



# **SPRAYKING AGRO EQUIPMENT LIMITED**

## ***Code of Conduct for Board Members and Senior Management Personnel***



### 1. Preface: -

This Code for the members of the Board of Directors and for the Senior Management Personnel of Sprayking Agro Equipment Limited (“the Company”) helps the Company to maintain the Standard of the Business Ethics and ensure compliance with the legal requirements, specifically under Regulation 17 of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 (“The Regulations”). The Code is aimed to prevent any wrong doing and to promote ethical conduct at the Board and Senior Management level.

### 2. Objective of the Code: -

This code is intended to provide guidance to the Board of Directors and Senior Management Personnel 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 and to develop a culture of honesty and accountability.

### 3. Definitions: -

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

“**Company**” means Sprayking Agro Equipment Limited.

“**Act**” means Companies Act, 2013.

“**Board Members**” means the Directors on the Board of Directors of the Company.

“**Whole-time Directors**” means the Board Members who are in whole-time employment of the Company.

“**Part time Directors**” means the Board Members who are not in whole time employment of the Company.

“**Senior Management Personnel**” means personnel of the Company who are members of its core management team excluding Board of Directors and would comprise of all members of management one level below the executive directors, including viz. Company Secretary, Manager, CEO, CFO, all Functional or Department Heads, Presidents, Joint Presidents and all other executives having similar or equivalent rank in the Company.

“**Price Sensitive Information**” shall have the same meaning as assigned to them in SEBI (Prohibition of Insider Trading) Regulations, 1992.



“Officers” shall collectively refer to the board members and the senior management personnel.

Any other term not defined herein shall have the same meaning as defined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Companies Act, 2013, Securities Contract Regulation Act or any other applicable law or regulations.

#### **4. Applicability: -**

This Code applies to the Members of the Board of Directors of the Company and Senior Management Personnel of the company i.e. all members of management i.e. AGM Level and above including all functional heads.

They shall be responsible for implementation of all management decisions concerning the operations of the Company and for achieving its business objectives.

While doing so, they shall uphold and protect the Company’s reputation for integrity and fair dealing and to set examples within the Company.

It is obligatory on the part of every Officer to make an annual disclosure under this Code affirming their adherence to the Code on annual basis. This disclosure shall be made to the Compliance Officer on or before 30th April, for the financial year preceding the date in format Annexure - I. In addition to above said disclosure, every Officer is to make an acknowledgement as given in Annexure - II to the Code, on receipt of this Code, indicating that they have received, read and understood, and agree to comply with the Code.

This code is being adopted in letter and spirit to guide our transactions with our colleagues, customers, governments, investors, regulators and society at large.

#### **5. Honest and Ethical Conduct: -**

It is Policy of the Company to conduct its business in accordance with all applicable laws and regulations of the jurisdiction in which such business is conducted and to do so with complete honesty and integrity in accordance with highest moral and ethical standard. The Company expects all Officers to accomplish all tasks in the capacity of Officer, whether in the premises of the Company or outside, with highest degree of honesty, integrity and professional ethics.

In case you find any difficulty regarding appropriateness of any action or inaction you can seek assistance for its interpretation from the Compliance Officer.

#### **6. Disclosure of Interest: -**

It is an obligation of every Officer of the Company to disclose nature of his / her interest or concern in any material transaction made or proposed to be made on behalf of the



Company. Disclosure under this clause shall be made by the Officer to the Compliance Officer as soon as it comes to his / her knowledge. General notice given to the Compliance Officer to the effect that he / she is related to such & such persons and is to be regarded as concerned or interested in any transaction, which may, after date of the notice, be entered into with that person(s), shall deemed to be sufficient disclosure of his / her concern or interest in relation to any transaction.

Such notice shall be made annually and shall be submitted to the Compliance Officer before the expiry of the first month of the Financial Year to which it relates. Any change to the Notice shall be intimated to the Company within fourteen days of the occurrence of such change.

## **7. Obligations with respect to directors and senior management: -**

A director shall not be a member in more than ten committees or act as chairperson of more than five committees across all listed entities and unlisted public limited Companies in which he is a director.

Explanation: For the purpose of determination of limit, chairpersonship and membership of the audit committee and the Stakeholders' Relationship Committee alone shall be considered.

Every director shall inform the listed entity about the committee positions he or she occupies in other listed entities and notify changes as and when they take place.

All members of the board of directors and senior management personnel shall affirm compliance with the code of conduct of board of directors and senior management on an annual basis.

Non-executive directors shall disclose their shareholding, held either by them or on a beneficial basis for any other persons in the listed entity in which they are proposed to be appointed as directors, in the notice to the general meeting called for appointment of such director.

Senior management shall make disclosures to the board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large.

Explanation: For the purpose of this sub-regulation, conflict of interest relates to dealing in the shares of listed entity, commercial dealings with bodies, which have shareholding of management and their relatives etc.

## **8. Conflicts of Interest: -**

Officers are expected to disclose any of their transaction, which has or may have any conflicting interest with the business of the Company. They must ensure that these transactions do not compromise on their responsibility towards the Company. Transaction here includes investment in supplier, competitor or customer of the Company, Directorship in any competitor Companies, acceptance of any simultaneous employment in suppliers or customers or competitor firm(s) Company (ies).



