KINETIC TRUST LIMITED

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

CIN: L67120PB1992PLC012532
Registered Office: 527-R, City Tower, 2nd Floor, Model Town, Ludhiana, Punjab – 141002
Corporate Office: 1406, 14th Floor, Vikram Tower, Rajendra Place, New Delhi – 110008

1. PREAMBLE

Kinetic Trust Limited ("the Company") is committed to conducting its business in accordance with the highest standards of integrity, transparency, accountability, professionalism and ethical behaviour.

This Code of Conduct ("the Code") establishes the standards of conduct expected from the members of the Board of Directors and Senior Management Personnel of the Company. It is intended to promote ethical decision-making, responsible management, compliance with applicable laws and protection of the interests of the Company and its stakeholders.

This Code has been framed with reference to Regulation 17(5) and Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Companies Act, 2013, including Schedule IV applicable to Independent Directors, and other applicable statutory and regulatory requirements.

2. APPLICABILITY

This Code shall apply to:

a. All members of the Board of Directors of the Company, including Executive Directors, Non-Executive Directors and Independent Directors.

b. Senior Management Personnel of the Company, as defined under the applicable provisions of the SEBI LODR Regulations.

All persons covered by this Code shall familiarise themselves with its provisions and comply with its requirements.

3. GENERAL PRINCIPLES OF CONDUCT

Every person covered by this Code shall:

a. Act honestly, ethically, fairly and in good faith in all dealings concerning the Company.

b. Perform duties with due care, diligence, skill, independence and professional judgement.

c. Act in the best interests of the Company and its shareholders, while having due regard to the interests of employees, customers, creditors, regulators and other stakeholders.

d. Comply with all applicable laws, rules, regulations, regulatory directions and internal policies.

e. Avoid conduct that may adversely affect the reputation, credibility or lawful interests of the Company.

f. Promote a culture of transparency, accountability, respect and responsible corporate governance.

g. Refrain from any activity involving fraud, corruption, bribery, misrepresentation or other unlawful or unethical practices.

4. DUTIES AND RESPONSIBILITIES OF DIRECTORS

Every Director shall discharge the duties prescribed under Section 166 of the Companies Act, 2013 and other applicable provisions of law.

In particular, every Director shall:

a. Act in accordance with the Company's Articles of Association and applicable laws.

b. Act in good faith to promote the objects of the Company for the benefit of its members as a whole and in the best interests of the Company, its employees, shareholders, the community and the protection of the environment.

c. Exercise duties with due and reasonable care, skill, diligence and independent judgement.

d. Avoid situations in which the Director's direct or indirect interests conflict, or may conflict, with the interests of the Company.

e. Not achieve or attempt to achieve any undue gain or advantage for himself or herself, or for relatives, partners or associates.

f. Disclose any concern or interest in a contract or arrangement in accordance with applicable law.

g. Not assign the office of Director, and comply with the statutory restrictions applicable to the office.

h. Participate constructively in Board and committee meetings and devote adequate time and attention to the affairs of the Company.

i. Seek appropriate information and clarification before taking decisions on material matters.

j. Exercise oversight over the Company's financial reporting, risk management, internal controls and compliance systems.

5. ADDITIONAL DUTIES OF INDEPENDENT DIRECTORS

Independent Directors shall comply with the duties, responsibilities and guidelines set out in Section 149 and Schedule IV of the Companies Act, 2013, as applicable.

They shall:

a. Uphold ethical standards of integrity and probity.

b. Act objectively and constructively while exercising their duties.

c. Safeguard the interests of all stakeholders, particularly minority shareholders.

d. Satisfy themselves regarding the integrity of financial information and the adequacy of financial controls and risk management systems.

e. Report concerns regarding unethical behaviour, actual or suspected fraud, or violations of the Company's code of conduct.

f. Exercise appropriate oversight over management performance.

g. Ensure that their independence is not compromised and promptly inform the Board of circumstances that may affect their status as Independent Directors.

h. Refrain from conduct that could impair their independent judgement.

