

**CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT
PERSONNEL OF KESAR ENTERPRISES LIMITED**

Date of revision by the Board of Directors: 13.02.2025

A. Introduction

Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Regulations”) mandates the board of directors of a listed entity to lay down a code of conduct for all members of board of directors and senior management of the listed entity.

Further, Regulation 26 (3) of the Regulations provides that all members of the board of directors and senior management personnel shall affirm compliance with the code of conduct of board of directors and senior management on an annual basis.

B. Objective of this Code

This Code envisages that the Board of Directors of the Company and Senior Management Personnel should act within the framework of and in compliance with the applicable laws.

The purpose of this Code is to enhance integrity, ethics & transparency in governance of the Company, and thereby to reinforce the trust and confidence reposed in the Management of the Company by the shareholders and other stakeholders. The Board Members and Senior Management Personnel are expected to familiarize themselves with this Code and to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.

C. Applicability

This Code shall be applicable to the following persons:

- a) All Whole-time Directors including the Chairperson and Managing Director of the Company;
- b) All Non Whole-time Directors including Independent Directors unless specifically exempted from provisions of this Code;
- c) All Senior Management Personnel* of the Company.

For the purpose of this code, “Senior Management Personnel” shall mean the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the Company*.

A Director, whether Whole-Time or not shall be referred to as ‘Board Member’ hereinafter.

D. General Duties of Directors and Senior Management Personnel

1. Board Member and any of senior management personnel shall act in accordance with the articles of association of the Company.
2. Board member and any of senior management personnel shall act in good faith in order to promote the objects of the Company for the benefits of its members as a whole and in the best interests of the Company, its employees, shareholders, the community and the protection of environment.
3. Board member and any of senior management personnel shall exercise his duties with due and reasonable care, skill, due diligence and shall exercise independent judgment.
4. Board member and any of senior management personnel shall ensure that private or personal financial interests never influence their decisions and they never use their positions as members of the Board or senior management for personal gain of any sort.
5. Board member and any of senior management personnel shall not involve in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict with the interest of the Company.
6. Board member and any of senior management personnel shall disclose precisely any direct or indirect pecuniary interest or other interest which is not pecuniary but which could influence judgement or give the impression that the Board member or member of the senior management was acting for personal motives.
7. Board member and any of senior management personnel shall withdraw from any discussion at the board meeting or management committee meeting during which the member could be regarded as having an interest.

If during a Board meeting an item arises in which a Board Member could be regarded as having an interest, she/he should declare an interest and withdraw from the Board meeting for the duration of that item (unless requested by the Board to remain during that time) and shall not participate in any discussion or vote. If Board member or any of senior management personnel considers that another member of the Board/senior management has such an interest, she/he has the duty to raise it in Board meeting / meeting of the senior management.

8. Board member and any of senior management personnel shall never accept gifts or accept or give entertainment in a lavish/extravagant way. Extreme caution should be exercised where an offer of gift, favour or hospitality is made personally to a Board member/ member of the senior management by any vendor or associate of the company and should be reported to the Board and to be recorded in the Register.
9. Board member and any of senior management personnel shall not gain any special advantage by virtue of being a member of the Board/senior management. If he/she uses the services of the consultant, contractor, professional adviser or other individual or firm that also works for the Company, such an arrangement should be declared to the Board.
10. Board member and any of senior management personnel shall not achieve or attempt to achieve any undue gain or advantage either to himself/herself or his/her relatives, partners, or associates.
11. Board member and any of senior management personnel shall not use IT system of the Company for purposes that may be regarded as derogatory, defamatory or obscene or otherwise considered irresponsible and/or compromise the protection and security of IT systems.
12. Board member and any of senior management personnel shall comply with policy of the company pertaining to related party transactions.
13. Board member and any of senior management personnel shall ensure workplace free of discrimination & harassment based on race, colour, religion, caste, age, gender, nationality, origin, disability, veteran status, or any other biases.
14. Board member and any of senior management personnel shall not assign his/her office and any assignment so made shall be void.
15. Board member and any of senior management personnel shall not trade in securities of the Company in contravention of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Code of Insider Trading formulated by the Company. They shall also provide periodic disclosures to the Company as required under SEBI (Prohibition of Insider Trading) Regulations, 2015.

16. All Board Members and senior management personnel shall also abide by the duties, as prescribed under section 166 & other applicable provisions of the Companies Act, 2013.

E. Guidelines of Professional Conduct for Independent Directors

An independent director shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising his duties;
3. exercise his responsibilities in a bona fide manner in the interest of the company;
4. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. 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;
7. refrain from any action that would lead to loss of his independence;
8. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board of Directors accordingly;
9. assist the company in implementing the best corporate governance practices;

F. Role and functions of Independent Directors

The independent directors shall:

- a. 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;
- b. bring an objective view in the evaluation of the performance of board and management;
- c. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- d. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;

- e. safeguard the interests of all stakeholders, particularly the minority shareholders;
- f. balance the conflicting interest of the stakeholders;
- g. 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;
- h. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

G. Specific Duties of Independent Directors

The independent directors shall—

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. 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;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. 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;
7. keep themselves well informed about the company and the external environment in which it operates;
8. not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. 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;

10. 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;
11. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. 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.

