

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

Introduction

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by GeeCee Ventures Limited (hereinafter referred to as "the Company") with an intent to ensure adherence to highest business and ethical standards including compliance with the provisions of Regulation 46(2) (d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including the circulars and amendments issued by SEBI and other statutory and regulatory authorities from time to time. This Code is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct.

Definitions

- a) **"Board" or "Board of Directors"** shall mean the Board of Directors of the Company.
- b) **"Company"** shall mean GeeCee Ventures Limited and its subsidiaries and shall also include any new corporate form it assumes in the future.
- c) **"Compliance Officer"** shall mean the Company Secretary of the Company and in his absence any senior officer, so designated by the Board for the purpose of compliance with the Code.
- d) **"Director"** shall mean a member of the Board.
- e) **"Listing Regulations"** shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f) **"Senior Management"** shall mean officers/personnel of the Company who are members of the core management team excluding the Board of Directors and shall comprise all members of Management one level below the Chief Executive Officer/Managing Director/Whole Time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the Board) and shall specifically include Company Secretary and Chief Financial Officer.

All other words and expressions used but not defined in this policy, but defined in the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

Applicability

The Code applies to Directors and Senior Management of the Company.

The independent directors of the Company are subject to certain additional duties as laid down by the Companies Act, 2013 which are set out in Annexure - I of the Code.

The Code has been formulated and approved by the Board and is to be strictly observed by the Directors and Senior Management of the Company for the governance of good corporate practices. Any issue relating to the interpretation of the Code will be handled by the Board.

The Code is effective from 1st October, 2014 and has been amended at the meeting of the Board of Directors held on 22nd May, 2019.

The Code shall be posted on the website of the Company i.e. www.geceeventures.com.

Code Of Conduct

I. Board Members & Senior Management to comply with the following:

1) Honesty & Integrity:

The Board of Directors and Senior Management shall observe the highest standards of ethical conduct, honesty, integrity, probity and fairness and shall work to the best of their ability and judgment. They shall act in utmost good faith and exercise due care, competence and diligence in performing their office duties. They shall maintain and help the Company in maintaining highest degree of Corporate Governance Practices

2) Conflict of Interest:

The Board of Directors and Senior Management shall not engage in any activity, business or relationship, or accept employment or a position of responsibility with any other organization for remuneration or otherwise that is prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company. If any transactions which prima facie appear to be conflicting with the interest of the Company but are unavoidable, the Director or Senior Management involved in such transaction shall enter into such transaction only after proper and fullest disclosure to the Board.

3) Company Assets/ Property:

The Board of Directors and Senior Management shall ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only as per the terms of their appointment. They shall not exploit for their own personal gain, opportunities that are discovered through the use of Company's property, information or position.

The Board of Directors and Senior Management must make disclosures to the Board relating to all material financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company.

4) Corporate Opportunities:

Corporate Business Opportunities means those opportunities, which are made available to the Company and which are known to the Directors / Senior Management due to the position held by them in the Company. The Directors / Senior Management shall not utilise such opportunities for their personal benefit. However once an opportunity is fully and disclosed to the Board and after consideration rejected by them then it ceases to be a Corporate Business Opportunity.

5) Compliance with Laws, Rules & Regulations:

The Board of Directors and Senior Management shall meticulously comply with all the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, where the Company operates, both in letter and spirit, which if not complied with may otherwise, disqualify him/ her from his/ her association with the Company.

Company cannot accept practices which are unlawful or may be damaging Company's reputation. Further they shall also comply with the various policies, guidelines and codes formulated by the Company in compliance with the Listing Regulations and other applicable provisions including the Company's policy on insider trading and procedures for fair disclosure.

Director and Senior Management shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.

6) Confidentiality of Information:

The Board of Directors and Senior Management shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage. They shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorised otherwise.

7) Insider Trading:

The Board of Directors and Senior Management shall not derive benefit or assist others to derive benefit by giving investment advice on the basis of the access to and possession of insider / price sensitive information about the Company which is not in public domain. Directors and Senior Management shall also ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and shall confirm to comply with the Company's Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information with other regulations as may become applicable to them from time to time.

8) Related Party Transactions:

The Board of Directors and Senior Management shall in conformity with applicable legal provisions of the related party transactions falling under the purview of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 disclose the personal and/or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them so as to enable the other Board Members to take an informed decision.

9) Gifts & Donations:

The Board of Directors and Senior Management shall not receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are likely to obtain business (or uncompetitive) favours or influence any business decision for the conduct of business. Nominal gifts of commemorative nature, for special events / occasions could, however, be accepted or offered.

10) Other Directorships:

The Board of Directors shall promptly disclose at the time of their appointment and subsequently whenever there is a change, their interest in other companies and body corporates in compliance with applicable laws.

The Directors and Senior Management shall also promptly disclose their relationships with other individuals, firms or body corporate wherever such relationship may affect their independence of judgement while performing their duties and responsibilities towards the Company.

11) Other Obligations:

The Board of Directors and Senior Management shall,

- a. dedicate sufficient time, energy and attention to uplift and better the Company's performance.
- b. endeavour to attend all the meetings (including committee meetings, if any), proceedings and occasions as are required of the person for the benefit, growth and development of the Company.
- c. not make any statement or any other commitment without proper authority or with full knowledge that it is false
- d. never compromise the interest of the Company

12) Amendment to the Code/ Review:

The code is subject to modification / amendment from time to time. Any amendment to the provision(s) of the Code must be approved by the Board. This Code of Conduct will be reviewed by the Board at regular intervals.

13) Waivers

Any waiver of any provision of this Code for a Director or Senior Management must be placed for approval before the Company's Audit Committee of the Board of Directors.

14) Declaration for Compliance with the Code :

The Board of Directors and Senior Management shall affirm compliance with this Code on an annual basis and shall sign a confirmation to that effect as per the format set out in Annexure II.

The annual report of the Company shall carry a declaration signed by the CEO/Whole Time Director of the Company stating that the members of the Board and Senior Management have affirmed compliance with the Code.

15) Violations of the Code

It is ethical responsibility of Directors and Senior Management to abide by and enforce the Code. Any perceived violation of the Code by any Director or Senior Management personnel should be reported to the Chairman of the Board or the chairman of Audit Committee. All reported violations would be appropriately investigated and action will be taken on the conclusion of the enquiry by the Board. Such action may be taken in various forms, viz. a verbal warning or written reprimand, dismissal or referral for criminal prosecution or such action as may be deemed fit in the circumstances of each case.

II. In addition to the above, the Independent Directors of the Company shall also abide by the duties as laid down as under:-

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.

Annexure II

Affirmation by Director/Senior Management with Code of Conduct

As a Director / Senior Management, I hereby acknowledge that I have received and read the Code of Conduct of the Company. I understand that it is my responsibility to consult the Compliance Officer if I have any questions regarding the provisions of the Code of Conduct and I shall comply with the Code of Conduct in true spirit.

I understand and agree that as a Director / Senior Management it is my responsibility to promote the application of the Code of Conduct.

Signature :
Name :
Designation :
Employee No. / DIN :
Date :
