

**CODE OF CONDUCT**  
**FOR**  
**BOARD MEMBERS AND SENIOR MANAGEMENT**  
As Per Companies Act, 2013 and LODR

Kovalam Investment and Trading Company Limited (KITCL) continues to practice good Corporate Governance. The Company firmly believes that good Corporate Governance is the key to success in business. The Company's corporate philosophy envisages creation and maximization of Stake holder's wealth while observing the highest levels of transparency and accountability.

**Code of Conduct for Board Members and Senior Management**

KITCL is committed to conduct its business in accordance with the applicable laws, rules and regulations and the highest standards of transparency. The herein mentioned code of conduct applies to all the Directors and Senior Management of the Company and sets forth specific guidelines for the performance of their professional duties/responsibilities.

**Compliance with Laws, Rules and Regulations**

All Directors and Senior Management Personnel shall act in the interest of the company and shall comply with all the applicable laws, rules and regulations of the relevant regulatory and other authorities as may be applicable to such Directors and Senior Management Personnel in their individual capacities.

**Conflict of Interest**

No Director or Senior Management Personnel shall engage in any business or activity or enter into any relationship which might result in conflict of interest with that of the company unless he/she makes full disclosure of all the facts and circumstances to the Audit Committee and obtains written approval of Chairman or Managing Director or Manager of the company.

**Security Transactions/Confidential Information**

All Directors and Senior Management Personnel shall safeguard the confidentiality of all the information that they become privy to in connection with the company's business and shall not derive any benefit or assist others to derive any benefit from such confidential information which is not in the public domain and thus, continues to be "insider" information.

**Protecting Company's Assets**

All Directors and Senior Management/Personnel shall protect the company's assets and ensure their efficient use for the conduct of Company's business.

**Amendment in the Code**

This Code is subject to modifications, waivers and amendments as the Board may think appropriate from time to time.

**Disclosures**

All Directors and Senior Management Personnel shall disclose all the financial/commercial transactions in which they might be or deemed to be involved or interested either himself/herself or through their relatives as defined in the Act. The Board of Directors will have the power to take appropriate action against anyone found violating the provisions of the Code.

### **Roles and Duties of Independent Directors**

The Board as a whole is collectively responsible for promoting the success of the company by directing and supervising the company's affairs. The role and duties of Independent Directors will be those normally required of a Non-Executive Independent director as laid down under Schedule IV of the Companies Act, 2013 which are as under:-

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;
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.

Further there are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

1. To act within their powers, in good faith to promote the success of the company.
2. To exercise independent judgments, reasonable care, skill and diligence.
3. To avoid conflict of interest.
4. Not to accept benefits from third party, which are attributable consequent to your independent directorship of the Company.
5. To declare interest in proposed transactions or arrangements. Last amended date is 25.02.2019