



CODE OF CONDUCT FOR INDEPENDENT DIRECTORS

ROOP POLYMERS LTD.

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In accordance with the provisions of the Companies Act, 2013 and Schedule IV of the Companies Act, 2013, this code shall be adhered by the Independent Directors of the Company.

1. Role and Functions

The Independent Directors shall:

- i. Help in bringing an independent judgment to the Board's deliberations especially on issues of strategy, performance, risk management, resources and standard of conduct.
- ii. Satisfy themselves on the integrity of the financial information and that financial control and the systems of risk management are robust and defensible.
- iii. Safeguard the interest of all the stakeholders.
- iv. Balance the conflicting interest of the stakeholders

2. Duties

The Independent Directors shall:

- i. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.
- ii. Strive to attend all meetings of Board of Directors and of Board Committees of which he is a member.
- iii. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- iv. Keep themselves well informed about the company and the external environment in which it operates;
- v. Not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- vi. 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
- vii. Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy
- viii. 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disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law

3. Manner of appointment

- i. 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.
- ii. The appointment of Independent Director(s) of the Company shall be approved at meeting of the shareholders.
- iii. 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 fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management

4. Re-appointment

The re-appointment of Independent Director shall be on the basis of performance evaluation.

5. Separate Meeting

- i. 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;
- ii. All the Independent Directors of the company shall strive to be present at such meeting;
- iii. The meeting shall:
 - a. Review the performance of non-independent directors and the Board as a whole
 - b. Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - c. 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

6. MODIFICATION

The Board of Directors reserves the right to amend or modify this Policy in whole or in part, at any point of time, if required. However, no modifications shall be effective which are in contravention with the Companies Act or any other applicable laws.

7. DISCLOSURE

The company shall display this Policy on its website.
