

# **POLICY ON CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL & TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTOR OF NAAPBOOKS LIMITED**

**The policy has been adopted and approved by the Board of Directors at its meeting held  
on 22<sup>nd</sup> February, 2021**

CIN : L72900GJ2017PLC096975

☎ 079-4894 0505

✉ info@naapbooks.com

🌐 www.naapbooks.com

📍 3rd Floor, Broadway Business Center,  
Law Garden, Ahmedabad - 380006

## Naapbooks Limited

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## 1. Introduction:

- a) This Code of Conduct (“the Code”) shall be called ‘Code of Conduct for Board of Directors and Senior Management of Naapbooks Limited’ (hereinafter referred to as “the Company”)
- b) The Code has been framed in compliance with the regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015.

## 2. Definition & Interpretation:

- a) The Term “Board Members” shall mean Directors on the Board of Directors of the Company.
- b) In the Code, the words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa.

## 3. Applicability:

The Code shall be applicable to

- a) The Directors and
- b) The Senior Management Personnel (i.e all officials/ employees having equivalent or higher designation then “Assistant General Manager”)

## 4. Key Requirements:

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

### a) Honesty & Integrity:

The Directors and Senior Management Personnel shall conduct their activities with honesty, integrity and fairness. They shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independence judgment to be subordinated. Directors shall act in the best interest of the company and fulfill the fiduciary obligations.

### b) Conflict of Interest:

The Director and senior Management Personnel shall not engage in any activity, business or relationship, which may be in conflict with the interest of the Company or prejudice to the Company’s interest. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the Board of Directors and the approval of the Board is required to be obtained.

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**c) Disclosure of Interest:**

The Directors shall promptly disclose at the time of their appointment and subsequently whenever there is a change, their interest in other companies and body corporate in compliance with applicable law. The Directors and Senior Management shall also promptly disclose their relationship with other individuals, firms or body corporate whenever such relationship may affect their independence of judgment while performing their duties and responsibilities toward the company.

**d) Confidentiality of Information:**

Any information concerning the company's business, its customers, suppliers etc., which is not in the public domain and to which the Directors and Senior Management personnel have access or possess such information must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as matter of law.

**e) Protection of Assets:**

Directors and Senior Management personnel must protect the Company's assets and information and shall not use these for personal use, unless approved by board

**f) Compliance with Applicable Laws & Company's Policies:**

Every person to whom the code is applicable and others directly or indirectly associated with the Company shall comply with all applicable laws, rules, regulations and guidelines issued by the Government from time to time. Further they shall also comply with 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 the disclosure.

**g) 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.

**5. Code for Independent Director:**

The Independence Directors, in addition to the compliance with this code, shall also comply with and adhere to the Code for Independence Directors framed in accordance with the provisions of the Companies Act, 2013 and forming part of this code and enclosed as "**Annexure- I**"

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**6. Enforcement of Code of Conduct:**

Each Board Member and Senior Management Personnel shall be accountable for complying with the code.

**7. Amendment(s) of the Code:**

The code may be amended from time to time by the approval of the Board of Directors of the company.

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## Confirmation-I

Date:

To  
The Board of Directors  
Naapbooks Limited  
Third Floor,  
BUSINESS BROADWAY CENTER  
ABOVE V-MART, LAWGARDEN,  
Ahmedabad 380006

Dear Sirs,

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

I, (Name of Director/ Senior Management Personnel), (Designation) of **Naapbooks Limited**, do hereby confirm that I have read and understood the Code of Conduct applicable to the Board of Directors and Senior Management of the Company and that to the best of my knowledge and belief, I have complied with the requirements of this code during the preceding financial year (mention previous year) and / or I affirm that I will comply with the requirements of this code during the current financial year (mention current year).

(Signature)  
Name of Director/Senior Management Personnel)  
Designation)  
(DIN, if any)

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## ANNEXURE - I

**This Code is guide to professional conduct for independent directors and the independent directors are expected to adhere to these standards and fulfil their responsibilities in a professional and faithful manner.**

This code shall form part of the code of Conduct for Board of Directors and Senior Management

### **1. GUIDELINES OF PROFESSIONAL CONDUCT:**

The Independent directors are expected to maintain the following guidelines/standards while conducting their professional duty.

