the interests of all stakeholders;
- (xi) Take all reasonable steps and appropriate actions in consonance with all decisions taken by the Board of Directors;

- (xii) Ensure the confidentiality of information they receive whilst being in office of Director or member of the Core Management Team and never to disclose the said information to any outsider without the permission of the board of the directors.
- (xiii) Not indulge into insider trading as contemplated under the Companies Act, 2013.
- (xiv) Take the efforts to strengthen the Brand name of the company and to cultivate such practices as to make the same more stronger
- (xv) Represent the interests of the shareholders of the Company;
- (xvi) Exhibit high standards of integrity, commitment and independence of thought and judgement;
- (xvii) Dedicate adequate time, energy and attention to ensure the diligent performance of his/her duties including make all reasonable efforts to attend Board or committee meetings; and
- (xviii) Comply with every provision of this Code.

### **COMPLIANCE OFFICER**

The Company has designated Company Secretary, as its Compliance Officer to administer this Code. Directors, at their discretion may make any report or complaint provided for in this Code to the Chairman of the Board of the Company or to the Compliance Officer. The Compliance Officer will refer complaints submitted to the Chairman of the Board.

### **COMPLIANCE WITH APPLICABLE LAWS**

In the discharge of their duties and responsibilities, Directors must comply with all applicable laws, rules and regulations and not indulge in any unethical activity whether in the Company or outside that will bring the company to disrepute. The Director has to ensure that he is in compliance of all laws as applicable to him and shall disclose to the board of each and every action as taken against him under any law, any time.

### **CONFLICTS OF INTEREST**

Directors must avoid conflicts of interest. Directors should also be mindful of, and seek to avoid, conduct which could reasonably be construed as creating an appearance of a conflict of interest. While Directors should be free to make personal investments and enjoy social relations and normal business courtesies, they must not have any interests that adversely influence the performance of their duties, functions and responsibilities as Directors of the Company. A conflict of interest can arise when a Director or a member of his immediate family receives improper personal benefits as a result of his or her position as a Director of the Company. A conflict situation can also arise when a Director takes an action or has an interest that may make it difficult for his or her to perform his or her duties, functions and responsibilities objectively and effectively.

While the Code does not attempt, and indeed it would not be possible, to describe all conceivable conflicts of interest that could develop, the following are some examples of situations, which may constitute conflicts of interest.

- Doing related party transactions without disclosing the same to the Board of Directors.

- Accepting bribes, kickbacks or any other improper payments for services relating to the conduct of the business of the company.
- Competing with the Company for the purchase or sale of property, products, goods, services, materials or other interests.
- Directing business to a supplier owned or managed by, or which employs, a relative or friend.
- Making investment of the funds of the company in other entities in which the directors are interested thus misusing the funds of the company.
- Working, in any capacity, for a competitor, customer, supplier or other third party while employed by the company or against the interest of the company.
- Receiving loans or guarantees of obligations as a result of one's position as a Director against the policies of the company.
- Accepting, or having a members of a Director's family accept, a gift from persons or entities that deal with the Company, where the gift is being made in order to influence the Director's actions as a member of the Board, or where acceptance of a gift could otherwise reasonably create the appearance of conflict of interest.

Conflicts of interest may not always be clear-cut. Any question therefore about a Director's actual or potential conflict of interest with the Company should be brought promptly to the attention of the Chairman of the Board, who will review the question and determine a proper course of action, including whether consideration or action by the full Board is necessary. Directors involved in any conflict or potential conflict situations shall recuse themselves from any discussion or decision relating thereto and should not attend any item on the agenda of its board meeting or committee of meetings when the same is under discussion.

### **CORPORATE OPPORTUNITY**

Directors shall not –

- (a) compete with the Company; or
- (b) take for themselves personally any business opportunities that belong to the Company or are discovered through the use of corporate property, information or position; or
- (c) use corporate property, information or position for personal gain.
- (d) Withdraw money from the company for personal expenses.
- (e) Use the assets of the company for personal use.

### **INSIDER TRADING:**

Director shall not engage in any insider trading of the shares of the company and shall not misuse any confidential information which they are privy to during the course of

acquaintance with the company, director shall not gain undue advantage of any confidential information whether directly or indirectly.

### **FAIR DEALING**

Directors should endeavour to deal fairly with the Company's customers, suppliers, competitors, officers and employees. No Director may take unfair advantage of the Company's customers, suppliers, competitors or employees through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. Gifts or entertainment in any form that is likely to result in a feeling of expectation of personal obligation should not be extended or accepted.

### **PROTECTION AND PROPER USE OF COMPANY ASSETS**

Directors should perform their duties in a manner that protects the Company's assets and ensures their efficient use. Company assets should be used for legitimate business purposes.

### **REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOUR**

Directors are encouraged to promptly contact the Chairman of the Board or the Compliance Officer if the Director believes that he or she has observed illegal or unethical behaviour by any employee, officer or director, or by any one purporting to be acting on the Company's behalf or any violation or possible violation of this Code and the reporting Director has any doubt as to the best course of action in a particular situation. Confidentiality will be maintained, to the extent permitted by law.

### **CONFIDENTIALITY**

All the Directors must maintain the confidentiality of confidential information entrusted to them or disclosed or acquired by them in carrying out their duties and responsibilities, except where disclosure is authorised by the company or is required by laws, regulations or legal proceedings. The term "confidential information" includes, but is not limited to non-public information that might be of use to competitors of the Company or harmful to the Company or its customers, if disclosed. Whenever feasible, Directors should consult the Chairman of the Board or the Compliance Officer if they believe they have a legal obligation to disclose confidential information.

### **UNDERTAKING**

All the Directors on the Board will give a yearly undertaking that they will follow the Code of Conduct in its true spirit and law and are binded by the Code of Conduct as adopted by the Board of Directors.

### **AMENDMENT, MODIFICATION AND WAIVER**

This Code may be amended, modified or waived only by the Company's Board of Directors and must be publicly disclosed if required by any applicable law or regulation. As a general Policy, the Board will not grant waivers to the Code. The code of conduct should be modified by the Board as and when required by the provisions of the Law.

Declaration by the Directors/Senior management

From:  
Address

To,  
The Board of Directors  
Natural Sugar And Allied Industries Limited  
Sainagar, Ranjani  
Tah. Kallam, Dist. Osmanabad – 413528

Dear Sirs,

**Sub :Acknowledgement and Certificate**

I \_\_\_\_\_ bearing DIN \_\_\_\_\_ / PAN.  
\_\_\_\_\_ being a member of the Board of Directors / Senior Management  
Personnel of Natural Sugar And Allied Industries Limited (“The Company”) hereby  
acknowledge, confirm and Certify that:

- a. I have received, read and understood the code of Conduct and ethics for the Board of Directors, senior management of the company.
- b. I am bound by the said code of conduct to the extent applicable to my functions as a member of the Board of Directors and Senior Management personnel of the company.
- c. I further understand that the said code of conduct may undergo changes as per the requirements of law or polices of the company.
- d. I further understand that there may be additional polices and laws specific to my job.
- e. I am not a party to any non compliance of the Code nor am I aware of any such non compliance by any other party.
- f. If I have a question concerning the meaning or application of the code, any company policies I know that I can consult the Compliance officer or the Chairman of the Board of Directors.

Signature \_\_\_\_\_

Name:

Designation:

Date

Place