



**MAYUR LEATHER PRODUCTS LIMITED**

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## **CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT**

### **Preface**

This Code of Conduct for the Board of Directors and the Senior Management Personnel (hereinafter referred to as "the Code") has been framed and adopted by Mayur Leather Products Limited (hereinafter referred to as "the Company or MLPL") in terms of the requirements stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **Applicability**

This Code of Conduct is applicable to the following persons –

- All the members of the Board of Directors; and –
- All the members of the Senior Management of the Company

### **Definitions**

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:

**"Board/Directors"** shall mean the Board of Directors of the Company.

**"Company"** shall mean Mayur Leather Products Limited ("MLPL")

**"Conflict of Interest"** means where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company.

**"Executive Directors/Whole time Directors"** shall mean and include Company's Managing Director and Directors who are in whole time employment of the Company.

**"Independent Directors"** shall mean an Independent Director as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. (As amended from time to time)

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### **Code of Conduct**

The Board Members and the Senior Managers of the Company:

- Shall devote their greatest efforts to achieve the goals of the Company and maintaining highest degree of Corporate Governance Practices.
- Shall maintain highest level of professional conduct that would enhance the image, goodwill and trustworthiness of the business.
- Perform their roles with competence, diligence, in good faith and in the best interests of the Company.
- Shall comply with all applicable laws, rules, regulations and guidelines, as may be required for conducting the business.
- Shall ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify him/ her from his/ her association with the Company.

- Shall not seek, receive, accept or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended or perceived to be intended to obtain business (or uncompetitive) favours or decision for the conduct of the business. Normal gifts of commemorative nature for special events may be accepted and reported to the Board.
- Shall protect the Company's assets (including properties, information, intellectual properties) from loss, damage, misuse or theft and ensure that the assets are only used for business purposes and other purposes specifically approved by Management and never be used for unauthorized purposes.
- Shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or persons authorized otherwise.
- Shall in conformity with applicable legal provisions disclose personal and/ or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them.
- Shall not, without the prior approval of the Board or Senior Management, as the case may be, accept employment or a position of responsibility with any other organization for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.
- Shall pursue healthy Human Resource policies without any discrimination on the basis of the caste, sex or religion, uphold human dignity to motivate a sense of belonging to the organization.
- Shall not engage by themselves or on behalf of the Company in any activity detrimental to or against national interest.
- Shall ensure compliance with the Insider Trading Code framed and adopted by the Board of Directors in compliance of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **Non – Compliance of the Code**

Suspected violations of this Code must be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations would be appropriately investigated.

### **Certification of Compliance of Code of Conduct**

The members of the Board and the Senior Management shall affirm the compliance with the code on annual basis. The Annual Compliance Report shall be forwarded to the Company Secretary of the Company, in the form annexed hereto as Annexure - 2. The Annual Report of the Company shall carry a declaration to this effect duly signed by the Managing Director or CEO of the company.

### **Amendment and Waiver of the Code**

The provisions of this Code can be amended or modified by the Board of Directors from time to time and all such amendments/modifications shall take effect from the date stated therein

### **Duties of Independent Directors**

The Independent Directors of the company shall comply with the duties defined under Schedule IV of Companies Act, 2013.

The duties of directors, as aforesaid, are prescribed in **Annexure- I**.

## ANNEXURE I

Duties of independent directors under Schedule IV of the Companies Act, 2013:

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 behaviour, 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, and unpublished price sensitive information, unless such disclosure is expressly approved by the board or required by law.

Effective Date: 20.07.2024

Date of the approval by the Board: 20.07.2024

**Sd/  
Chairman's Signature**

**ANNEXURE II**

To  
The Compliance Officer ,  
Mayur Leather Products Limited  
50 Ka 1Jyoti Nagar, Legislative Assembly,  
Jaipur, Rajasthan, India, 302005

Dear Sir/Madam,

I, \_\_\_\_\_ do hereby acknowledge and confirm that during the financial year, to the best of my knowledge and belief, I have not violated any of the provisions of Code of conduct applicable for Board of Directors and Senior Management or any of the policies of the Company or legal/regulatory requirements, as may be applicable to my responsibility .

Sign

Name\_:

Designation:

Place:

Date: