

Code of Conduct of Directors and Senior Management of KPT Industries Limited

(A) Background

Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires every listed company to publish a code of conduct for its board of directors and senior management personnel on its website.

This code of conduct ("Code") has been prepared in accordance with the Listing Regulations and shall apply to the board of directors and the senior management of KPT Industries Limited (the "Company").

The Code may be amended by the board of directors of the Company from time to time provided that such revised Code complies with the Listing Regulations.

(B) Definitions

"Board" or "Board of Directors" shall mean the board of directors of the Company.

"Company" shall mean KPT Industries Limited.

"Compliance Officer" shall mean the Company Secretary of the Company and in his/her absence Managing Director/Senior Officer, so designated by the Board for the purpose of compliance with the Code.

"Listing Regulations" shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Senior Management" shall mean officers/personnel of the Company who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the "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 Company Secretary and Chief Financial Officer.

(C) Applicability

This Code shall be applicable to each member of the Board of Directors of KPT Industries Limited (the "Company"), hereinafter referred to as "a Director", as well as employees falling in the Senior Management category or such employees of the Company as may be designated for the purpose of this Code by the Executive Chairman & Managing Director of the Company from time to time.

(D) Code of Conduct

The Board and Senior Management shall

- i) Ensure that the company is complying with all applicable laws, rules, regulations and regulatory orders and that proper legal compliance management system is in place for reviewing and reporting the status of compliances under various laws.
- ii) Adopt highest standards of personal ethics and integrity in their dealings with the Company.
- iii) Make disclosures, to the Board of Directors, relating to all material, financial and commercial transactions or other dealings in which they have personal interest, and may have a potential conflict with the interests of the Company or are required to be disclosed as per applicable regulations.
- iv) Ensure security of all confidential information made available to them in the course of discharge of their duties or otherwise.
- v) Not to exploit for their own personal gain, opportunities that are discovered through the use of the Company's property/information/position, including business opportunities that the Company is pursuing.
- vi) To conduct himself/herself so as to meet the expectations of the operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision-making.
- vii) To protect Company's assets and properties, including intellectual property and ensure its efficient use. To ensure the use of Company's property for legitimate business purposes of the Company.
- viii) To ensure that a proper system is in place for safeguarding the interest of all stakeholders.
- ix) To comply with the provisions of the Code of Conduct, as per the SEBI (Prohibition of Insider Trading, Regulations).
- x) To exercise independent judgement and if required, oppose, in case the vital interest of the Company is affected. To contribute in the most effective manner to achieve the vision and mission of the Company.
- xi) To endeavour to attend and actively participate in all meetings of the Board of Directors and its Committees, where he is a member, as well as general meeting of the Company. Not to remain present when any discussion on any matter is in progress in which he/she is interested as a director and he/she shall not participate or vote on any discussion on any matter in which he/she is interested as a director.

(E) In addition to the code of conduct specified above, Independent Directors shall abide by the duties, as specified in Schedule IV to the Companies Act, 2013 or any other amendments thereof.
