



PATEL INTEGRATED LOGISTICS LIMITED

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT



1. Introduction

This Code of Conduct (“Code”) has been adopted by the Board of Directors of **Patel Integrated Logistics Limited (“the Company”)** to ensure high standards of ethical conduct, transparency, and accountability in the functioning of the Board and Senior Management.

This Code is in compliance with the provisions of:

- The Companies Act, 2013
 - SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)
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2. Applicability

This Code shall apply to:

- All Directors (including Independent Directors)
 - Key Managerial Personnel (KMP)
 - Senior Management Personnel (one level below the Board, including functional heads)
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3. Principles of Conduct

The Directors and Senior Management shall:

3.1 Integrity and Ethics

- Act honestly, ethically, and with integrity
- Maintain high standards of professionalism
- Act in the best interest of the Company and its stakeholders

3.2 Duties and Responsibilities

- Exercise due care, skill, diligence, and independent judgment
 - Ensure proper stewardship of the Company
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4. Conflict of Interest

- Avoid any situation that may lead to conflict between personal interest and Company interest
 - Disclose any actual or potential conflict to the Board/Chairman
 - Refrain from participating in decisions where conflict exists
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5. Compliance with Laws and Regulations

- Comply with all applicable laws, including:
 - Companies Act, 2013
 - SEBI LODR Regulations
 - Other applicable statutory laws
 - Ensure adherence to internal policies and procedures
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6. Confidentiality of Information

- Maintain confidentiality of Company information
 - Not disclose any unpublished price sensitive information (UPSI)
 - Use Company information strictly for official purposes
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7. Insider Trading

- Strictly comply with SEBI (Prohibition of Insider Trading) Regulations
 - Not trade in Company securities based on UPSI
 - Follow the Company's Insider Trading Code
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8. Protection and Proper Use of Company Assets

- Safeguard Company assets and resources
 - Prevent misuse, damage, or unauthorized use
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9. Fair Dealing

- Deal fairly with customers, vendors, competitors, and employees
- Avoid manipulation, misrepresentation, or unfair practices



10. Corporate Opportunities

- Not exploit opportunities discovered through Company position for personal benefit.
 - Such opportunities shall be offered to the Company.
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11. Whistleblower Mechanism

- Encourage reporting of unethical conduct or violations
 - Ensure protection against victimization
 - Use the Company's Vigil Mechanism for reporting concerns
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12. Duties of Independent Directors

Independent Directors shall:

- Uphold ethical standards and integrity
 - Exercise objective and unbiased judgment
 - Safeguard interests of minority shareholders
 - Ensure adequate deliberation on matters before the Board
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13. Accountability

- Be accountable for decisions and actions
 - Ensure effective internal control and risk management systems
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14. Disclosure and Transparency

- Ensure timely and accurate disclosures as required under SEBI LODR
 - Promote transparency in financial and operational reporting
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15. Affirmation and Compliance

- All Directors and Senior Management shall affirm compliance annually



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- The Annual Report shall contain a declaration signed by the CEO/Managing Director confirming compliance
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16. Amendment of the Code

- The Board reserves the right to amend this Code
 - Any amendments shall be promptly communicated
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17. Non-Compliance

- Violations of this Code may result in disciplinary action
 - Serious breaches may lead to removal and/or legal proceedings
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ANNEXURE - ANNUAL COMPLIANCE DECLARATION

To,
The Company Secretary
Patel Integrated Logistics Limited

I, _____, hereby confirm that I have read and understood the Code of Conduct for Board of Directors and Senior Management of Patel Integrated Logistics Limited and affirm that I have complied with the provisions of the Code during the financial year _____.

Signature:
Name:
Designation:
Date:

For Annual Report Disclosure

Declaration by CEO/MD

I hereby confirm that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year _____.

For Patel Integrated Logistics Limited

Name:
Designation (CEO/MD):
Date: