

CODE OF BUSINESS CONDUCT AND ETHICS FOR
BOARDS OF DIRECTORS AND SENIOR
MANAGEMENT PERSONNEL
OF
MALU PAPER MILLS LIMITED

CODE OF BUSINESS CONDUCT AND ETHICS FOR BOARDS OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL:-

I. INTRODUCTION:

Malu Paper Mills Limited (“MPML”) expects all of its Board Members and Senior Management (“Management”) to act in accordance with the highest standards of personal and professional integrity in all respects of their activities, to comply with all applicable laws, rules and regulations, to deter wrongdoing and abide by this Code of Conduct (“Code”) and other policies and procedures adopted by MPML that govern the conduct of its associates.

The Company believes that a good corporate governance structure would not only encourage value creation but also provide accountability and control systems commensurate with the risks involved.

The principles embodied in this Code lay down broad standards of compliance and ethics, as required by Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”) with the Stock Exchanges where securities of the Company are listed.

II. APPLICABILITY:

This Code shall be applicable to the following persons:

- Board of Directors.
- Senior Management Personnel.

The Directors both executive and non executive, are obliged to carry out their duties in an honest, fair, diligent and ethical manner, within the scope of the authority conferred upon them and in accordance with the laws, rules, regulations, agreements, guidelines, standards and internal policies and procedures. The Board of Directors of the Company is entrusted with the fiduciary responsibility of oversight of the affairs of the Company. As Directors of the Company, they have a duty to make decisions and implement policies in the best interests of the Company and its stakeholders.

Senior Management team comprising of members of Management one level below the Executive Directors, including all functional heads.

III. OBJECTIVE

With a view to maintain high standards of governance, to induce and recognize the virtues of honesty and accountability and to serve as a guideline for addressing situations involving

ethical issues in all spheres of activities of the organization, the following rules/code of conduct is required to be observed. The Company appoints the Company Secretary as the Compliance Officer for the purposes of this Code, and the compliance officer will be available to Directors/Senior Management personnel to answer queries / provide clarifications and to help them comply with the code.

IV. KEY REQUIREMENTS

The Board Members and Senior Management Personnel must act within the authority conferred upon them and in the best interests of the Company and observe the following code of conduct:

i. CONFLICT OF INTEREST:

Directors/Senior Management personnel shall not engage in any business, relationship or activity, which may be in conflict with the interests of the Company. Notwithstanding anything contain herein, an Independent / Non- Executive Director shall have the full liberty to persue his/ her independent professional/ business/ employment activities and/ or to assume office(s) of director/ trustee. Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Set forth are some of the common circumstances that may lead to a conflict of interest, actual or potential: -

- They should not engage in any activity/employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.
- They and their immediate families should generally refrain from investments in such companies/ entities whereby their responsibility to the Company is compromised.
- They should avoid conducting Company business with a relative or with a firm/company in which a relative/related party is associated in any significant role.

If such related party transaction is unavoidable, it must be fully disclosed to the board of the Company. Transactions/ dealing done on arm's length basis shall not be considered to be conflict of interest.

ii. COMPLIANCE:

All applicable laws, rules and regulations shall be complied with. In order to assist the Company in promoting lawful and ethical behavior, any possible violation of laws, rules, regulations or the code of conduct shall be reported to the Board of Directors through the Company Secretary.

iii. OTHER DIRECTORSHIPS:

The Directors must disclose their Directorship, Committee membership on the Board of other companies and substantial shareholding in other companies to the Board on an ongoing basis.

iv. CONFIDENTIALITY OF INFORMATION:

Any information concerning the Company's business, performance, its customers, suppliers, etc., which is not in the public domain and to which the Directors/Senior Management personnel have access or possesses such information must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required under any law. No Director /Senior Management personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

v. INTERACTION WITH MEDIA, FINANCIAL COMMUNITY, EMPLOYEES AND SHAREHOLDERS :

- All information that the Directors and Senior Management Personnel may provide either formally or informally, to the press or any other publicity media, shall be as per the Disclosures Code. In all its public appearance with respect to disclosing information in relation to the Company's activities to public constituencies such as the media, the financial community, employees and shareholders, the Company shall be represented only by specifically authorized Directors and/or employees, which the Board may authorize. The list of such authorized Directors and employees of the Company shall be notified to the Directors / Senior Management Personnel from time to time.
- All statements made to the media on behalf of the Company should be true and fair.
- For any outside publication of books, articles or manuscripts which relate specifically to the Company's business, policies and processes, Directors/ Senior Management Personnel should take the approval of the Board prior to its release. All such documents should be supplemented by a statement to the effect that all views and observations made in the article/ presentation are solely that of the author's and the Company is in no way responsible for the substance, veracity or truthfulness of such views and statements.

vi. REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOUR:

The Company shall promote ethical behaviour in all its business activities. Employees are free to report existing/probable violations of laws, rules, regulations or unethical

conduct to their immediate supervisor or such other person as may be notified by the Management to the workgroups.

In accordance with the Company's Whistleblower Policy the Directors and Senior Management Personnel shall not attempt to suppress/conceal any such view or reporting. The confidentiality of those reporting violations shall be protected and they shall not be subjected to any discriminatory practices.

vii. INSIDER TRADING:

Director/Senior Management personnel shall not derive benefit or assist others to derive benefit by giving investment advice based on unpublished price sensitive information (defined in SEBI (Prohibition of Insider Trading) Regulations, 2015) about the company and therefore constituting insider information.

