

# **EPACK Durable Limited**

(Formerly EPACK Durable Private Limited)

## **CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

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## **CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

### **1. Introduction**

EPACK Durable Limited (hereinafter referred to as “**EPACK**” or “**Company**”) has formulated the code of conduct for all members of Board of Directors and Senior Management Personnel of the Company in compliance with Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time. This ‘Code of Conduct’ sets out guiding principles for conducting Company’s business in legal and ethical manner.

### **2. Purpose**

The Purpose of this ‘Code of Conduct’ is to enhance ethical and transparent process in managing the affairs of the company, and thus to sustain the trust and confidence shown in the Management by the shareholders of the Company.

### **3. Scope and Applicability**

This ‘Code of Conduct’ applies to all Directors in the Board, Key Managerial Personnel and Senior Management Employee of the Company.

### **4. Definitions**

- i. “**Board**” means Board of Directors of the Company.
- ii. “**Company**” means EPACK Durable Limited.
- iii. “**Independent Director**” means a director referred to in section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations.
- iv. “**Key Managerial Personnel (KMP)**” means Chairman & Whole Time Director, Managing Director and CEO, Chief Financial Officer and Company Secretary of the Company.
- v. “**Senior Management Personnel**” means personnel of the Company who are members of its core management team excluding Board of Directors and shall also comprise of the management one level below the Chief Executive officer or Managing Director or Whole time Director and shall specifically include the functional heads by whatever name called and the Company Secretary and Chief Financial Officer.
- vi. “**Relative**” shall have the same meaning assigned to them in Section 2(77) of the Companies Act, 2013.

### **5. Code of Conduct**

The Board and Senior Management Personnel of the Company should:

- Comply with all applicable laws and regulations of all the relevant regulatory and other authorities;
- Act in the best interests of, and fulfill fiduciary obligations to the Company; act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner and not take improper advantage of their position;
- Act in accordance with the Articles of Association of the Company;
- Safeguard the confidentiality of all information received by them by virtue of their position;
- Act in order to promote the objects of the Company and in the best interests of the Company, its employees, the shareholders, the community and for the protection of the environment;

- To act in a manner to enhance and maintain the reputation of the Company;
- Exercise their duties with competence, due and reasonable care, skill, diligence, in good faith and in the best interests of the Company and shall exercise independent judgment;
- To disclose any personal interest that they may have regarding any matters that may come before the Board/Management and abstain from discussion, voting or otherwise influencing decision on any matter in which the concerned Director/Senior Management has or may have such interest;
- Not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners, or associates;
- Restrain from using the Company's property or position for personal gain;
- Not assign one's office and any such assignment, so made, shall be void;
- Demonstrate the highest standards of integrity, business ethics, and corporate governance;
- Provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board/Committee with best interests of the Company and its stakeholders in mind. They should enable the Company's management in taking appropriate decisions by providing constructive inputs based on their experience and judgement;
- Give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgments;
- Not seek, or accept, any gifts or incentives, except what is duly authorized as acceptance under the Company's Gift Policy.
- Directors shall inform the Company about the committee positions he or she occupies in other entities and notify changes as and when they take place.

In addition, the Independent Directors shall also abide by the provisions of the 'Code for Independent Directors' as provided in Schedule IV of the Companies Act, 2013, enclosed herewith as **Annexure 1**

## **6. Annual Affirmation with compliance of this Code of Conduct**

As per Regulation 26(3) of the Listing Regulations, all members of the Board and Senior Management Personnel of the Company shall affirm compliance with this Code of Conduct on an annual basis.

## **7. Communication of this Policy**

The Code of Conduct shall be posted on the website of the Company i.e., <https://www.epackdurable.com>

Any breaches of the Code of Conduct are subject to consequences as may be decided by the Management/ Board as the case may be.

Any subsequent amendment/modification in the applicable laws in this regard shall automatically apply to this Code of Conduct. Any change/amendments to this policy shall be approved by the

Managing Director & CEO.

## 8. Review

This policy shall be subject to review by the Board as may be deemed necessary or to meet any regulatory requirements.

## 9. Amendment

In case of any amendment (s), clarification (s), circular (s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Policy and this Policy shall stand amended accordingly.

## 10. Version Control

Version	Description	Date
Version 1	Code of conduct for board of directors and senior management personnel	November 09, 2023

## 11. Effective Date

This Policy was approved and adopted by the Board on November 09, 2023

## **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;
- (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.

### **II. 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) scrutinise 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.

### **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 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, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

### **IV. 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 fulfils the conditions specified in the Act and the rules made thereunder 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.

#### **V. Re-appointment:**

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

#### **VI. 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 Act.

(2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within three months from the date of such resignation or removal, as the case may be.

(3) Where the company fulfils 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.

#### **VII. Separate meetings:**

(1) The independent Directors of the company shall hold at least one meeting in a financial 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.



**VIII. 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.