- a) Independent director shall uphold ethical standards of integrity and probity in the interest of the company;
- b) They shall act objectively and constructively while exercising his duties;
- c) They shall exercise his responsibilities in a bona fide manner in the interest of the company;
- d) They shall devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- e) They shall not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- f) They shall not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- g) They shall refrain from any action that would lead to loss of his independence;
- h) They shall immediately inform the Board where circumstances arise which makes them lose their independence;
- i) They shall assist the company in implementing the best corporate governance practices

### **2. ROLE AND FUNCTIONS:**

- a) The Independent director shall help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- b) They shall bring an objective view in the evaluation of the performance of board and management;
- c) They shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

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- d) They shall satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- e) They shall safeguard the interests of all stakeholders, particularly the minority shareholders;
- f) They shall balance the conflicting interest of the stakeholders;
- g) They shall determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- h) They shall moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

**3. Duties of Independent Director as specified in the "Code for Independent Directors" [Schedule IV read with section 149(8) of the Companies Act,2013]:**

- a) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- b) 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;
- c) Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- d) Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) Strive to attend the general meetings of the company;
- f) 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;
- g) Keep themselves well informed about the company and the external environment in which it operates;
- h) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) 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;
- j) 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;
- k) Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- l) acting within hi authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

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- m) 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.

**4. MANNER OF APPOINTMENT:**

- a) 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
- b) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- c) 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.
- d) The appointment of independent directors shall be formalised
- the term of appointment
  - the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks
  - The fiduciary duties that come with such an appointment along with accompanying liabilities;
  - provision for Directors and Officers (D and O) insurance, if any;
  - the Code of Business Ethics that the company expects its directors and employees to follow;
  - the Code of Business Ethics that the company expects its directors and employees to follow;
  - the list of actions that a director should not do while functioning as such in the company; and
  - the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission if any
- e) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- f) The terms and conditions of appointment of independent directors shall also be posted on the company's website

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**5. RE-APPOINTMENT:**

The re-appointment of independent director shall be on the basis of report of performance evaluation.

**6. RESIGNATION OR REMOVAL:**

- a) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- b) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within "three months" from the date of such resignation or removal, as the case may be.
- c) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply

**7. SEPARATE MEETINGS:**

- a) The independent directors of the company shall hold at least one meeting in a financial year, without the attendance of non independent directors and members of management
- b) All the independent directors of the company shall strive to be present at such meeting;
- c) The meeting shall
  - Review the performance of non-independent directors and the Board as a whole;
  - Review the performance of the Chairperson of the company, taking into account the views of executive directors and nonexecutive directors;
  - 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

**8. VALUATION MECHANISM:**

- a) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- b) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

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## Declaration-I

**Date:**

**To**  
**Naapbooks Limited**  
**Third Floor,**  
**Business Broadway Center**  
**Above V-MART, LAW Garden,**  
**Ahmedabad 380006**

**Dear Sirs,**

**Sub:- Declaration to act/continue as an Independent Directors in pursuance of the Provisions of Section 149 of the Companies Act,2013 and regulation 16(1)(b) of SEBI (LODR) regulatioins,2015.**

**I, (Name of Independent Director), Director of Naapbooks Limited, do hereby declare that:**

- i. I am a person of integrity and possess relevant expertise and experience;
- ii. (i) I am or was not a promoter of the Company or its holding , subsidiary or associate company; (ii) I am not related to promoters or directors in the Company , its holding , Subsidiary or associate company;
- iii. Apart from receiving director's remuneration, I do not have / had pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- iv. None of my relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent (2%) or more of its gross turnover or total income or fifty lakh rupees (Rs. 50,00,000/-) or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- v. Neither myself nor any of my relatives—
  - a) hold or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which I am appointed

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- b) or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
- c) holds together with my relatives two per cent or more of the total voting power of the listed entity; or
- d) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent (25%) or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent (2%) or more of the total voting power of the Company;
- e) I am not material supplier, service provider or customer or a lessor or lessee of the listed entity;
- f) I am not less than 21 years of age.

Signature\_\_\_\_\_

**(Name of Director)**

**(Designation and DIN, if any)**

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