
CODE OF CONDUCT FOR SENIOR MANAGEMENT

Effective Date:	22 nd March 2015
First Modification Date:	19 th August 2020
Number of Pages:	5
Originating Department:	Company Secretarial

Code of Conduct for the members of the Board of Directors and the senior management of Cosmo Films Limited ('the Company').

This code inter-alia provides that all persons must avoid conflict of interests between their private financial activities and their part in the conduct of business. It has been specifically adopted to comply with the provision of Regulation 17(5)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Code of Conduct (COC) hereinafter referred to as the '**Code**' shall be applicable to and adhered strictly by the following personnel:

- The Members of the Board of Directors of the Company.
- Members of Senior Management as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015

All of the above shall be referred to as the 'COC addressees'.

'COC addressees' should sign the acknowledgement form at the end of this code and return the form to the HR Department indicating that they have received, read and understood, and agree to comply with the Code. The signed and acknowledgement form will be located in each COC addressees' personnel files. Each year, as part of their annual review, 'COC addressees' will be asked to sign an acknowledgement indicating their continued understanding of the Code.

The Code requires the 'COC addressees' to:

- Act in accordance with the highest standards of honesty, integrity and fairness and expect the same in their relationships with others while maintaining a work and business climate fostering such standards;
- Adhere to any applicable Code of Conduct on dealing in shares of the Company and any provisions for the avoidance of conflicts of interest stipulated in applicable terms and conditions of employment;
- Excuse himself from making any decision about an issue at hand in which a conflict of interests arises or could arise and in such event, disclose in writing the relevant facts and explain the circumstances that create or could create the conflicts of interest to the Chairman of the Company;
- Avoid having any financial interest in works of or contracts awarded by a Company forming part of or associated with, the Company, its Subsidiary or Associated Company or in supplies effected or services rendered to or by such a company and where this is

unavoidable or immediate family members have such a financial interest, such interest shall be disclosed in writing in the same manner as set out above;

- Not seek or accept from third parties to his own advantage any favour in whatsoever form or howsoever described in connection with the business of the Company, its Subsidiary or Associated Company or in his duties (except for the acceptance of such things as: gifts of nominal value and working lunches, dinners and entertainment of reasonable value, frequency and duration, appropriate under the circumstances);
- Not hold positions or jobs or engage in outside businesses or other interests that adversely impact the performance of duties owed to the Company, its Subsidiary or Associated Company or the interests of the same;
- Avoid any relationship with a contractor or supplier that could compromise the ability to transact business on a professional, impartial and competitive basis or influence decisions to be made by the Company, its Subsidiary or Associated Company;
- Comply with all applicable laws, regulations and sanctions relating to anti-bribery and anti-corruption, including but not limited to UK Bribery Act 2010, the US Foreign Corrupt Practices Act and Prevention of Corruption Act 1988 and shall not, directly or indirectly, do anything or cause to be done anything that would constitute a violation of the said laws including:
 - shall not make any unlawful payment to foreign or domestic government officials or employees or to any foreign or domestic political parties or campaigns;
 - shall not make use of the mails or any means or instrumentality corruptly in furtherance of an offer, payment, promise to pay or authorization of the payment of any money, or other property, gift, promise to give, or authorization of the giving of anything of value to any domestic and/or foreign official or any domestic or foreign political party or official thereof or any candidate for domestic or foreign political office;
 - shall immediately report any/all incidents, which comes to his/her knowledge, whether pertaining to his/her function/sub-function or any other function/sub function or any of parties, vendors, contractors, sub-contractors doing business with the Company, whether directly or indirectly, its Subsidiary or Associate Company, to the Chairman of the Company without any delay;
- Obey the applicable laws and regulations governing the Company's business conduct worldwide;
- Be honest, fair and trustworthy in all activities and relationships related to Cosmo;
- Strive to create a safe workplace and to protect the environment;
- Through leadership at all levels, sustain a culture where ethical conduct is recognized, valued and exemplified by all employees;
- Confidential information acquired in the course of one's work shall not be used for personal advantage;
- Achieve responsible use of and control over all assets and resources employed or entrusted;

Conflicts of Interest:

An officers' duty to the Company demands that he or she avoids and discloses actual and apparent conflicts of interest. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. Examples include:

- **Employment / Outside employment**
In consideration of employment with the Company, officers are expected to devote their full attention to the business interests of the Company. Officers are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company, or is otherwise in conflict with or prejudicial to the Company.
- **Outside Directorships**
It is a conflict of interest to serve as a Director of any Company that competes with the Company. Officers must first obtain approval from the Chairman of the Company before accepting a Directorship.
- **Business Interests**
If an officer is considering investing in any customer, supplier, developer or competitor of the Company, he or she must first take care to ensure that these investments do not compromise on their responsibilities to the Company. Company's policy requires that officers first obtain approval from the Chairman of the Company before making such an investment.
- **Related Parties**
As a general rule, Officers should avoid conducting Company Business with a relative, or with a business in which a relative is associated in any significant role. Relatives include spouse, siblings, children, parents, grandparents, and grandchildren.
- **Corporate Opportunities**
Officers shall not exploit for their own personal gain, opportunities that are discovered through the use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Chairman of the Company and the Chairman declines to pursue such opportunity.
- **Other Situations**
Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts, Officers may consult the Chairman of the Company.

Reporting:

Each 'COC addressees' shall report breach of any non-compliance of this code to the Chairman of the Company in writing within a reasonable period of knowledge of notice of the breach.

Additional Disclosure:

Senior management shall make disclosures to the Chairman 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 at large (for e.g. dealing in company shares, commercial dealings with bodies, which have shareholding of management and their relatives etc.)

Accountability:

Each 'COC addressees' shall be held accountable for issues held under his control. Sanction in cases of breach shall be determined by the Chairman of the Company. Sanctions may include serious disciplinary action, removal from office and dismissal as well as other remedies, all to the extent permitted by law and as appropriate under the circumstances.

Miscellaneous and Waivers:

Company is committed to continuously reviewing and updating its policies and procedures. Therefore, this Code is subject to modification.

The provisions of this Code can be amended and supplemented from time to time by resolutions of the Board of Directors of the Company. Amendment of any provision of this code must be approved in writing by the Company's Board of Directors and disclosed on the Company's website within 30 days.

No waiver of any provision of this Code shall be valid unless provided in writing by the Chairman of the Company.

Duties of Independent Directors:

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.

*This document was approved by the Board of Directors at its meeting held on May 22, 2015
First Modification approved by Board of Directors on August 19, 2020*