

*Gujarat Natural Resources Limited*  
*Code of Conduct for Board of Directors and Senior Management Team*

**GUJARAT NATURAL RESOURCES LIMITED**

**CODE OF BUSINESS CONDUCT AND ETHICS**

This Code of Conduct (Code) has been framed under the Clause 49(I)(D) of the Listing Agreement with the Stock Exchange and as amended from time to time by the Securities and Exchange Board of India or any other Statutory Authority.

**Applicability:**

It is applicable to both the Board of Directors and the Senior Management Team of the company. The Senior Management means Officers, who are members of the core management team excluding Board of Directors and would comprise all members of management, one level below Directors including all Functional Heads.

The Board of Directors reserves its right to alter / amend / modify / enlarge the scope, extent and applicability of this Code to the employees of the Company.

**Objectivity:**

The main object of the Code is to set a benchmark for the Company's commitment to values and ethical business conduct and practices. Its purpose is to conduct the business of the Company in accordance with its value systems, fair and ethical practices, applicable laws, rules & regulations.

Further, the Code provides for the highest standard of professional integrity while discharging the duties and to promote and demonstrate professionalism in the Company.

Consistent with these principles, the Code has been adopted both in letter and spirit by all the Directors and Senior Management of the company.



*Gujarat Natural Resources Limited*  
*Code of Conduct for Board of Directors and Senior Management Team*

**Scope:**

The Board of Directors and the Senior Management of Gujarat Natural Resources Limited subscribe to the following code of conduct adopted by the Board. They would

- use due diligence and care in performing their duties of office and in exercising their powers attached to that office.
- act honestly and use their powers of office, in good faith and in the best interests of the company as a whole.
- be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors.
- ensure the confidentiality of information they receive whilst being in office of Director and is only disclosed if authorized, by the company, or the person from whom the information is provided, or as required by law.
- constantly equip himself/herself with reasonable skills necessary for effective functioning and for this purpose, would attend training programs conducted by institutions of eminence.
- practice highest standards of personal ethics, integrity and discipline in all the transactions in relation to the affairs of the company.
- not to associate himself with any competing organization either as director or in an advisory capacity, without the approval of the Board.
- Make proper record of all financial transactions and not create undisclosed / unrecorded account / fund or asset.
- Maintain good relations with all the stakeholders of the Company with whom they interface while carrying out their duties for the Company and must try to make positive contribution in duties they perform.
- has to observe strict confidentiality of the information and not to use the same for any personal purpose or advantage.
- Deal fairly with customers, suppliers, employees and other business partners.
- Abide by all policies and business principles of the code of the Company.
- Report any violation of this Code of Conduct to the Chairman of the Company.

**Non Compliance of code**

Any failure to comply with the code of conduct will result in Board of Directors taking remedial or punitive action including the removal of the director or the team member of the management as they deem fit. Such decision of the Board shall be final and binding.