6. RESPONSIBILITIES OF SENIOR MANAGEMENT PERSONNEL

Senior Management Personnel shall:

a. Implement the Company's business plans and policies in an ethical and lawful manner.

b. Ensure that employees under their supervision are aware of applicable policies and compliance obligations.

c. Maintain accurate business, accounting and financial records.

d. Ensure timely escalation of material risks, irregularities, suspected fraud and regulatory concerns to the appropriate authority.

e. Protect the Company's assets, funds, confidential information and business interests.

f. Avoid misuse of their position, authority or access to information for personal gain.

g. Disclose material financial and commercial transactions in which they have a personal interest that may create a potential conflict with the interests of the Company.

h. Cooperate with lawful internal reviews, audits, investigations and regulatory examinations.

i. Ensure that business decisions are supported by appropriate information, approvals and documentation.

7. CONFLICT OF INTEREST

Every person covered by this Code shall avoid actual, potential or perceived conflicts between personal interests and the interests of the Company.

A conflict of interest may arise from, among other things:

a. Having a financial or other interest in an entity that deals with the Company.

b. Engaging in outside employment, consultancy or business activities that interfere with duties to the Company.

c. Participating in decisions involving relatives, associates or entities in which the person has an interest.

d. Receiving benefits, commissions, gifts or hospitality that could improperly influence business judgement.

e. Using information or opportunities obtained through the person's position for personal benefit.

Any actual or potential conflict shall be disclosed promptly to the Board, the Chairperson of the Board, the Audit Committee or another appropriate authority, as applicable.

The concerned person shall not participate in deliberations or decisions where abstention is required under applicable law or directed by the appropriate authority.

8. CONFIDENTIALITY AND PROTECTION OF INFORMATION

Directors and Senior Management Personnel shall protect confidential and proprietary information concerning the Company, its business, customers, employees, investors and counterparties.

Confidential information shall not be disclosed or used for personal benefit or for the benefit of any other person except where authorised or legally required.

The obligation to maintain confidentiality shall continue after the person ceases to hold office or employment, subject to applicable law.

All persons shall comply with the Company's information security, record-retention and data-protection requirements.

9. INSIDER TRADING AND SECURITIES DEALINGS

Persons covered by this Code shall comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Company's applicable code of conduct and internal policies.

They shall not:

a. Trade in the Company's securities while in possession of unpublished price-sensitive information, except as permitted by law.

b. Communicate unpublished price-sensitive information except for legitimate purposes, performance of duties or discharge of legal obligations.

c. Counsel or procure another person to trade in securities in violation of applicable law.

d. Misuse confidential or price-sensitive information for personal gain or for the benefit of another person.

All required disclosures, trading approvals and other compliance procedures shall be followed.

10. FAIR DISCLOSURE AND FINANCIAL INTEGRITY

The Company is committed to accurate, complete, timely and fair disclosure of material information in accordance with applicable law.

Directors and Senior Management Personnel shall ensure that information provided for financial statements, regulatory filings, stock exchange disclosures and other public communications is accurate and not misleading.

No person shall knowingly conceal material information, falsify records, manipulate financial information or make unauthorised statements on behalf of the Company.

All financial and business records shall be maintained accurately and in accordance with applicable accounting standards and statutory requirements.

11. COMPLIANCE WITH APPLICABLE LAWS AND REGULATORY DIRECTIONS

All persons covered by this Code shall comply with the laws and regulatory requirements applicable to the Company, including, wherever relevant:

a. The Companies Act, 2013 and the rules made thereunder.

b. The SEBI LODR Regulations and other applicable SEBI regulations.

c. Applicable requirements of the Reserve Bank of India governing the Company in its capacity as a non-banking financial company.

d. Applicable accounting, taxation, anti-money laundering and financial reporting requirements.

e. Laws concerning prevention of fraud, corruption, bribery and other unlawful practices.

f. Applicable workplace conduct, employment, health and safety requirements.

Any suspected violation of law or regulatory direction shall be promptly reported through the appropriate internal reporting channel.

12. PROTECTION OF COMPANY ASSETS

Company assets, funds, property, equipment, records, intellectual property and information systems shall be used responsibly and primarily for authorised business purposes.

No person shall misuse, misappropriate, remove, transfer or dispose of Company assets without proper authority.

All persons shall take reasonable steps to prevent loss, theft, misuse, unauthorised access or damage to Company assets.

13. GIFTS, HOSPITALITY AND IMPROPER BENEFITS

No person covered by this Code shall solicit or accept any gift, payment, favour, hospitality or other benefit that may improperly influence, or appear to influence, the performance of duties.

Reasonable customary business hospitality may be accepted only where lawful, transparent and consistent with the Company's internal policies.

Any offer or request that may constitute bribery, corruption or an improper inducement shall be declined and reported to the appropriate authority.

14. RESPECTFUL AND PROFESSIONAL WORKPLACE

Directors and Senior Management Personnel shall promote a professional workplace based on dignity, fairness, respect and non-discrimination.

Harassment, intimidation, bullying, unlawful discrimination, retaliation and abusive conduct shall not be tolerated.

All persons shall comply with applicable workplace policies and legal requirements, including those relating to prevention of sexual harassment, wherever applicable.

15. VIGIL MECHANISM AND REPORTING OF VIOLATIONS

Any person covered by this Code who becomes aware of a suspected violation, fraud, unethical conduct or other serious irregularity shall report the matter through the Company's Vigil Mechanism / Whistle Blower Policy.

Concerns may be reported through the designated channel:

Email: compliance.ktl@gmail.com

Reports may also be submitted in accordance with the reporting procedure prescribed in the Company's Vigil Mechanism / Whistle Blower Policy.

The Company shall provide safeguards against victimisation of persons who report genuine concerns in good faith. Complaints shall be handled confidentially to the extent reasonably practicable and investigated in accordance with the applicable policy and law.

16. DISCLOSURE OF INTERESTS AND TRANSACTIONS

Directors and Senior Management Personnel shall make all declarations, disclosures and filings required under applicable law and Company policies.

Senior Management Personnel shall disclose material financial and commercial transactions in which they have a personal interest that may create a potential conflict with the interests of the Company.

The Company shall maintain relevant records and obtain approvals for related party transactions and other matters wherever required under applicable law.

17. COMPLIANCE AND CONSEQUENCES OF VIOLATION

Every person covered by this Code is responsible for understanding and complying with its provisions.

Any suspected violation shall be reported to the appropriate authority and may be examined in accordance with the Company's applicable procedures.

Depending on the nature and severity of the violation, the Company may take appropriate action in accordance with applicable law, the terms of appointment or employment, and the Company's internal policies.

Where required, the matter may be reported to the relevant regulatory or law-enforcement authority.

18. ANNUAL AFFIRMATION

All members of the Board of Directors and Senior Management Personnel shall affirm compliance with this Code on an annual basis in accordance with Regulation 26(3) of the SEBI LODR Regulations.

The Company shall maintain appropriate records of such affirmations.

The Annual Report shall contain the declaration or disclosure required under applicable law, including the applicable declaration by the Chief Executive Officer or Managing Director, where required.

19. AMENDMENT AND REVIEW

The Board of Directors may review and amend this Code from time to time to reflect changes in applicable laws, regulations, regulatory directions or the Company's governance practices.

Any amendment shall be approved by the Board and communicated to the persons covered by this Code.

Where any provision of this Code conflicts with applicable law, the statutory or regulatory requirement shall prevail.

20. EFFECTIVE DATE

This Code shall become effective from the date of approval by the Board of Directors of Kinetic Trust Limited and shall remain in force until amended or replaced.