

D S KULKARNI DEVELOPERS LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

1. PREFACE:

The Board of Directors and the Senior Management of the Company must act within the purview of authority conferred upon them, and with a duty to make informed decisions and policies in the best interest of the Company and its shareholders and stakeholders.

In compliance with Regulation 17(5) and related requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), this Code of Conduct for Directors and Senior Management (**“Code”**) has been formulated and adopted by the Board to ensure that the highest standards of transparency, business conduct, ethics and corporate governance are maintained with respect to the Company.

2. APPLICABILITY:

The Code shall be applicable to the Directors and Senior Management of the Company.

3. DEFINITIONS:

- a) “Board” means Board of Directors of the Company.
- b) “Company” means D S Kulkarni Developers Limited.
- c) “Director” means a Director appointed to the Board of the Company.
- d) “Key Managerial Personnel” shall mean key managerial personal as defined in section 2(51) of the Companies Act, 2013.
- e) “Senior Management” shall mean personnel of the Company who are members of its core management team excluding the Board and shall comprise all members of management one level below the Executive Directors, including all Key Managerial Personnel and functional heads.

Terms that have not been defined in this Code shall have the same meaning assigned to them in the Companies Act, 2013 and/or Securities and Exchange Board of India (“SEBI”) Act, 1992 and/or the Listing Regulations and/or any other SEBI regulation(s) as amended from time to time.

4. CONDUCT OF DIRECTORS AND SENIOR MANAGEMENT:

4.1 Honesty, Integrity, Responsibility & Accountability

All Directors and Senior Management shall act:

- honestly, fairly, ethically and with integrity;

- with responsibility, competence, diligence and with full accountability for their action;
- in a professional, courteous and respectful manner.

All the Directors shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgement to be subordinated. All Directors and Senior Management shall act in the best interest of the Company and shall always endeavour to devote sufficient time and attention to the Company and fulfil their obligations towards the Company and to fulfil their fiduciary duties diligently.

4.2 Compliance with applicable laws and the Company's policies

The Directors and Senior Management are required to comply with all applicable laws, rules and regulations. Further they shall also comply with the codes and policies of the Company to the extent applicable to them.

In order to assist the Company in promoting lawful and ethical behaviour, Directors and Senior Management must report any possible violation of law, rules, regulations, fraud or behaviour that is violative of the Code of Conduct to the Company Secretary.

4.3 No Discrimination and Harassment

The Company is committed to ensuring a safe and healthy work environment that is free from discrimination. The Directors and Senior Management shall be expected to conduct themselves as per the highest standards of professionalism and propriety and any acts of discrimination or harassment shall be dealt with strictly by the Board.

4.4 Financial Reporting

The Company is committed to ensuring that its financial statements are accurate and present a true and fair view of the Company's affairs in compliance with the prevailing accounting standards and applicable laws and regulations.

The Directors and Employees shall ensure that there shall be no wilful omission of any Company transactions from the books and financial records and all required information shall be provided to the Auditors.

4.5 Company's Property

The Directors and Senior Management have a fiduciary relationship with the Company and are expected to act like a trustee for the Company's property/assets to ensure proper use of Company properties/assets, and that such properties/assets must be safeguarded against loss, damage, misuse or

theft. Directors and Senior Management shall not employ Company assets for personal use, nor shall they allow any other person to misuse Company assets.

4.6 Health, Safety & Environment

The Directors and Senior Management shall strive to provide a safe and healthy working environment within the Company and also endeavour to conduct business activities of the Company in a manner that helps in preservation of the environment. The Directors and Senior Management shall be committed to prevent the wasteful use of natural resources and shall endeavour to minimize any hazardous impact of its products and services on the environment and ecological environment.

4.7 Conflict of Interest

The Directors and Senior Management shall not engage in any activity, business, or relationship, which may be in competition with or in conflict with the interests of the Company or its group entities or businesses or prejudicial to the Company's interests. They should avoid transacting company business with their relative or with a firm/company in which either they themselves or their relative are interested or play any significant role and in case such related party transaction is unavoidable, it must be made only after proper and fullest disclosure to the Board.

4.8 Disclosure of Interest

The Directors shall promptly disclose at the time of their appointment and subsequently whenever there is a change, their interest in other companies and body corporates in compliance with applicable laws.

The Directors and Senior Management shall also promptly disclose their relationships with other individuals, firms or body corporate wherever such relationship may affect their independence of judgment while performing their duties and responsibilities towards the Company.

4.9 Gift & Donations

The Directors and Senior Management shall neither receive nor offer or make, directly or indirectly, any illegal payments, gifts, donations or comparable benefits which are intended to obtain business or unethical favours for the conduct of its business or for any other illegitimate or improper purpose, provided however, the Directors and Senior Management may, on an exceptional basis, accept and offer legitimate gifts of a nominal value, subject to applicable laws.

4.10 Confidentiality

The Directors and Senior Management should maintain the confidentiality of information entrusted to them by the Company. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of the Director/ Senior Management or anyone other than the Company.

Confidential information includes any information relating to the Company's business, customers, suppliers, employees etc., which is not available in the public domain and to which the Director/Senior Management has access to or possession of on account of their position in the Company.

4.11 Prohibition on Insider Trading

No Director or Senior Management shall, either on his own behalf or on behalf of any other person, deal / trade in securities of the Company when in possession of any Unpublished Price Sensitive Information (as defined under SEBI regulations) and communicate, provide, or allow access to any Unpublished Price Sensitive Information (as defined under SEBI regulations) to any person, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4.12 Corporate Governance

The Directors and Senior Management should sincerely follow and cause the Company to follow the philosophy of good corporate governance by possessing strong business fundamentals and delivering high performance through relentless focus on transparency, accountability and professionalism for enhancing stakeholders' value and contributing to the society at large.

5. DISCIPLINARY ACTION:

The Directors and Senior Management shall adhere to the Code. In case of breach of the Code by the Directors and Senior Management, the same shall be dealt with by the Board in the manner deemed fit.

6. DUTIES OF INDEPENDENT DIRECTORS

The independent Directors of the Company shall be subject to certain additional duties as laid down by the Companies Act, 2013. 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 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,
13. shareholders and its employees;
14. 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.

7. ACKNOWLEDGEMENT AND ANNUAL AFFIRMATION:

All members of the Board and Senior Management Personnel of the Company shall affirm compliance with this Code on an annual basis.

As required under the Listing Regulations, all the Directors and Senior Management Personal shall affirm compliance with the Code on an annual basis. The Annual Report of the Company shall also contain a declaration to this effect.

8. AMENDMENT/ MODIFICATION:

The Board of the Company may amend and/or modify this Code in whole or in part, at any time, subject to the same being in compliance with the applicable laws. All the Directors and Senior Management shall be duly informed of such amendment and/or modification.
