



**EMAMI FRANK ROSS LIMITED**

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**CODE OF CONDUCT FOR DIRECTORS  
AND SENIORMANAGEMENT  
PERSONNEL**

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## CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

### 1. INTRODUCTION

Emami Frank Ross Limited (hereinafter referred to as "Company") has formulated this Code of Conduct for the Directors and Senior Management Personnel of the Company (hereinafter referred to as "Code") in accordance with Code of Business Ethics for the purpose of Schedule IV of the Companies Act, 2013 (hereinafter referred to as "Act").

This Code is applicable to all the Directors and Senior Management Personnel's (hereinafter referred to as "SMP") of the Company. The Company urges all its Directors and SMP's to be thoroughly familiar with the contents of this Code and to use it as a guideline in fulfillment of their responsibilities towards the Company. Further the Directors and SMP shall also adhere to the General Code of Conduct of the Company, if any.

### 2. OBJECTIVES OF THE CODE OF CONDUCT

The purpose of this Code is to demonstrate the ethical and transparent process in managing the affairs of the Company. The Directors and Senior Management are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.

The Code shall ensure that the Directors and the SMP act honestly, fairly, ethically and with integrity and conduct themselves in a professional, courteous and respectful manner and don't take any improper advantage of their position.

*y. Tathia*





### 3. DEFINITIONS

3.1. **"Company"** means Skipper Limited.

3.2. **"Directors"** mean all the members of the Board of Directors of the Company.

3.3. **"Independent Director"** shall mean the Board Members as defined under Section 2 (47) read with Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of Listing Regulations.

3.4. **"Senior Management Personnel" (SMP)** means employees of the Company in the grade of Vice President & above, specifically including the Company Secretary and Chief Financial Officer and such other persons as may be identified by the Managing Director from time to time.

3.5. **"Compliance Officer"** shall mean the Company Secretary of the Company.

Unless the context otherwise requires, words and expressions used in this Code and not defined herein but defined in the Companies Act, 2013/Listing Regulations as may be amended from time to time shall have the meaning respectively assigned to them therein.

### 4. THE CODE OF CONDUCT





**The Board of Directors (the Board) and the Senior Management of the Company agree to abide by the following Code of Conduct**

- Attend Board/ Shareholders / Committee / Senior management meetings and seek prior leave for absence from such meeting/s.
- Exercise authority and power with due care and diligence and whilst discharging the fiduciary responsibility of office in the best interest of the Company and all the stake holders
- Not allow personal interest to conflict with the interest of the Company or to come in the way of discharge of duties of office
- Abide by policies and business principles of the Company
- Comply with all applicable laws, rules and regulations
- Observe strict confidentiality of the information acquired in the course of discharge of duties of office and not use the same for any personal purpose or advantage
- Use Company property only for official purposes and for no personal gain. Not accept any personal gratification from suppliers/service providers/business partners, etc. (Note: Personal gratification will not include normal entertainment and gifts of no significant value).
- Deal fairly with customers, suppliers, employees and other business partners.
- Respect safety and health of all employees and provide working conditions which are not harmful to health
- Encourage employees to acquire skills, knowledge and training to expand/enhance their professional and specialized knowledge





- Provide equal opportunities to all employees and aspirants for employment in the Company irrespective of gender, caste, religion, race or color, merit being the sole differentiating factor
- Conduct business operations in compliance with competition laws and principles of fair market competition
- Maintain high ethical and professional standards in all dealings.
- Report any violation of this Code of Conduct to either HR or any of the Whole-time Directors of the Company.
- Co-operate with Government, Trade and Industry Associations for and in the development of economic legislations concerning the business of the Company.

### **General duties of Directors pursuant to Section 166 of the Companies Act, 2013**

Subject to the provisions of the Companies Act, 2013, a director of a company shall act in accordance with the articles of the company.

- A director of a company 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 interests of the company, its employees, the shareholders, the community and for the protection of environment.
- A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- A director of a company shall not assign his office and any assignment so made shall be void.

*G. Jatin*





## Responsibility

Each Director and Senior Executive must adhere to the standards described in this Code of Conduct, since the company is determined to behave and to be perceived as an ethical organization.

**\*\*The Code shall be reviewed from time to time for updation thereof. Any variation in the Code or any waivers from the provisions of the Code shall be approved by the Board of Directors of Emami Frank Ross Limited.**

