

GENUS PAPER & BOARDS LIMITED

(CIN: L21098UP2012PLC048300)

Registered Office: Village Aghwanpur, Kanth Road, Moradabad-244001 (U.P.)

Corporate Office: D-116, Okhla Industrial Area, Phase-I, New Delhi-110020

(Tel: 0591-2511171 **Fax:** 0591-2511242 **E-mail:** cs@genuspaper.com **Website:** www.genuspaper.com)

Code of Conduct for Directors and Senior Management Personnel

(Pursuant to Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

PREFACE

A Code of Conduct is guiding principles of behavior and activities. The Code of Conduct for Board Members and Senior Management of a company helps to maintain public trust and to achieve business success. It ensures highest standard of ethical conduct of every Board members and Senior Management Personnel and helps to achieve performance goals with sincerity. An effectual Code of Conduct needs that every Board Member and Senior Management personnel demonstrates the highest standards of Integrity, transparency, accountability and professionalism. The reputation of a company highly depends on behavior/conduct of its Board Members and Senior Management Personnel.

Pursuant to the Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a model Code of Conduct has been revised to maintain the highest standards of Corporate Governance. The Board Members and Senior Management Personnel of the Company must study and comply with this code of conduct.

All Board members and Senior Management Personnel shall sign the affirmation of compliance with this code of conduct mentioned at the end of this code of conduct and return to the Company Secretary.

SALIENT FEATURES

01. All Board Members and Senior Management Personnel as defined herein shall comply with this code of conduct, which shall come into force from 01.04.2016.
02. Unless the context otherwise requires-
 - (a). "Company" means Genus Paper & Boards Limited.
 - (b). "Board Members" means the directors of the Company.
 - (c). "Senior Management Personnel" (hereinafter referred to 'SMP' or 'Officer') means all members of management of the Company one level below the executive directors, including all functional heads but excluding Board of Directors.
 - (d). "Independent Director" (ID) means a non-executive director of the Company, other than a nominee director, as defined in sub-regulation 1(b) of regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (e). "Listing Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
03. All Board members and SMP shall always act in a bona fide manner and exercise power with great care and caution with due diligence to the best of their ability individually and collectively with respect to the work and activity relating to the Company.

04. All Board members and SMP shall maintain the highest standards of personal integrity, truthfulness, honesty and fortitude in discharge of their duties in order to inspire public confidence and shall not engage in acts discreditable to their responsibilities.
05. The Board members/SMP shall exercise powers to the extent provided for and in conformity with the provisions of the Companies Act, 2013, Listing Regulations, Memorandum and Articles of Association of the Company and other applicable laws, rules or regulations and as per the power delegated to and vested in them.
06. All Board members/SMP shall be bound to perform duties and obligations as prescribed under the applicable laws, rules or regulations in particular, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Listing Regulations, Listing Agreement with concerned Stock Exchanges and any other Regulations prescribed there-under. All Board Members/SMP shall comply with all Govt. guidelines issued from time to time applicable to Company.
07. The Board procedures as prescribed shall be followed. The Board members being trustees and having fiduciary duties towards the Company shall serve the best interests of all stakeholders of the Company with utmost care and caution. They shall attend board/committee meetings regularly and effectively, equip themselves for valuable contribution and provide constructive ideas and assistance possibly for an ideal management and in the best interest of the Company. They shall act in good faith and make full disclosure to the Company in question of all material transactions.
08. Every Board member shall participate and provide assistance in the formulation and execution of strategies in the best interest of the Company and give benefit of his experience and expertise to the Company when the board is in the throes of a raging controversy.
09. No Board member/SMP shall in any manner or in any way take part in any communication or statement, which has the effect of adverse criticism of any policy or action taken or made by the Company pursuant to any law, regulation or public policy, or which is capable of embarrassing the relations between the Company and the Govt./Institutions. Only the Chairman and other Functional Directors with the consent of Chairman can interact with the Press/TV/Radio etc.
10. No Board member/SMP shall, either on his own behalf or on behalf of any other person, deal in securities of the Company when in possession of any unpublished price sensitive information, and communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to/from any person, except where the communication required is in the ordinary course of business or profession or employment or under any law.
11. No Board member/SMP shall engage in any act involving moral turpitude, dishonesty, fraud, deceit or misrepresentation or any other act prejudicial to administration of the Company.
12. All Board members/SMP shall secure and protect the properties (including intellectual properties) of the Company but not use them for a personal gain;
13. No Board member/SMP shall misuse Company facilities and assets including company's software and licenses. In the use of Company facilities and assets, care shall be exercised to ensure that costs are reasonable and there is no wastage.
14. All Board members/SMP shall ensure that their personal interest shall not have conflict with their duties.
15. A person, who is disqualified for being appointed as director under Companies Act, 2013 or under any other law for the time being in force, shall not be appointed as director of the Company and shall not hold such post.

