

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

Preamble:

This Code of Conduct (the “Code”) helps maintain high standards of business conduct for the Company and ensures compliance with legal requirements provided under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Code promotes ethical conduct. All Directors and Senior Management 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 following rules / code of conduct should be observed in all activities of the board. The Company appoints the company secretary as a compliance officer for the purposes of the code, who will be available to directors and senior management to answer questions and to help them comply with the code.

1. Honesty & Integrity

All directors and senior management shall act their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. All directors and senior management will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Directors will act in the best interests of the Company and fulfill the fiduciary obligations.

2. Conflict of Interest

Directors on the board of the Company and senior management personnel shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or the group.

Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Set forth, are some of the common circumstances that may lead to a conflict of interest, actual or potential –

- a. They should not engage in any activity / employment that interferes with the performance or responsibility to the company or is otherwise in conflict with or prejudicial to the company.
- b. Directors and senior management and their immediate families should not invest in a company, customer, supplier, developer or competitor and generally refrain from investments that compromise their responsibility to the company.
- c. Directors and Senior Management Personnel should avoid conducting company business with a relative or with a firm / company in which a relative / related party is associated in any significant role.

If such related party transaction is unavoidable, it must be fully disclosed to the board of the company.

3. Corporate Opportunities

Directors and Senior Management Personnel shall not exploit for their own personal gain, opportunities that arise through the use of corporate position, information or property unless the same is disclosed in writing to the Board of Directors of the Company.

4. Compliance with Laws, Rules and Regulations

Directors and Senior Management Personnel are required to comply with all applicable laws, rules and regulations, both in letter and spirit. In order to assist the company in promoting lawful and ethical behavior, directors must report any possible violation of law, rules, regulation or the code of conduct to the compliance officer.

5. Other Directorships

The Company feels that serving on the boards of directors of other companies may raise substantial concerns about potential conflict of interest. And therefore, all directors must report / disclose such relationships to the Board on an annual basis. It is felt that service on the board of a direct competitor is not in the interest of the company.

Senior Management must obtain the approval of the Company before accepting a directorship.

6. Confidentiality of Information

Any information concerning the company's business, its customers, suppliers etc., which is not in public domain and to which the director or senior management has access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No director or management personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

7. Insider Trading

The Company has formulated a Code of Conduct for Insider Trading and code of Corporate Disclosure Practices. The Directors and the Management personnel shall comply with the requirements of the code. Any director and senior management personnel of the company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public domain and therefore constitutes insider information. All directors will comply with insider trading guidelines as issued by SEBI.

8. Gifts & Donations

No director or senior management personnel of the company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favors or influence any business decision for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board annually.

9. Protection of Assets

Protection of the Company's assets is a key responsibility of every person associated with the Company. Directors and senior management personnel must protect the company's assets, Labour and information and may not use these for personal use, unless approved by the Board. Care should be taken to ensure that assets are not misappropriated, loaned to others or sold without appropriate authorization. They are responsible for proper use of Company's asset and must safeguard such assets against loss, damage, misuse or theft.

The Company has developed procedures and control for usage and protection of company's asset. All are personally responsible for compliance of the procedures.

10. Duties of Independent directors shall be as under

- a. undertake appropriate induction and regularly update and refresh their skills knowledge and familiarity with the Company
- b. 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.
- c. Strive to attend all meetings of the Board of Directors and of the Board Committees of which he is member.
- d. participate constructively and actively in the committees of the Board in which they are Chairperson or member.
- e. Strive to attend general meeting of the Company.
- f. where they have concern about the running of the company and the external environment in which it operates.
- g. keep themselves well informed about the company and external environment in which it operates.
- h. not to unfairly obstruct the functioning of an otherwise proper Board or Committee of Board.
- i. pay sufficient attention and ensure that company has an adequate and functional vigil mechanism and to endure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
- j. 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.
- k. report concerns about unethical behavior actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
- l. acting within his authority, assist in protecting the legitimate interest of the company, shareholders and its employees.
- m. not to disclose confidential information including commercial secrets, technologies, advertising and sales promotion plan, unpublished price sensitive information unless such disclosure is expressly approved by board or required by law.

11. Annual Review

All directors and senior management personnel shall affirm compliance with the code on an Annual basis in the proforma enclosed as per Annexure – I.

12. Violation of Code

It is ethical responsibility of every director and senior management personnel to abide by and enforce this Code. The Board of Directors shall take disciplinary action against any director or senior management personnel who is found guilty under the Code is found to violate the Code.

13. Amendments to the Code

Any amendment to the provisions of the Act and Listing Regulations to the Code of Conduct for Board Members and Senior Management Personnel shall be incorporated in the Code with the approval of Chairman & Managing Director.

Affirmation of Code of Conduct

To,
The Board of Directors
Pokarna Limited

I do hereby solemnly affirm that I have read the Code of Conduct for Board of Directors and Senior Management of the Company and I have complied with the requirements of this Code during the financial year ended 31st March,

Name :

Designation :

Place :

Date :
