

## **CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

This Code of Conduct has been adopted by the Company to comply with the applicable rules of the Stock Exchanges where securities of the Kinetic Trust Limited are listed i.e. The Stock Exchange, Mumbai. The Company is committed to conducting its business in accordance with the applicable laws, rules and regulations. Each of the Director and Senior Management personnel is expected to comply with the letter and spirit of this Code. The principal duty of the Board of Directors and the Senior Management personnel is to ensure that the Company is well managed in the interests of its shareholders and stakeholders. The Board of Directors plays the central role in the Company's governance.

### **Applicability**

This Code is applicable to the following persons:

- Our principal executive officer,
- Our principle financial officer,
- Our principal accounting officer or controller, and
- All professionals serving in the roles of finance, tax, accounting, treasury, internal audit, financial analyst and investor relations. Further this includes all members of the senior management, the members of Audit Committee and investor grievance committee and members of Board of Directors of the Company.

### **Good Corporate Citizenship**

As per the Company's policy in the conduct of the Company's business, the practice of good corporate citizenship is a prerequisite and includes the following:

#### ***1. Dealing with People in the Organisation***

While dealing with each other, directors, senior management and employees shall adhere to the values such as trust, teamwork, mutuality, meritocracy, objectivity, self-respect and human dignity. The Selection, recruitment and performance appraisal policy of the Company is based on the norms of meritocracy and suitability.

#### **2. A Gender Friendly Workplace**

The Company is highly committed to a gender friendly workplace. It encourages equal opportunities for men and women, prevent/redress sexual harassment at the workplace and develop good employment practices. Sexual harassment includes unwelcome sexually determined behaviour such as: unwelcome physical contact; a demand or request for sexual favours; sexually coloured remarks; showing pornography and any other unwelcome physical, verbal or non-verbal conduct of a sexual nature.

All employees are free to report to report any harassment concerns and offensive conduct to the management and the management is quick to respond to employee grievance s about harassment or other unwelcome and offensive conduct.

The Company encourages and reveals professional behaviour and respectful treatment of all employees

### **3. Relationships with Customers**

All directors, senior management personnel and employees shall ensure that in their dealings with customers, the Company's interests are never compromised.

#### **Compliance**

In carrying out their duties and responsibilities, Directors and Senior Management personnel should comply and endeavour to ensure that the management is causing the Company to comply with applicable laws, rules and regulations. In addition, if any Director or Senior Management personnel becomes aware of any information that he or she believes, constitutes evidence of a material violation of any securities or other laws, rules or regulations applicable to the Company or the operation of its business, by the Company, any employee or another Director, then such Director or Senior Management Personnel should bring such information to the attention of the Board of Directors or the Chairman of the Audit Committee

#### **Personal Conduct**

All directors, Senior Management Personnel and employees shall conduct their activities with honesty, integrity and fairness. All Directors, Senior Management Personnel and employees will act in good faith, responsibility with due care, competence and diligence. Directors will act in the best interests of the Company and fulfill their fiduciary obligations. They are expected to demonstrate consummate personal conduct through adherence to the following:

##### **1. Avoidance of Conflict of Interest**

All directors, senior management and employees must avoid situations in which their personal interest could conflict with the interest of the Company. Conflicts can arise in many situations and at times, it is not easy to provide comprehensive guidance but the guiding principle is that conflict, if any, or potential conflict must be disclosed to higher management for appropriate guidance and action. Set forth, are some of the common circumstances that may lead to a conflict of interest, actual or potential:

## **2. Business Interests**

While considering investing in any customer, developer or competitor of the Company, a director, senior management personnel or employee must first ensure that such investment do not compromise on their responsibilities to the Company. Before making such an investment the director, senior management personnel or employee must obtain the approval of Audit Committee. The factors such as quantum and nature of investment, the concerned person's ability to influence the Company's decisions, his or her access to the confidential information of the Company should be taken into consideration while determining whether a conflict exists.

## **3. Related Parties**

A Director, Senior Management Personnel or an employee should evade conducting Company business with his or her relative or with a business in which a relative is materially associated. The Company also discourages the employment of relatives within the same department and in positions that have a financial dependence or influence. In general relatives includes spouse, siblings, parents, children, grandparents, grandchildren, cousins, nieces, nephews step relationships and in-laws.

## **4. Transparency and Auditability**

All directors, senior management and employees shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security state otherwise. It shall be indispensable to ensure that all areas of operation and the conduct of activities is totally auditable.

## **5. Payments or gifts from others**

No director, senior management personnel or employee should accept, receive or offer, directly or indirectly, any payment, gift, promise to pay, authorization to pay or anything of value from customers, consultants, competitors etc. which are intended or perceived to be intended to influence directly or indirectly company's business decisions, any act or failure to act, any commitment of fraud, or opportunity for the commitment of any fraud. However nominal gifts of commemorative nature, for special events may be accepted and reported to the Audit Committee.

## **Confidentiality of Information**

Any information concerning the Company's business, its clients or other related parties which is not in the public domain and to which the director has access or possesses such

information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. Confidential information also includes any information relating to the Company's business and affairs that results in or would reasonably be expected to result in a significant change in market value of the Company's securities or any information that a reasonable investor would consider significant in making an investment decision. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of any Director or Senior Management Personnel or anyone other than the Company. No director shall provide any information either formally or informally to the press or any other publicity media, unless specifically authorized.

### **Company Facilities**

No director, senior management and employee shall misuse Company facilities except where such facilities have been specifically provided for personal use, Company's facilities shall not be used for personal use. Even in their use for Company purposes, care shall be exercised to ensure that costs are reasonable and there is no wastage.

### **Disclosure Standards**

The Company shall make full, fair, accurate, timely and meaningful disclosures in the periodic reports required to be filed with Government and Regulatory agencies. The members of Core Management of the Company shall initiate all actions deemed necessary for proper dissemination of relevant information to the Board of Directors, Auditors and other Statutory Agencies, as may be required by applicable laws, rules and regulations.

### **Violation of the Code**

Any failure of a director, senior management personnel and employees to comply with the Code of Conduct will result in referring his/her actions/omissions to the Board of Directors. The Board will consider the reference and take such remedial action as deemed fit by it. The decision of the Board shall be final and will be communicated to the concerned director, senior management personnel or employee.

### **Periodic review**

The code is subject to the periodic review, updation and modification. It terms of clause 49 of the listing agreement all Board members and Senior Management Personnel shall within 30 days of close of every financial year affirm compliance with the Code. The Annual Compliance Report shall be forwarded to the Compliance Officer of the Company. New directors shall give such affirmation at the time when their directorship begins.

### **No rights Created**

This Code set forth guidelines for conduct for the Board of Directors, Senior Management Personnel and employees. It is not intended to or does it create any right in favour of any Director or Senior Management Executive, client, supplier, customer, shareholder, or any other person or entity.

**Deviation / Waiver**

Any deviation/waiver from this Code can only be effected on the sole and absolute discretionary authority of the Board of Directors or any person/Committee designated by the Board of Directors for this purpose.