All Directors/Senior Management Personnel shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 and insider trading policy of the Company.

viii. HEALTH, SAFETY AND ENVIRONMENT

Executive Directors and Senior Management Personnel should cause the Company to strive to provide a safe and healthy working environment and comply, in the conduct of the business affairs of the Company, with all regulations regarding the preservation of the environment of the territory it operates in.

Executive Directors and Senior Management Personnel should ensure that the Company adopts most efficient energy management system, prevention of energy waste and utilization of natural resources in all plants.

ix. EQUITY:

All attempts should be made to maintain equity and fair justice while dealing on behalf of the Company. The Directors/Senior Management personnel shall be committed to provide a work environment free from unlawful discrimination, harassment and intimidations of any nature. Any kind of harassment and discrimination based on gender, religion, age, sex, national origin and other such characteristics shall be strictly prohibited. They shall strive for maintaining a safe workplace by following safety and health rules and practices.

x. TEAM WORK AND SPIRIT:

The principles of mutual trust, teamwork and spirit shall be appreciated and maintained. Best efforts shall be made to contribute to an environment that builds confidence and empowers people through personal and professional growth. They shall attempt that the teams grow together through collaborative working, skills

development, knowledge sharing and learning from each other. Employees being invaluable assets shall be motivated to achieve higher goals.

xi. CORPORATE OPPORTUNITY:

Except as approved by the Board, the Directors/Senior Management personnel are prohibited from:

- taking any personal opportunities directly or indirectly that belong to the Company or are discovered through the use of Company's property, information or position; and
- Using the Company's property, information or position for personal gain/advantage or to cause detriment to the Company. Notwithstanding anything contain herein, an Independent / Non- Executive Director shall have the full liberty to persue his/ her independent professional/ business/ employment activities and/ or to assume office(s) of director/ trustee.

xii. GIFT & DONATIONS:

No Director/Senior Management Personnel of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended to obtain business favors. Subject to this clause, nominal gifts of commemorative nature, for special events/ achievements or in the course of social relations and normal business courtesies may be accepted/ given.

xiii. SAFEGUARDING COMPANY'S ASSETS:

The use of Company's assets for illegal or non-ethical business purposes shall be strictly prohibited. Protecting the Company's assets regardless of whether the same is tangible or intangible is the responsibility of each Director/Senior Management person.

xiv. FINANCIAL RECORD KEEPING & REPORTING:

It is critical to ensure that all transactions are properly identified, analyzed and recorded. Regardless of whether a Director/Senior Management person is directly involved in financial reporting or accounting, most come into contact with financial transactions directly or indirectly. All reasonable efforts are expected to ensure that all business records and reports are accurate, complete and reliable.

V. COMMUNICATION OF VIOLATIONS:

Directors shall communicate any suspected violations of this Code promptly to the Chairman of the Audit Committee. Senior Management should communicate any suspected violation of this code to the Managing Director who in turn shall communicate it to the Chairman of the

Audit Committee. Violations will be investigated by the Board or by persons designated by the Board, and appropriate action will be taken in the event of any violations of the Code.

VI. CONSEQUENCES OF NON- COMPLIANCE OF THIS CODE:

In case of breach of this Code, the same shall be considered by the Board of Directors for initiating appropriate action, as deemed necessary. Any waiver of this Code may be made only by the Board of Directors and must be promptly disclosed to the Company's shareholders.

VII. PLACEMENT OF THE CODE ON WEBSITE:

Pursuant to Regulation 46 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the MPML Code and any amendments thereto shall be posted on the website of the Company. Affirmation of Compliance of the MPML Code As required under Regulation 17 and 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Board of Directors along with all Senior Management Personnel shall affirm compliance with this Code of Conduct on an annual basis. The Annual Report of the Company will contain a declaration to this effect signed by any of the Directors as may be authorised by the Board of Director.

VIII. PERIODIC REVIEW:

Once in every year or upon revision of this Code, every Director must accord consent to comply and the Senior Management personnel must give an undertaking for compliance of the same. New Directors shall accord their consent while joining the Board and New Senior Management personnel shall give an undertaking at the time when their employment begins. The aforesaid consent or undertaking shall be in line with "Confirmation-I" attached herewith

IX. AMENDMENT/ MODIFICATION/ WAIVER:

This code may be amended, modified, varied or waived by the Board as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines. As a general policy, the Board will not grant waiver of this code.

The Code is reviewed by the Board and readopted at the meeting held on 12th February 2019.

PUNAMCHAND MALU
MANAGING DIRECTOR & CEO

Confirmation - I

Date:

To,
The Board of Directors,
Malu Paper Mills Limited,

Dear Sirs,

Sub: Confirmation of compliance with the Code of Conduct for Board and Senior Management as per regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

I, being a member of the Board of Directors / Senior Management Personnel of Malu Paper Mills Limited (“the Company”) hereby acknowledge, confirm and certify that:

I have received, read and understood the Code of Business Conduct and Ethics for The Directors / Senior Management Personnel of the Company;

I am bound by the said Code to the extent applicable to my functions as a member of the Board of Directors / Senior Management Personnel of the Company;

During the financial year, I have complied with the provisions of the said Code;

I am not aware of nor am I a party to any non-compliance with the said Code.

Please take this information on record.

Thanking you,

Yours Sincerely,

Signed:

Name:

Designation: