



**Code of Conduct under Clause 49 of the Listing Agreement  
for board members and senior management  
of  
Sonal Adhesives Limited**

**1. INTRODUCTION**

1.1 This Code of Conduct (hereinafter referred to as the “**Code**”) shall be called “The Code of Conduct for the Members of the Board and Senior Management personnel” of Sonal Adhesives Limited (hereinafter referred to as the “**Sonal / Company**”)

1.2 The purpose of this code 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.

1.3 The Company in general has its internal rules and regulations, within the framework of various laws, which govern the conduct of all permanent employees of the Company. This code shall be applicable to all the Board Members and Senior Management of the Company and the principles prescribed in this Code are general in nature and lay down broad standards of compliance and ethics, as required by Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited (BSE).

1.4 Violations of law, or this code or company’s rules & regulations or procedures should be reported immediately to the Chairman/ Managing Director /Compliance Officer of the company in writing.

**2. DEFINITIONS**

In this code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them.

2.1 “Company” means **Sonal Adhesives Limited**.

2.2 “Board Members” means Board of directors of the Company.

2.3 “Senior Management” shall mean personnel of the company who are members of its core management team excluding Board of directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

2.4 “Relative” shall have the same meaning assigned to them in Section 2(77) of the Companies Act, 2013.



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

2.6 "Officers" shall collectively refer to the board members and the senior management personnel.

2.7 "Compliance Officer" means the officer appointed by the Board of directors under the Listing Agreement

### **3. COMPLIANCE**

All Board Members and senior management personnel of the Company shall affirm compliance with this Code on annual basis in such form as may be prescribed (Annexure I) and send it to the Compliance Officer by 30th April each year. The annual report of the Company shall contain a declaration to this effect.

### **4. CODE OF CONDUCT**

Every Officer shall act within the authority conferred upon him by the Company and under applicable law, keeping the best interests of the Company and adhere to the following and will :

4.1 act in the best interests of, and fulfil their fiduciary obligations to the company.

4.2 act honestly, fairly, ethically and with integrity.

4.3 conduct themselves in a professional, courteous and respectful manner and not to the improper advantage of their position.

4.4 will deal fairly with all stakeholders.

4.5 comply with all applicable laws, rules and regulations;

4.6 act in good faith, responsibly with due care, competence and diligence, without allowing their independent judgement to be subordinated.

4.7 not use the company's property or position for personal gain.

4.8 will not accept from or give to stakeholder's gifts or other benefits not customary in normal social intercourse.

4.9 not use any information or opportunity received by them in their capacity as Director or senior management in a manner that would be detrimental to the company's interests.



- 4.10 act in a manner to enhance and maintain the reputation of the company.
- 4.11 disclose any personal interest and abstain from discussion, voting or otherwise influencing a decision on any matter that may come before the Board in which they may have conflict or potential conflict of interest.
- 4.12 respect the confidentiality of information relating to the affairs of the company acquired in the course of their service as Director or senior management, except when authorized or legally required to disclose such information.
- 4.13 not use confidential information acquired in the course of their service as Director or senior management for their personal advantage or for the advantage of any other entity.
- 4.14 help create and maintain a culture of high ethical standards and commitment to compliance.

## **5. DUTIES OF THE INDEPENDENT DIRECTORS**

- (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.

## 6. AMENDMENT TO THE CODE

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

This Code and any amendment thereto shall be posted on the website of the Company.

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