

**Duncans Industries Ltd. (DIL)**

**CIN : L28113WB1994PLC063452**

**DIL Code of Conduct pursuant to Clause 49 of the Listing Agreement**

**Preamble**

It has been made mandatory by clause 49 of the Listing Agreement (vide SEBI Circular No. CIR/CFD/POLICYCELL/2/2014 dated 17<sup>th</sup> April, 2014) for all listed companies that the Board of Directors shall lay down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct shall be posted on the website of the company. 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 CEO/MD of the company.

(The term "Senior Management" shall mean personnel of the company who are members of its core management team excluding the Board of Directors. Normally this would comprise all members of management one level below the directors, including all functional heads).

**Need for Code of Conduct**

A Code is a disclosure of the principles on which an organization operates. Ethical and lawful business conduct is a fundamental shared value of the Board of Directors, senior management and employees and critical to the Company's success. Through a Code of

Conduct, every organization gets a positive public identity for itself and creates a regulatory environment and enhanced level of public confidence and trust.

### **Salient features of the Code of Conduct**

1. **Social Obligation**

Earnest attempts should be made to ensure that the products of the Company always meet social needs and harmful hazards which run contrary to society's needs at large shall be avoided.

2. **Accountability**

The Directors and senior management personnel shall discharge their duties in good faith and integrity in business and in the best interests of the Company and its stakeholders. They are expected to use their best endeavours and organise the resources for advancing the Company's mission. They are expected to act ethically, honestly, diligently and in good faith to protect the Company's brand equity and image.

3. **Equity**

All attempts should be made to maintain equity and fair justice while dealing on behalf of the Company. Discrimination on the basis of race, caste, sex, etc. shall be avoided.

4. **Compliance with Laws**

All laws, rules and regulations of the country as are applicable to the Company shall be complied with.

5. **Conflict of Interest**

A conflict of interest may arise when the interests of the directors or senior management personnel conflict with those of the Company. Such situations shall

be avoided. They shall disclose the conflicts of interests to the affected parties including but not limited to the Board of Directors, when they exist.

6. Corporate Opportunity

Except as approved by the Board, they are prohibited from –

- (a) taking for themselves any opportunities that belong to the Company ;
- (b) Using the Company's property, information or position for personal gain / advantage or to cause detriment to the Company ; and
- (c) Competing with the Company.

7. Confidentiality of Information

They shall maintain confidentiality of all material information about the Company's business entrusted to them by the Company except when the Company authorizes disclosures or when required by laws, regulations or legal proceedings.

8. Strive for Excellence

They shall strive to achieve excellence in their respective areas of operations.

9. Employee Motivation

Employees being invaluable assets shall be motivated to achieve higher goals.

10. Reporting of Unethical or Illegal Behaviour

The Board of Directors of the Company shall be kept informed of any unethical or illegal behaviour of any employee.

11. Consumer Focus

They shall focus on consumer satisfaction which will be the basic motto of the Company's business.

12. Team Work and Spirit

The principles of mutual trust, teamwork and spirit shall be appreciated and maintained.

13. Independent Director

The Company shall have Independent Directors in compliance with the requirement under the Companies Act 2013 as well as in line with the requirement of the Listing Agreement.

Independent Directors of the Company shall have their duties to the Company as laid down in Schedule IV of the Companies Act, 2013.

14. Compliance with this Code and Violations

Every employee of of the Company shall promptly report to the management when he/she becomes aware of any actual or possible violation of the Code or an event of misconduct or act not in the Company's interest.

Any employee can choose to make a Protected Disclosure under the Whistleblower policy of the Company, providing for reporting to the Chairman of the Audit Committee. Such a Protected Disclosure shall be forwarded, when there is a reasonable evidence to conclude that a violation is possible or has taken place, with a covering letter, which may bear the identity of the Whistleblower.

The Company shall ensure protection to the Whistleblower and any attempt to intimidate him/her would be treated as a violation of the Code.

15. Amendment

This Code may be amended, modified or varied by the Board of Directors as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines.