

**KAMDHENU VENTURES LIMITED**

**CODE OF CONDUCT  
FOR**

**BOARD MEMBERS**

**&**

**SENIOR MANAGEMENT PERSONNEL**

## **A. Background**

Regulation 46(2) (d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) requires every listed company to publish a code of conduct for its board of directors and senior management personnel on its website.

This code of conduct (“Code”) has been prepared in accordance with the Listing Regulations and shall apply to the Board of Directors and certain members of the senior management of Kamdhenu Ventures Limited (the “Company”).

## **B. Definitions**

“**Board**” or “**Board of Directors**” shall mean the board of directors of the Company.

“**Company**” shall mean Kamdhenu Ventures Limited.

“**Compliance Officer**” shall mean the Company Secretary of the Company and in his absence any senior officer, so designated by the Board for the purpose of compliance with the Code.

“**Director**” shall mean a member of the Board.

“**Listing Regulations**” shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**Senior management**” shall mean officers/personnel of the Company who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the “chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

## **C. Applicability of the Code**

The Code applies to Directors and Senior Management of the Company.

The independent directors of the Company are subject to certain additional duties as laid down by the Companies Act, 2013 which are set out in **Annexure-1** of the Code.

The Code is to be strictly observed by the Directors and Senior Management of the Company for the governance of good corporate practices.

Any issue relating to the interpretation of the Code will be handled by the Board. The Company Secretary of the Company is appointed as the Compliance Officer under the Code and will be available to answer any questions, provide clarification and to help in ensuring compliance with the Code.

#### **D. Applicability of the Code**

Every person to whom the Code is applicable, shall conduct the affairs of the Company and perform his duties with due care, diligence, dignity, honesty and integrity and shall conform to the highest moral and ethical standards and at all time, be loyal to the Company and act in good faith and in the best interest of the Company. Besides the duties and responsibilities cast upon Directors by applicable laws, articles of association of the Company and provisions of the Code, set out hereinbefore, a Director is also expected to:

- a. use such degree of skill as may be reasonable to expect from a person with his/her knowledge or experience;
- b. not seek to influence any decision of the Board for any consideration other than in the interests of the Company;
- c. make reasonable efforts to attend Board meetings, meetings of the committees of the Board where the Director is a member and general meetings of shareholders, regularly;
- d. inform the chairman of the Board/ committee or the Company Secretary of the Company well in advance in case he is not in a position to attend a Board/ committee meeting and apply for the grant of leave of absence;
- e. dedicate sufficient time, attention and energy to the deliberations at the meetings to ensure diligent performance of their duties;
- f. notify the other Directors about the material personal interest in any matter and must not vote on such matter;
- g. bring an open and independent mind to the Board/ committee meetings and should not make a decision about a matter before attending and participating in the deliberations of the meeting;
- h. treat each other with courtesy and observe the other guidelines set out in the Code;
- i. act in a cooperative and respectable manner with their colleagues;
- j. maintain order and decorum at the meetings and obey the directions given by the Chairman; and
- k. comply with all applicable laws, regulations, confidentiality obligations and Company's policies.

#### **E. Conflict Of Interest**

The Directors and Senior Management shall not engage in any activity, business, or relationship, which may be in conflict with the interest of the Company or prejudicial to the Company's interest. 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 plays 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.

The Directors and Senior Management shall also not accept gifts from persons or firms who deal with the Company, or are seeking to deal with the Company, where the gift is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest.

#### **F. Honesty, Integrity, Fairness and Accountability**

The Directors and Senior Management are entrusted with the responsibility to oversee and formulate the policies for the management and affairs of the Company. Therefore in the interest of good corporate governance they shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. All of them must act in good faith with honesty and accountability and with due care, competence and diligence.

The Directors and Senior Management shall encourage employees of the Company to report violations of laws, rules, regulations or this Code to the appropriate personnel.

#### **G. 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.

#### **H. Confidentiality**

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 or they possesses such information because of their position in the Company.

