



Code for Independent Directors

TABLE OF CONTENTS

1.	OBJECTIVE	3
2.	APPLICABILITY	3
3.	GUIDELINES OF PROFESSIONAL CONDUCT	3
4.	ROLE AND FUNCTIONS	4
5.	DUTIES	4
6.	MANNER OF APPOINTMENT	5
7.	RESIGNATION OR REMOVAL	6
8.	SEPARATE MEETINGS	6
9.	EVALUATION MECHANISM	7
10.	CODE OF CONDUCT	7

Gokul Agro Resources Limited (CIN-L15142GJ2014PLC080010)	Code for Independent Directors	Prepared by : Secretarial Dept. Last Amendment/ : February 5, 2026 review date by Board
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1. OBJECTIVE

The Code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of Independent Directors.

2. APPLICABILITY

This Code of Conduct shall apply to all Independent Directors of the Gokul Agro Resources Limited **(the “Independent Directors”)**.

Terms used but not defined herein shall bear the same meaning as ascribed to the same in the relevant provisions of the Companies Act, 2013 and Rules made thereunder.

3. GUIDELINES OF PROFESSIONAL CONDUCT

An Independent director shall:

- uphold ethical standards of integrity and probity;
- act objectively and constructively while exercising his duties;
- exercise his responsibilities in bona fide manner in the interest of the Company;
- devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- 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;
- refrain from any action that would lead to loss of his independence;
- where circumstances arise, which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- assist the Company in implementing the best corporate governance practices;
- shall not engage in any activity that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company;

- shall respect the confidentiality of data and information made available to them from time to time. Such respect for confidentiality shall also continue after such person ceases to hold office as an Independent Director.

4. ROLE AND FUNCTIONS

The Independent Directors 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;
- bring an objective view in the evaluation of the performance of board and management;
- scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- safeguard the interests of all stakeholders, particularly the minority shareholders;
- balance the conflicting interest of the stakeholders;
- 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;
- moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

5. DUTIES

The Independent Directors shall:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- 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;

- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the Company;
- 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;
- keep themselves well informed about the Company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 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;
- 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;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- 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;
- shall adhere to SEBI (Prohibition of Insider Trading) Regulations, 2015

6. MANNER OF APPOINTMENT

- 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.

- The appointment of independent director(s) of the Company shall be approved at the meeting of the shareholders.
- 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 Companies Act, 2013 and Rules made thereunder and that the proposed director is independent of the management.
- The terms and conditions of appointment of Independent Directors shall also be posted on the Company's website

7. RESIGNATION OR REMOVAL

- The resignation or removal of an independent director shall be in the same manner as is provided in Sections 168 and 169 of the Companies, Act 2013 and the Rules made thereunder.
- An independent director who resigns or is removed from the Board of the Company shall be replaced by a new independent director within 3 months from the date of such resignation or removal, as the case may be.
- 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.

8. SEPARATE MEETINGS

- 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;
- All the Independent Directors of the Company shall strive to be present at such meeting; and
- The meeting shall:
 - review the performance of the Board as a whole;
 - review the performance of the Chairperson and other executive directors and non-executive directors;

- evaluate the performance of various Committees of the Board.

9. EVALUATION MECHANISM

- The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated;
- 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.

10. CODE OF CONDUCT

The Code of Conduct for Directors and Senior Management shall be applicable to the Independent Directors as well.
