

# CORPORATE GOVERNANCE POLICY

**Oriental Trimex Limited**

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## 1. Objective

The objective of this Corporate Governance Policy is to ensure that **Oriental Trimex Limited** is governed in a transparent, ethical, responsible and fair manner, thereby enhancing stakeholder confidence and ensuring long-term value creation.

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## 2. Scope & Applicability

This policy shall apply to:

- Board of Directors
  - Committees of the Board
  - Key Managerial Personnel (KMPs)
  - Senior Management
  - Employees of the Company
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## 3. Governance Philosophy

The Company believes that strong corporate governance is fundamental to achieving sustainable growth.

The Company is committed to:

- Transparency in decision-making
- Accountability at all levels
- Compliance with applicable laws and regulations
- Protection of stakeholder interests

The Company follows the principles laid down under the **Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations**, and other applicable laws.

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## 4. Board of Directors

### 4.1 Composition



The Board shall consist of an appropriate mix of:

- Executive Directors
- Non-Executive Directors
- Independent Directors

The composition of the Board shall be in compliance with applicable statutory and regulatory requirements.

#### **4.2 Roles & Responsibilities**

The Board shall:

- Provide strategic guidance and direction
- Oversee management performance
- Ensure integrity of financial reporting
- Monitor risk management and internal control systems
- Safeguard the interests of shareholders and other stakeholders

### **5. Board Committees**

The Company shall constitute the following committees as per law:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Any other committee as may be required

Each committee shall function in accordance with its approved **Charter and Terms of Reference**.

### **6. Management Responsibility**

The Management shall:

- Implement the policies and decisions of the Board
- Conduct business operations ethically and efficiently
- Ensure proper internal controls and reporting mechanisms
- Maintain compliance with applicable laws

### **7. Ethical Conduct**



- The Company follows a separate **Code of Conduct**
- All Directors, KMPs and employees shall adhere to high ethical standards
- Any conflict of interest must be disclosed promptly

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## 8. Transparency & Disclosure

The Company ensures:

- Timely and accurate disclosure of financial and non-financial information
- Compliance with statutory disclosure requirements
- Open communication with stakeholders

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## 9. Risk Management

- The Company has a structured Risk Management framework
- Risks relating to operations, finance, legal, safety and environment are identified and mitigated
- The Board periodically reviews risk management practices

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## 10. Whistle Blower Mechanism

- The Company provides a secure mechanism for reporting unethical or improper conduct
- Whistle blowers shall be protected against retaliation
- Complaints shall be dealt with confidentially

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## 11. Stakeholder Relationship

The Company recognizes the rights of:

- Shareholders
- Employees
- Customers
- Vendors
- Government and regulatory authorities

Stakeholder grievances shall be addressed promptly and fairly.



## **12. Compliance with Laws**

The Company shall comply with all applicable:

- Laws
- Rules
- Regulations
- Standards and guidelines

Non-compliance shall be treated as a serious violation.

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## **13. Review & Amendment**

This policy shall be:

- Approved by the Board of Directors
  - Reviewed periodically
  - Amended as required to comply with legal or business changes
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**For Oriental Trimex Limited**

