

TEXEL INDUSTRIES LIMITED
(L29100GJ1989PLC012576)

CODE OF CONDUCT FOR DIRECTORS AND SENIOR
MANAGEMENT

REGISTERED OFFICE

**Block No. 2106, Santej – Khatraj Road,
Nr. Shah Steel, Vill: Santej,
Tal: Kalol (N.G) 382 721
Dist: Gandhinagar, Gujarat.
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1. INTRODUCTION

This Code of Business Conduct ("Code") shall be called "The Code of Conduct for Directors and Senior Management" of "Texel Industries Limited" (the "Company" or "TIL"). The Code envisages that the Board of Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and keep themselves informed about the development in the industry in which the Company is involved and the legal requirements to be fulfilled.

The Code is intended to maintain the high standards of transparency, business conduct ethics, corporate culture and the values The Code is also to act as a deterrent from unethical doings and to promote ethical values and is the manifestation of the Company's commitment to successful operation of the Company's business in the best interest of the shareholders, creditors, employees and other business associates.

2. APPLICABILITY

This code applies to:

- i. Directors of Texel Industries Limited(Company),
- ii. Senior Management,
- iii. Members of core management team excluding Board of Directors and including the one level below the executive directors.
- iv. All members of all functional heads.

This Code of Conduct (CODE) was approved by the Board of Directors of the Company at their meeting held on 06.11.2014.

3. CODE

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

1. Attend Board/ Shareholders /Committee /Senior management meetings and seek prior leave for absence from such meetings.
2. Exercise authority and power with due care, diligence and discharging the fiduciary responsibility of office in the best interest of the Company and all the stake holders.
3. Not allow personal interest to conflict with the interest of the Company or to come in the way of discharge of duties of office.
4. Abide by policies and business principles of the Company.
5. Comply with all applicable laws, rules and regulations.

6. Preserve and protect the environment with due concern for ecology, clean air and meet pollution and emission standards.
7. 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.
8. 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).
9. Deal fairly with customers, suppliers, employees and other business partners.
10. Respect safety and health of all employees and provide working conditions which are not harmful to health.
11. Encourage employees to acquire skills, knowledge and training to expand/enhance their professional and specialized knowledge.
12. 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.
13. Conduct business operations in compliance with competition laws and principles of fair market competition.
14. Maintain high ethical and professional standards in all dealings.
15. Not to conduct themselves in a manner as may bring disrepute to office or tarnish the reputation and image of the Company.
16. Not take up any activities competing with the business of the Company.
17. Make proper record of all financial transactions and not create undisclosed or unrecorded account/fund or asset.
18. Report any violation of this Code of Conduct to any of the Directors of the Company.
19. Co-operate with Government, Trade and Industry Associations for and in the development of economic legislations concerning the business of the Company

4. CODE FOR INDEPENDENT DIRECTORS

This part of the Code of conduct is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfillment 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.

A. 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;
3. Exercise his responsibilities in a bona fide 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.

B. Role and functions:

The independent directors 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 board and management;
3. Scrutinize the performance of management in meeting 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, 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 management and shareholder's interest.

C. 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.

D. Manner of appointment:

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 independent director(s) of the company shall be approved at the meeting of the shareholders.
3. The explanatory statement attached to the notice of the 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 Companies Act, 2013 and the rules made there under and that the proposed director is independent of the management.
4. The appointment of independent directors shall be formalized through a letter of appointment, which shall set out :
 - a. The term 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 its 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;
 - 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.
5. 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.
6. The terms and conditions of appointment of independent directors shall also be posted on the company's website.

E. Re-appointment:

1. The re-appointment of independent director shall be on the basis of report of performance evaluation.

F. Resignation or removal:

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 Companies Act, 2013.
2. An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
3. 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.

G. Separate Meetings:

1. The independent directors of the company shall hold at least one meeting in a 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 to effectively and reasonably perform their duties.

H. Evaluation Mechanism:

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.

V. General duties of Directors pursuant to Section 166 of the Companies Act, 2013:

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

(2) 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.

(3) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

(4) 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.

(5) 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.

(6) A director of a company shall not assign his office and any assignment so made shall be void.

Place: Santej

**Sd/-
Shailesh Mehta
Managing Director**

TEXEL INDUSTRIES LIMITED

Acknowledgement Form

Code of Conduct for Board Members and Senior Management Personnel

To,
The Compliance Officer
Texel Industries Limited

I, _____, member of Board of Director / Senior Management of Texel Industries Limited, hereby acknowledgement that I have received and read the Company's "Code of Conduct for Board Members and Senior Management Personnel" ("this code"). I have understood the provisions and policies contained in this code and I agree to comply with this code.

I, further, understand that if I have any questions concerning the meaning or application of the Code, I can consult the Compliance Officer knowing that my questions or reports to these sources will be maintained in confidence.

Signature : _____

Name : _____

Designation : _____

Date : _____

Place : _____

TEXEL INDUSTRIES LIMITED

Annual Compliance Report

Code of Conduct for Board Members and Senior Management Personnel

To,
The Compliance Officer
Texel Industries Limited

I, _____, member of Board of Directors / Senior Management, hereby confirm that I have read the Code of Conduct applicable to Directors and Senior Management of the Company and that I have complied with the requirements of this code during the period _____ to _____.

Signature : _____

Name : _____

Designation : _____

Date : _____

Place : _____