16. The constitution of the Board of Directors of Company shall always be in conformity with requirements of the independent directors on its board as per provisions of the Companies Act, 2013, Listing Regulations and other applicable law. The proceedings of various committees of directors, viz. Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee, Risk Management Committee or any other Committee constituted in compliance with provisions of Companies Act, 2013 and Listing Regulations, shall be placed before the Board of Company for review and advice, if any. All directors/SMP of the Company shall individually and collectively ensure compliances with provisions of Listing Regulations.
17. The Independent Directors shall—
 - a. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
 - b. 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;
 - c. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
 - d. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
 - e. strive to attend the general meetings of the Company;
 - f. 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;
 - g. keep themselves well informed about the company and the external environment in which it operates;
 - h. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
 - i. 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;
 - j. 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;
 - k. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
 - l. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
 - m. 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.
18. No director/SMP, except the managing director/chief executive officer who is responsible for overall day-to-day functions of the Company, shall interfere in day-to-day functioning of the Company, or exercise any influence of any kind on any employee/office/branch of the Company. Every Board member/SMP shall maintain secrecy about all papers/information of the Company being in his/her possession. An act or action by a director/SMP should not result against the overall interest of the Company and any directions/guidelines issued by the Govt./SEBI.
19. Any director/SMP shall not accept gift or reward from another company or person related to his/her services(s) to the Company. Similarly, no director/SMP shall compete with the Company and involve in unlawful business or activity.
20. Every Board member/SMP shall deal with co-members, employees, investors, customers, suppliers, competitors, auditors, lawyers, creditors, advisers or other business associates of the Company fairly and, irrespective of hierarchical level, with dignity and respect.
21. Every Board member/SMP, before entering upon his duties, shall make a declaration of fidelity and secrecy in the form set out in Schedule-I.

- 22. The Company will take appropriate action against any Officer whose actions are found to violate the code of conduct or any other policy of the Company, after giving him a reasonable opportunity of being heard. Where laws have been violated, the Company will cooperate fully with the appropriate authorities and regulators. Any waiver of any provision of this code of conduct for any Board member/SMP should be approved by the Board of Company in writing.
- 23. All Board member/SMP shall affirm compliance with this code of conduct on annual basis. The affirmation regarding compliance of the Code of Conduct is to be given within 30 days of the conclusion of the financial year to the Company Secretary. The annual report of the Company shall contain a declaration to this effect signed by the Chairman/MD/CEO.

Affirmation of compliance with this Code of Conduct

I have received and read the Company's Code of Conduct for the Directors and Senior Management Personnel. I understand the standards and policies contained in this Code of Conduct and agree to adhere to the standards described in this Code of Conduct and comply with this Code of Conduct at all times.

Further I do hereby solemnly affirm to the best of my knowledge and belief that I have, in letter and in spirit, complied with the provisions of this Code of Conduct during the preceding financial year, if applicable.

Signature.....

Name.....

Designation.....

Date.....

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Schedule-I

Declaration of Fidelity and Secrecy

I, do hereby declare that I will faithfully, truly and to the best of my skill and ability execute and perform the duties required of me as Director/Officer* (as the case may be) of Genus Paper & Boards Limited and which properly relate to the office or position in the said Genus Paper & Boards Limited held by me.

I further declare that I will not communicate or allow to be communicated to any person not legally entitled thereto any information relating to the affairs of Genus Paper & Boards Limited or to the affairs of any person having any dealing with the said company; nor will I allow any such person to inspect or have access to any books or documents belonging to or in the possession of the said company and relating to the business of Genus Paper & Boards Limited or to the business of any person having any dealing with the said Company.

Signature.....

Name.....

Designation.....

Date.....

* Indicate the position held