#### **I. Confidentiality**

Directors and Senior Management have a fiduciary relationship with the Company and they should act like a trustee for the Company's property/ assets as well as the

property/ assets of other organizations that have been entrusted to the Company. They are responsible for its safe custody and accountable for its use. The Directors and Senior Management shall not use these assets/property except as specifically authorised and that too only for the purpose of Company business.

#### **J. Corporate Business Opportunities**

Corporate Business Opportunities here means those opportunities, which are made available to the Company and which are known to the Directors/ Senior Management due to the position held by them in the Company. The Directors/ Senior Management shall not utilise such opportunities for their personal benefit. However once an opportunity is fully and properly disclosed to the Board and after consideration rejected by them then it ceases to be a Corporate Business Opportunity.

#### **K. Compliance With Applicable Laws & Company's Policies**

Every person to whom the Code is applicable and others directly or indirectly associated with the Company shall comply with all applicable laws, rules, regulations and guidelines issued by the Government of India from time to time.

Further they shall also comply with the various policies, guidelines and codes formulated by the Company in compliance with the Listing Regulations and other applicable provisions including the Company's policy on insider trading and procedures for fair disclosure.

#### **L. Declaration for Compliance with the Code**

The members of the Board and Senior Management shall affirm the compliance with the Code on an annual basis and shall sign a confirmation to that effect as per the format set out in **Annexure-3**.

#### **M. Miscellaneous**

Suspected violations of the Code must be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations would be appropriately investigated and such action will be taken on the conclusion of the enquiry which is in the best interest of the Company.

#### **N. Disclosure**

This Policy shall be hosted on the Company's website.

#### **O. Review /Amendment**

The Chairman and/or Managing Director is authorized to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall be in consonance with the provisions of the Companies Act, 2013 and rules made thereunder and the Listing Regulations and amendment thereto as notified by the Securities and Exchange Board of India and/or Stock Exchanges, from time to time. In case any provision(s) of this Policy is contrary to or inconsistent with the

provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations (“Statutory Provisions”), the Statutory Provisions shall prevail.

Further, amendments in the Statutory Provisions shall be applicable even if not incorporated in this Policy.

**DUTIES OF INDEPENDENT DIRECTOR**

The duties of the Independent Director are as follows:

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 behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy; and
12. acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.

**KAMDHENU VENTURES LIMITED**

**CODE OF CONDUCT FOR BOARD MEMBERS & SENIOR MANAGEMENT PERSONNEL**

**ACKNOWLEDGEMENT FORM**

I,....., have received and read the Company's "CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL ("this Code"). I have understood the provisions and policies contained in this Code and I agree to comply with this code.

Signature :.....

Name :.....

Designation : .....

Date : .....

Place :.....

**KAMDHENU VENTURES LIMITED**

**CODE OF CONDUCT FOR BOARD MEMBERS & SENIOR MANAGEMENT PERSONNEL  
ANNUAL COMPLIANCE REPORT\***

I, ..... ,do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CODUCT FOR BOARD MEMBERS & SENIOR MANAGEMENT PERSONNEL, during the financial year ended 31<sup>st</sup> March, 20.....

Signature :.....

Name :.....

Designation : .....

Date : .....

Place :.....

\* To be submitted by 30<sup>th</sup> April each year.

# **KAMDHENU VENTURES LIMITED**

## **CODE OF CONDUCT FOR BOARD MEMBERS & SENIOR MANAGEMENT PERSONNEL**

### **Names of Board Members and Senior Management Personnel**

- 1 Mr. Sunil Kumar Agarwal : Chairman
- 2 Mr. Saurabh Agarwal : Managing Director
- 3 Mr. Sachin Agarwal : Non Executive Director
- 4 Mr. Madhusudan Agarwal : Independent director
- 5 Mr. Ramesh Chand Surana : Independent director
- 6 Mrs. Nishal Jain : Independent director
- 7 Mr. CFO : Chief Financial Officer
- 8 Mr. CS : Company Secretary