In addition to the above, the Independent Directors shall also abide by the duties, as specified in Schedule IV to the Companies Act, 2013.

H. Equal Opportunities

Board members and members of the senior management should at all times have regard to the company's equal opportunities policies and practices and at all times, act in the best interests of the Company and in accordance with this Code.

I. Use of Facilities

Board members and members of the senior management should never use the facilities and services provided by the Company for personal use or gain undue advantage by utilising contacts made by the Company for private or own business use.

J. Register of Interest

The Company Secretary shall maintain a Register of Declaration of Interests of individuals, Board members who disclose their employment, positions of public responsibility, membership of various committees, membership of various associations and any other such financial interests they or their direct family/close relatives or close associates may have, which relate to the work of the Company.

K. Conduct of Board meetings

1. Board members should arrive punctually, to enable the prompt commencement of the meetings.
2. All Board papers should be read in advance of the meeting and treated as strictly confidential. Where a Board member has an item which he/she wishes to be raised during the meeting his/her request must be submitted to the Chair, prior to commencement of the meeting, or during the meeting, at the Chair's discretion.

3. The Board of Directors must approve the time agenda at the beginning of the meeting and make an effort to adhere to it. Notwithstanding the agreed time agenda, the Chair of the meeting may, at his or her discretion, terminate or extend debate.
4. Where there are competing resolutions on the same subject matter, the Chair of the meeting will decide what resolutions and in what order they will be tabled.
5. All resolutions must have a proposer and a seconder.
6. Once a resolution has been voted on and passed or rejected by the Board, no Board member can further pursue any debate on that matter. She/he may request that his/her specific objections be recorded in the minutes. However, the matter may be tabled in the future as a separate agenda item and dealt with in the same manner as any other agenda item.
7. Any Board member wishing to speak on a particular topic must indicate to the Chair, by way of a raised hand, that she/he requests an opportunity to do so. The Chair must then indicate the order in which various members will speak.
8. During Board proceedings, no Board member shall use threatening behaviour, violence, obscene language or racist/sexist behaviour or threats or otherwise disrupt meetings of the Board.

The above-mentioned principles shall also be applicable to meetings of any committee of the Board of Directors, to the extent possible.

L. Confidentiality

Board members and members of the senior management should:

1. Not disclose information, including addresses of Board members/ members of the senior management, without first obtaining the individual's permission. The only exception to this is in response to statutory duty or emergency request by the statutory authorities or in circumstances which might be life threatening.
2. Not do or say anything, which might be construed as damaging the credibility or integrity of the Board of the Directors or the Company.
3. Shall adhere to any reasonable instructions or guidance approved by the Board of Directors for Board members relating to confidentiality.

M. Protection of Assets

The Board Members and Senior Management Personnel of the Company shall protect the assets including physical assets, information and intellectual rights of the Company and shall not use the same for personal gains.

N. Health, Safety and Environment

The Directors and Senior Management Personnel of the Company shall provide safe and healthy working environment, prevent wasteful use of natural resources and shall ensure minimum impact on the ecological environment of the use and disposal of any material. They shall also ensure that the Company complies with all the applicable environment protection laws.

O. Compliance of Law (s)

The Board Members and Senior Management Personnel shall comply with all laws, rules and regulations as applicable including those relating to the business of the Company.

P. Breach of Code of Conduct

1. Where a Board member is in serious breach of any aspects of this Code of conduct, action may be initiated for his removal by the Board of the Directors in accordance with law or such other action may be taken as may be deemed fit by the Board in accordance with applicable laws.
2. Any Board Member in breach of the section on conduct at meetings under this Code may be suspended from the meeting and from future meetings.
3. If any member of senior management violates this Code of conduct, he /she may be removed from office in accordance with law or such other action may be taken as may be deemed fit by the Board of Directors in accordance with applicable laws.

Q. Amendments to the Code

This Code is expected to be a living document. The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time and all such amendments/ modifications shall take effect from the date stated therein. All Directors and Senior Management personnel shall be duly informed of such amendments and modifications.

R. Placement of the Code on Website

This Code and any amendment thereto shall be hosted on the website of the Company.

S. Enforcement of Code of Conduct

1. Company Secretary shall be the Compliance Officer for the purpose of this Code.
2. Each Board Member and Senior Management Personnel shall be accountable for fully complying with this Code.
3. Compliance Officer shall report breach of this Code, if any, which comes to his notice, to the Board of Directors of the Company.
4. The Company shall ensure confidentiality and protection to any person who has, in good faith, reported a violation or as suspected violation of law or of this Code or other Company policies, or to any person who is assisting in any investigation or process with respect to such a violation.