

# **THE YAMUNA SYNDICATE LIMITED**

## **CODE OF CONDUCT**

### **Preamble**

Regulation 17(5) of The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 (“Listing Regulations”) stipulates that the Board of Directors of every listed company shall lay down a code of conduct for all Board members and Senior Management personnel of the Company.

The term “Senior Management “ shall mean All Unit Heads, Company Secretary and Chief Financial Officers.

- This Code of Conduct will provide Directors and Senior Management of the Company general guidance on the standards of conduct expected of the Directors and Senior Management including guidelines on conflict of interests.
- Within the Company there are policies/procedures, which complement or support this Code. Board Members and members of Senior Management will exercise the care, diligence and skill of a reasonably prudent person under comparable circumstances.
- Ensure to enhance and maintain the reputation of the Company.
- Strive to contribute towards the growth, stability and service that the Company seeks to provide to its consumers, members, stakeholders and society in general. Conduct themselves in a professional, courteous and respectful manner at all times.
- Make available to and share with fellow Directors all information as may be relevant to ensure proper conduct and sound operation of the Company.

### **DUTIES OF DIRECTORS INCLUDING INDEPENDENT DIRECTORS**

The Directors including Independent Directors shall adhere to the roles and duties as defines under the provisions of companies act, 2013 and SEBI (Listing obligations and Disclosures requirements) Regulations, 2015 besides other roles and duties as may be referred by the Board of Directors of the Company from time to time.

### **COMPLIANCE WITH LAWS**

The Company’s Directors and Senior Management shall comply with all the applicable provisions of laws and regulations of the countries in which the company operates. Company’s Directors and Senior Management shall contact company’s legal department in case they have questions regarding applicable laws.

No Director or Member of Senior Management shall commit or condone an illegal act or instruct another employee, etc. to do so.

Directors and other Senior Management are expected to be sufficiently familiar with any legislation that applies to their work, to recognize potential liabilities and to know when to seek legal advice.

No Director or member of Senior Management staff shall create or condone the creation of false records and shall not destroy or condone the destruction of a record, except in accordance with the guidelines laid down or permitted under my law of the land for the time being in force.

### CONFLICT OF INTEREST

A Director or a Member of Senior Management has an actual conflict of interest when he is performing a duty or function of the position and in the performance of that duty or function has the opportunity to further his or her private interests.

There is an apparent conflict of interest when a reasonably well- informed person could perceive that a Director's or Member of Senior Management's ability to perform a duty or function of the position was or will be affected by the Directors' or Member of Senior Management's private interest.

The company depends upon the integrity of all Directors and Members of Senior Management who have knowledge of a decision or activity of the Company that involves or might involve a conflict of interest. Directors and Members of Senior Management will perform their duties conscientiously.

Every Director and Member of Senior Management must avoid any situation in which there is an actual or apparent conflict of interest that could interfere or could be perceived to interfere with the Director's or Members of Senior Management's judgment in making decisions in the Company's best interests.

Every Director and Member of Senior Management shall disclose all the circumstances that constitute an actual or apparent conflict of interest. These disclosures shall be made to the Board of Directors.

### OUTSIDE BUSINESS INTERESTS

Director and Members of Senior Management should declare their outside business interests at the time of engagement and are required to limit outside business activities to avoid any conflict of interest or breaches of any of the provisions of this Code. Notwithstanding any outside business activity, Director and Members of Senior Management are required to act in the best interest of the Company.

### CONFIDENTIAL INFORMATION

Directors and Members of Senior Management should at all times maintain the confidentiality of all confidential information and all records of the Company, and must not make use of or reveal such information or records except in course of the performance of their duties or unless the documents or information becomes matter or general public knowledge.

Similarly, Directors and Members of Senior Management should not use the confidential information obtain through their association or employment with the Company to further their private interests or the private interest of their relatives.

Directors and Members of Senior Management using the Company's computer data base or electronics mail system will be expected to comply with any internal policies and procedures that guide the storage, use and transmission of information through this medium.

No information either formally or informally shall be provided to the press, other publicity media or any other agency except with in approved policies.

### INVESTMENTS IN COMPANY'S SHARES

Directors and Members of Senior Management are expected to comply with the Code of Practice, procedures, policies framed by the Company and Insider Trading Regulations and/or any other regulations/ guidelines issued by the Securities and Exchange Board of the India (SEBI), from time to time, regarding investments in the Company's shares.

### OUTSIDE EMPLOYMENT

No Directors and Members of Senior Management will accept work with a competitor, or with any entity that could lead to conflict of interest or a situation prejudicial to the interest of the Company.

### ENTERTAINMENT, GIFTS AND BENEFITS

It is essential to the efficient business that all those who do business with the Company as contractors/ customers etc. or otherwise have access to the Company on equal terms.

Directors and Members of Senior Management should not accept entertainment or gifts (gifts or entertainment in this clause includes cash, preferred loans, securities or secret commissions), which grant or appear to grant preferential treatment to a potential or actual contractor/ customer of the Company. A business relationship with the Company will be conditional on compliance with this Code.

Similarly, no Directors and Members of Senior Management may offer entertainment, gifts or benefits, in order to secure preferential treatment for the Company.

Gifts, entertainment and benefits may be accepted or offered by a Director or Member of Senior Management in the normal exchanges common to business relationships.

### PROFESSIONAL DEVELOPMENT

The Directors and Members of Senior Management will encourage and support the professional development of the employees of the Company and provide them all necessary assistance and cooperation.

### ENVIRONMENT AND SAFETY

Environmental protection is a fundamental value of the Company. Directors and Members of Senior Management have a crucial role in ensuring that Company's operations comply with the environmental legislation and standards.

Safety must be everyone's concern. The Company is committed to provide all employees a safe, healthful and harassment free workplace and to ensuring safe and respectful work practices and conditions.

Directors and Members of Senior Management have both a legal and moral responsibility for the safety and the protection of the environment.

### PATENT AND DISCOVERIES

Directors and Members of Senior Management are often engaged in various forms of research or problems solving for the Company. The product of their efforts produced within the scope of their employment belongs to the Company, whether the product was concluded while actually at work or not.

Such products include computer programs, technical process, inventions, research methods reports or articles, and any other form of innovation or development. Directors and Members of Senior Management shall maintain confidentiality of these kinds of knowledge/ patents and will not put the same to personal use.

### USE OF THE COMPANY'S PROPERTY

Directors and Members of Senior Management must not misappropriate the Company's property for personal use.

Directors and Members of Senior Management are entrusted with the care, management and cost-effective use of the Company's property, including the use of Company's name, and should not make use of these resources for their own personal benefit.

Directors and Members of Senior Management should ensure that all the Company's property assigned to them is maintained in good condition and should be able to account for such property.

Directors and Members of Senior Management will not dispose of the Company's property except in accordance with the guidelines for this purpose.

### RESPONSIBILITY

The Company is determined to behave, and to be perceived, as an ethical corporation, Directors and Members of Senior Management must adhere to the standards described in this Code of Conduct.

### WHERE TO SEEK CLARIFICATION

Any Directors and Members of Senior Management requiring any clarification regarding this Code of Conduct may contact Company Secretary.

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