

10. General

- i. a. shall at all times make an endeavor to attend such meetings /occasions including Board and Committee meetings as are required of the person for the benefit, growth and development of the Company.
- ii. shall dedicate sufficient time, energy and attention to the Company to ensure diligent performance and be aware of and seek to fulfill his or her duties and responsibilities as set forth in the Company's Memorandum & Articles of Association and Corporate Governance Guidelines.
- iii. shall not use abusive or offensive language at the workplace or any such location connected to official business.
- iv. shall not illegally withhold any property or documents of the Company and should ensure protection of the same at all times.
- v. shall not knowingly suppress a material fact, which can be detrimental to the interest of the Company, from the appropriate authority/body.
- vi. shall not make any statement, verify any return or form, containing any particulars, knowing it to be false.
- vii. shall practice a conduct of giving highest respect to humans and human values and must promote the same

For employees of the Company 'appropriate authority' means the designated reporting authority of the executive, or the Chairman and Managing Director of the Company if he is the designated reporting authority of the executive concerned. In case of members of the board, the appropriate authority shall be the Board of Directors and in exceptional cases, the Chairman and Managing Director of the company.

CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. Guidelines of professional conduct:

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;

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- (3) exercise his responsibilities in a *bonafide* manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his 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 his 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) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

- (10) 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;
- (11) bring an objective view in the evaluation of the performance of board and management;
- (12) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (13) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (14) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (15) balance the conflicting interest of the stakeholders;
- (16) determine appropriate levels of remuneration of executive 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;
- (17) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

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III. Duties:

The independent directors 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 and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (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 and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (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 proper Board or committee of the Board;
- (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;
- (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 his authority, assist in protecting the legitimate interests of the company, shareholders 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.

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No Right Created

This Directors' Code set forth guidelines for conduct for the Board of Directors and Senior Management Executives. It is not intended to nor does it create any right in favor of any Director or Senior Management Executive, client, supplier, customer, shareholder, or any other person or entity.

Waiver

Any waiver of any provision of this Code of Conduct for a director, senior management executive must be placed for approval before the Board of Directors

This code of conduct shall also be placed on the website of the Company.