

**D.S.KULKARNI DEVELOPERS LIMITED**  
CODE OF CONDUCT UNDER CLAUSE 49 OF THE LISTING AGREEMENT

## 1. PREFACE

Pursuant to Section 149(8) of the Companies Act, 2013 read with Schedule IV and Clause 49 of the Listing Agreement, the requirement of **CODE OF CONDUCT (hereinafter called the CODE) FOR BOARD OF DIRECTORS & SENIOR MANAGEMENT PERSONNEL** is being issued. This Code shall be applicable to all the Directors and Senior Management Personnel (“SMPs”) (as may be decided from time to time) of D. S. Kulkarni Developers Ltd. (hereinafter referred to as "the Company")

All Directors and SMPs must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the company and its shareholders/stakeholders.

With a view to maintain the high standards that the company requires the CODE should be observed in all the activities of the Company. The Company Secretary of the company has been appointed as Compliance Officer(s) for the purpose of monitoring and co-ordinating implementation of this code.

## 2. DEFINITIONS

- 2.1 Company** means D.S. Kulkarni Developers Limited.
- 2.2 Compliance Officer** means the Company Secretary of the Company or such other employee as may be specified by the Board of Directors of the Company, as the case may be.
- 2.3 Board of Directors** means and includes all the Executive and Non Executive Director of the Company.
- 2.4 Senior Management Personnel** means personnel of the company who are members of its core management team excluding Board of Directors. This would comprise all members of management one level below the executive directors, including all functional heads.

## 3. APPLICABILITY

This code is applicable to the Board of Directors and all the Senior Management Personnel. They must read and understand this code and ensure to abide by it in their day to day activities.

#### **4. HONESTY & INTEGRITY**

All Directors and SMPs shall conduct their activities, on behalf of the company with honesty, integrity and fairness. They shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgement to be subordinated. They shall act in the best interests of the Company and fulfill their fiduciary obligations.

#### **5. CONFLICT OF INTEREST**

5.1 Directors on the Board of the Company and SMPs shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company. Conflict of interest occurs when there is interference of personal interest at the cost of interest of the Company. Thereby, Directors & SMPs of the company shall not engage in any business, relationship, activity that involves or appears to involve such conflict. Directors' & SMPs as well their facilities should not invest in a Company, customer, supplier, developer, competitors in such a way that such investment compromises their responsibility towards the Company.

5.2 Related party transaction should in all possibilities be avoided (Relative as defined under Companies Act, 2013). Even if it is necessary to enter in such transaction, it must be fully disclosed to the Audit Committee and the Board and all the provisions of the Companies Act, 2013 should be adhered to.

#### **6. COMPLIANCE**

Directors & SMPs shall comply with all applicable laws, rules & regulations, both in letter and in spirit. The members of the core management of the Company shall initiate all actions deemed necessary for proper dissemination of relevant information to the Board of Directors, Auditors, others.

#### **7. PROTECTION OF ASSETS**

The Directors & SMPs must protect the Company's Assets and should endeavour not to exploit them for their own personal gains. They should also not misuse their position as such and take advantage of the same for their own personal gains.

#### **8. COMPANY FUNDS**

Every Director & SMP is personally responsible for all Company funds over which he exercises control. Company's funds must be used only for Company's business purposes. Directors & SMPs must not use the Company's funds for any personal purposes.

## 9. INSIDER TRADING

Directors & SMPs of the Company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of unpublished price sensitive information about the company, not in public domain and therefore constitutes insider information. They will comply with insider trading guidelines as issued by SEBI and prevention of Insider Trading Code as issued by the Company, from time to time.

## 10. FIDUCIARY DUTIES OF DIRECTORS

The Directors –

- (1) Shall act in accordance with the Articles of the company, subject to the provisions of the Companies Act 2013.
- (2) Shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interest of the company, its employees, the stakeholders, the community and for the protection of environment.
- (3) Shall exercise duties with due and reasonable care, skill and diligence and shall exercise independent judgement.
- (4) Shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possible may conflict, with the interest of the company.
- (5) Shall not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners, or associates and if are found guilty of making any undue gain, shall be liable to pay an amount equal to that gain to the company.
- (6) Shall not assign their office and any assignment so made shall be void.

## 11. 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 accordingly;
- (9) assist the company in implementing the best corporate governance practices.

## **12. Role and functions:**

The independent directors shall:

- (1) 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;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) 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;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

## **13. Duties :**

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 to 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) acting within his 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.

#### **14. CONFIDENTIALITY OF INFORMATION**

- 14.1 Any information concerning the Company's business, its customers, suppliers etc. which is not in public domain to which the Directors & SMPs have access or possess such information, must be considered confidential, held in confidence, such information shall not be made public, unless authorized to do so and when disclosure is required as a matter of law. No Director or SMP shall provide any information either formally or informally to the press or any other publicity media, unless it is in the interest of the Company.
- 14.2 Directors & SMPs shall not, during the continuance of their tenure with the Company or any time thereafter, divulge or disclose to any person, firm, company or body corporate whomsoever or make any use whatever for their own or for other purpose, of any confidential information or knowledge obtained by them during their tenure. They shall also not disclose any trade secrets or secret process of the company to whomsoever and shall, during the continuance of their tenure, also use their best endeavors to prevent any other person, firm, company or body corporate concerned from doing so.

#### **15. PERIODIC REVIEW**

- 15.1 The Code would be deemed to be agreed by all the Directors & SMPs on their appointment for the respective position.
- 15.2 All Board members and senior management personnel shall affirm compliance with the code on an annual basis. The Annual Report of the company shall contain a declaration to this effect signed by the Managing Director.

## **16. WAIVER & AMENDMENTS OF THE CODE**

Any amendment or waiver of any provision of this Code must be approved in writing by the Company's Board of Directors and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations. Hosting this code on the Company's website is deemed to be a notice given to those to whom this Code is applicable.

## **17. VIOLATION OF THE CODE**

It is the part of their job and ethical responsibility is to enforce this Code. They should be alert to possible violations and report this to the Compliance officer of the company. Officers must cooperate in any internal or external investigations of possible violations. Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation or a suspected violation of law, this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited and shall be governed by the Whistle Blower Policy of the Company. Actual violations of laws, this Code, or other Company policies or procedures, should be promptly reported to the Compliance officer. The Company will take appropriate action against any Director & SMP whose actions are found to violate the Code or any other policy of the Company. Disciplinary actions may include immediate termination of employment at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

## **18. MISCELLANEOUS:**

- 18.1 This Code shall be applicable to all the Directors & SMPs along with their terms of appointment, agreements, MOUs and all the other Company policies as may be amended by the Company from time to time. It shall be their prime duty to abide by all the aforesaid terms and policies.
- 18.2 The Company reserves its right to amend or modify this Code in whole or in part at any time without assigning any reason whatsoever. Such amendment or modification of the Code shall be under the authority and approval of the Board of Directors of the Company.
- 18.3 Provided that the Policy uploaded on the website shall be deemed to be a proper notification of the Code to all the Directors & SMPs.