## **9. Protecting the Company's Confidential Information: -**

Officers are under obligation to maintain the confidentiality of the insider information coming to their way, which if disclosed to an outsider may have any adverse impact on the Company and will not disclose it except in the course of discharge of their duties.

## **10. Employees Relationship: -**

The Company continually strives to promote positive and productive working relationships among its Officers to fully comply with the letter and spirit of all laws prohibiting discrimination and sexual harassment. While the Company does not wish to unduly interfere with the private lives of its employees, some limitations on personal relationships in the workplace are necessary in order to prevent actual or perceived favouritism, problems with seniors and possible claims of discrimination or harassment. For these reasons, an Officer shall not engage in romantic or sexual encounters or relationships with any other employee with whom he or she is in a supervisory or reporting relationship.

The Company recognizes the importance of developing close working relationships among employees and this policy is not intended to prohibit friendships that naturally develop in a work setting or social interaction among employees.

## **11. Compliance with Laws, Rules & Regulations: -**

Officer must comply with all applicable laws, rules and regulation. Officers are expected to have knowledge of legal obligations relating to their duty and to accomplish their tasks in conformity with such obligations.

## **12. Compliance with Code of Conduct: -**

It is part of the Officer's duty to help in the enforcement of the Code. They are under an obligation to bring any violation of the Code to the knowledge of the Compliance Officer. All the Officers are expected to co-operate in any investigation made in pursuance of the Code. Reprisal, threat, retribution or retaliation against any person, who has, in good faith, reported a violation or suspected violation of the law under this Code or under other Company Policy (ies) or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited. The Company will take appropriate action against any Officer whose actions are found to violate the Code or any other Policy of the Company. Disciplinary action may include immediate termination of employment or cessation of the office at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the person(s) responsible.

## **13. Additional Codes for Independent Director: -**

### **I. Guidelines of Professional Conduct:**

An independent director shall;

- a) uphold ethical standards of integrity and probity
- b) act objectively and constructively while exercising his duties;



- c) exercise his responsibilities in a bona fide manner in the interest of the company.
- d) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- e) 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;
- f) 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;
- g) refrain from any action that would lead to loss of his independence;
- h) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- i) assist the company in implementing the best corporate governance practices.

## **II. Role and functions:**

An independent director shall;

- a) 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;
- b) bring an objective view in the evaluation of the performance of board and management;
- c) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- d) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- e) safeguard the interests of all stakeholders, particularly the minority shareholders;
- f) balance the conflicting interest of the stakeholders;
- g) 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;
- h) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

## **III. Duties:**

An independent director 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.

#### **IV. Manner of appointment: -**

- a) 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.
- b) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- c) 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 Act and the rules made there under and that the proposed director is independent of the management.
- d) The appointment of independent directors shall be formalized through a letter of appointment, which shall set out;
  - i. the term of appointment;



- ii. 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;
  - iii. the fiduciary duties that come with such an appointment along with accompanying liabilities;
  - iv. provision for Directors and Officers (D and O) insurance, if any;
  - v. the Code of Business Ethics that the company expects its directors and employees to follow;
  - vi. the list of actions that a director should not do while functioning as such in the company; and
  - vii. the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- e) 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.
- f) 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: -**

- a) 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.
- b) 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.
- c) 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.

**VII. Separate meetings: -**

- a) 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;
- b) All the independent directors of the company shall strive to be present at such meeting;
- c) The meeting shall;
  - i. review the performance of non-independent directors and the Board as a whole;



- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. 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: -**

- a) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- b) 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.

**14. Waiver and Amendments to the Code: -**

This Code is subject to the modifications and no amendment / waiver of any provision of the Code is possible unless approved in writing by the Board of Directors of the Company.

**15. Disclosure: -**

The Code of Conduct shall be hosted on the Web site of the Company. Further, a suitable Disclosure of adoption of Code of Conduct shall be made in the Report on the Corporate Governance of the Company.

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**ANNEXURE I**

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

To,  
The Compliance Officer  
**Sprayking Agro Equipment Limited**  
GIDC Phase II Plot No 590  
Dared, Jamnagar – 361005.

Dear Sir,

**Sub: Annual Disclosure**

I, \_\_\_\_\_, hereby declare that I have received and read the Company's 'CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL' of the Company. I further declare that I have fully complied with Code of Conduct for Board Members and Senior Management Personnel for the Financial year ended on March 31, \_\_\_\_\_.

Signature: \_\_\_\_\_

Name:

Designation:

Date:

Place:



**ANNEXURE II**

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

To,  
The Compliance Officer  
**Sprayking Agro Equipment Limited**  
GIDC Phase II Plot No 590  
Dared, Jamnagar – 361005.

Dear Sir,

**Sub: ACKNOWLEDGEMENT FORM**

I, \_\_\_\_\_ have received and read the Company's 'CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL' of the Company. I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature: \_\_\_\_\_

Name:

Designation:

Date:

Place: