

PURAVANKARA LIMITED

CIN: L45200KA1986PLC051571

CODE OF BUSINESS CONDUCT AND ETHICS FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

(Approved by Board of Directors on 14.11.2023)

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1. Objective of the Policy

The Company believes in enhancing the independence, responsibility, transparency, professionalism, accountability and code of ethics for its Board of Directors and its Senior Management including the Independent Directors as part of the tenets of its corporate governance framework. This Code aims at ensuring that the Board of Directors, Senior Management and the Independent Directors of the Company abide by the aforementioned governance framework and exhibit high levels of ethical standards.

2. Legal Framework

Regulation 17(5) of the SEBI Regulations imposes an obligation on the Company to formulate a Code of Conduct for the Board of Directors and the Senior Management including the Independent Directors of the Company. The principles embodied in this Code lay down broad standards of compliance and ethics to be adhered to by the Board of Directors and Senior Management including the Independent Directors.

3. Scope and applicability of the Policy

This Code shall be deemed to include, by reference, the Code of Conduct for Independent Directors under the Companies Act 2013 (Schedule IV and Section 149(8) of the Companies Act 2013 thereof). The provisions contained therein, shall apply *mutatis mutandis* to the Board.

This Code is applicable to:

- i. The Board, both executive and non-executive Directors, including Independent Directors; and
- ii. Senior Management

4. Review and Amendments

The Board may at any time, amend this Code either pursuant to any changes in applicable regulations or otherwise. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, such amendment(s), clarification(s), circular(s), etc. shall prevail over the provisions in this Code.

5. Definitions

5.1 “**Board**” means the Board of Directors of the Company

5.2 “**Companies Act 2013**” means the Companies Act, 2013 and rules made thereunder, as amended from time to time.

5.3 “**Code**” means this Code of Business Conduct and Ethics by the Board Members & Senior Management, as amended and approved by the Board from time to time.

5.4 “**Company**” means Puravankara Limited.

5.5 “**Directors**” shall mean the members of the Board of Directors including the Independent Directors.

5.6 “**Employees**” shall mean, Whole Time Directors, Senior Management and other permanent employees on the rolls of the Company.

5.7 “**Independent Director**” shall mean a Director as defined in Section 149(6) of Companies Act 2013

5.8 “**SEBI Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

5.9 “**Relative**” shall have the same meaning as defined under Section 2(77) of the Companies Act, 2013.

5.10 “**SEBI**” means the Securities and Exchange Board of India.

5.11 “**Senior Management**” shall mean officers/personnel of the Company who are members of the core management team excluding the Board and 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 all functional heads and the Chief Financial Officer and the Company Secretary.

Capitalised terms used in this Policy and not defined above shall have the same meaning as assigned to them under the Companies Act 2013 or SEBI Regulations or any other applicable law or guidelines.

6. Conduct Specifications

i. Compliance with Code of Conduct

It is the duty and obligation of all Directors and Senior Management to comply with this Code, and they shall acknowledge and affirm ongoing compliance with the Code on an annual basis. The form in which the affirmation is to be provided by every Director and Senior Management personnel shall be as per Annexure A and Annexure B respectively.

The Company Secretary is the Compliance Officer for the purpose of this Code. The Compliance Officer shall report to the Chairman of the Board, any complaint received for necessary action.

ii. Honesty and Integrity

The Directors and Senior Management of the Company acting in either individual capacity or on behalf of the Company shall conduct their activities, with the highest standards of honesty, integrity and fairness. The Directors and Senior Management shall act on a fully informed basis, in good faith, responsibility, due diligence and care, competence and diligence, without allowing their independent judgment to be subordinated and in the best interest of the Company and the shareholders.

The Directors and the Senior Management shall always display ethical and honest conduct in their work. The Directors and the Senior Management shall not engage in activities that are dishonest or lacking in integrity, such as, *inter alia*, the following:

- a. Acting in adverse interest of the Company and its various stakeholders and against their fiduciary obligations;
- b. Issuing untrue, misleading, deceptive or fraudulent statements regarding the Company’s products and services;

- c. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent or disclosure of such information without proper authorisation;
- d. Adoption of illegal means for increasing profit/ market share;
- e. Treating colleagues and other associates of the Company in an indecent manner and discriminating against any of them in any manner;
- f. Engaging relatives / friends / acquaintances etc for any activities concerning the Company and profiteering from the same;
- g. Indulging in bribery.

iii. Conflict of Interest

A conflict of interest would exist where the interests or benefits of the Directors and Senior Management, either acting alone or in consensus with other Directors and Senior Management conflict with the interests or benefits of the Company. The Directors and Senior Management shall not engage in any business, relationship or activity, which is or is likely to be in conflict with the interests of the Company. Every member of the Board of Directors and Senior Management has a responsibility to the Company, its stakeholders and to each other. Although this duty does not prevent them from engaging in personal transactions and investments, it does demand that they avoid situations where a conflict of interest might occur or appear to occur.

Some of the common situations where a conflict of interest may arise are listed below. The Directors and the Senior Management are required to disclose to the Board any situation that may be, or appears to be, a conflict of interest. In case of any doubts, it should be brought to the notice of the Board for an appropriate decision.

- a. **Protection of Assets:** The Directors and Senior Management shall ensure appropriate protection of the assets of the Company and that the assets are utilised only for legitimate business purposes and shall not be used for the personal benefit / gain / advantage of the Directors and Senior Management, unless approved by the Board. Incidental personal use, if reasonable, does not amount to a violation of the Code.
- b. **Corporate Opportunities:** The Directors and Senior Management shall not exploit for their own personal gain, opportunities that are discovered through the use of the Company's property, information or position unless the opportunity is disclosed fully in writing to the Board, the Board declines to pursue such opportunity and does not have any objection to the Directors / Senior Management pursuing the same.
- c. **Outside Employment:** Executive Directors and Senior Management of the Company are expected to devote their total attention to the business interests of the Company. They are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company or otherwise is in conflict with or prejudicial to the Company. Any outside activity must be strictly separated from their employment in the Company and should not harm their job performance.
- d. **Directorships / Senior Management positions outside the Company:** Any Executive Director holding a whole-time position in the Company or a whole time Company Secretary or Chief Financial Officer shall not hold office in any other Company at the same time except in the subsidiary of Puravankara in the capacity of either a Director holding a whole time position or whole time Company Secretary or Chief Financial Officer.

Any Executive Director holding a whole-time position in the Company or a whole time Company Secretary or Chief Financial Officer shall be entitled to hold a position of a Non-Executive Director

in any Company subject to approval of the Board of Directors of the appointee company and maximum number of directorships allowed under the prevailing for the time being in force.

The Directors and Senior Management shall comply with the provisions of the Companies Act 2013, SEBI Regulations and other laws/ guidelines applicable to the Company with regard to Board / Committee / Management mandates (including alternate directorships) in other organizations.

The Directors must disclose their Directorships, Committee memberships and Senior Management roles in other companies along with their annual disclosures and within 30 days of any change, to the Board.

- e. **Investments outside the Company:** Directors and Senior Management shall not allow their investments to influence, or appear to influence, their independent judgment on behalf of the Company. Many factors including the size and nature of the investment; their ability to influence the Company's decisions, their access to confidential information of the Company, or of the other entity, and the nature of the relationship between the Company and the customer, supplier or competitor should be considered in determining whether a conflict exists.
- f. **Personal Relationships:** Directors and Senior Management should not engage in personal relationships with persons in inherently unequal positions where the former have real or perceived authority, influence, or power over the latter's conditions of employment or have the ability to directly impact the other's career progression, which includes formal and informal supervisory relationships. Such relationships are considered to reduce morale. If such a relationship exists or develops, it must be disclosed.

Efforts by either party to initiate or engage in these relationships is inappropriate. These relationships, even if consensual, may ultimately result in conflict or difficulties in the workplace. This excludes relationships where one party does not have real or perceived authority or influence over the other's condition of employment or the ability to directly impact the other's career progression.

A failure to disclose such a relationship may result in disciplinary action.

- g. **Gifts:** Gift or entertainment in any form that is likely to result in a feeling of expectation of personal obligation should not be accepted or extended. Any gift that is interpreted to adversely affect business decisions or likely to compromise their personal or professional integrity shall not be accepted by the Directors and Senior Management. Gift items of nominal value and not in the form of cash such as small promotional items bearing another company's name, business meals, gifts received because of personal relationships and not because of official position; mementos received because of attending a widely held gathering as panellist / speaker and other customary gifts are allowed.
- h. **Gifts on behalf of the Company:** Some business situations call for giving gifts. These gifts shall be legal, and reasonable. Directors and Senior Management shall not provide any gift, if the law or the policy of the recipient's organization prohibits it.

7. Fair Dealing

No Director or Senior Management personnel should take unfair advantage of their position in the Company with the customers, suppliers, competitors or employees through manipulation, concealment, bribe, abuse or disclosure of privileged information, misrepresentation of material facts,

collusion with competitors on pricing and other terms, violating fair bidding practices or any other unfair dealing practice.

8. Confidential Information

Confidential information includes all non-public information. The Directors and Senior Management shall maintain confidentiality of all information which they receive while being in office and they shall also ensure security of information (proprietary or otherwise).

Provided that the Directors and Senior Management shall abide by the policies / codes laid down by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 while dealing with / in possession of unpublished price sensitive information.

All information that the Directors and Senior Management may provide either formally or informally, to the press or any other publicity media, shall be as per the Company's Codes and Policies. All statements made to the media on behalf of the Company should be true and fair.

In all its public appearances with respect to disclosing information in relation to the Company's activities to public constituencies such as the media, the financial community, employees and shareholders, the Company shall be represented only by Executive Directors and / or KMPs and/or Senior Management Personnel and/or any other employees, who the Management may authorize, from time to time.

The Directors and Senior Management are required to abide by the terms of the relevant non-disclosure agreement and limit their use to the specific business purposes for which it was disclosed and to disseminate it only to others with a need to know the information.

9. Code for Independent Directors

The Independent Directors of the Company shall adhere to the code as mentioned in Schedule IV to the Companies Act 2013, in addition to the above stated factors.

This additional code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders and regulators

I. Guidelines of professional conduct:

An Independent Director shall:

- i. uphold ethical standards of integrity and probity;
- ii. act objectively and constructively while exercising his / her duties;
- iii. exercise his / her responsibilities in a bona fide manner in the interest of the company;
- iv. devote sufficient time and attention to his / her professional obligations for informed and balanced decision making;
- v. not allow any extraneous considerations that will vitiate his / her exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring with or dissenting from the collective judgment of the Board in its decision making;

- vi. not abuse his / her position to the detriment of the Company or its shareholders / stakeholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- vii. refrain from any action that would lead to loss of his / her independence;
- viii. where circumstances arise which make an Independent Director lose his / her independence, immediately inform the Board accordingly;
- ix. assist the Company in implementing the best corporate governance practices.

II. Role and functions:

The Independent Directors shall:

- i. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- ii. bring an objective view in the evaluation of the performance of Board and management;
- iii. scrutinise the performance of management vis-a-vis agreed goals and objectives and monitor the reporting of performance;
- iv. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- v. safeguard the interests of all stakeholders, particularly the minority shareholders;
- vi. balance the conflicting interest of the stakeholders;
- vii. determine appropriate levels of remuneration of executive Directors, key managerial personnel and Senior Management and play a prime role in appointing and where necessary recommending removal of executive directors, key managerial personnel and Senior Management;
- viii. moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

The Independent Directors shall—

- i. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- ii. 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;
- iii. strive to attend all meetings of the Board of Directors and of the Board Committees of which he / she is a member;
- iv. participate constructively and actively in the Committees of the Board in which they are chairpersons or members;
- v. strive to attend the general meetings of the Company;
- vi. 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;
- vii. keep themselves well informed about the Company and the external environment in which it operates;
- viii. not unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- ix. 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;

- x. 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;
- xi. report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- xii. act within their authority, assist in protecting the legitimate interests of the Company, shareholders, its employees and other stakeholders;
- xiii. 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;
- xiv. at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence as provided under the Companies Act 2013.

IV. Separate meetings:

- i. The Independent Directors of the Company shall hold at least one meeting in a financial year, without the attendance of Non-independent Directors and members of management;
- ii. All the Independent Directors of the Company shall strive to be present at such meeting;
- iii. The meeting shall:
 - a. review the performance of Non-independent Directors and the Board as a whole;
 - b. review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors;
 - c. assess the quality, quantity and timeliness of flow of information between Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

10.Compliance with Code

The Code does not specifically address every potential form of unacceptable conduct and it is expected that the Directors/ Senior Management will exercise good judgment in compliance with the principles set out in the Code. Directors and the Senior Management have a duty to avoid any circumstances that would violate the letter or spirit of the Code. (b) In case of any doubt as to the course of action to be taken, it may be considered as to whether the action would be legal, ethical and whether it would cause a negative perception of the Company.

11.Website Disclosures

This Policy will be uploaded on the website of the Company.

ANNEXURE A

**ANNUAL DECLARATION BY BOARD OF DIRECTORS
ON COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS OF THE COMPANY FOR THE
BOARD & SENIOR MANAGEMENT FOR THE YEAR ENDED 31ST MARCH _____***

To,
The Compliance Officer
PURAVANKARA LIMITED ("the Company")

Sir/Madam,

I, (here, mention the name and designation) of
the Company, solemnly and sincerely affirm to the best of my knowledge and belief that I have
adhered to the provisions of the Code of Business Conduct and Ethics for the Board & Senior
Management of the Company for the financial year ended 31st March

Thanks.

Signature :

Designation :

Name :

Date :

ANNEXURE B

**ANNUAL DECLARATION BY SENIOR MANAGEMENT PERSONNEL
ON COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS FOR THE BOARD & SENIOR
MANAGEMENT OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH _____***

To,
The Compliance Officer
PURAVANKARA LIMITED ("the Company")

Sir/Madam,

I, (here mention the name and designation) of
the Company, solemnly and sincerely affirm to the best of my knowledge and belief that I have
adhered to the provisions of Code of Business Conduct and Ethics for the Board & Senior Management
of the Company for the financial year ended 31st March

Thanks.

Signature :

Designation :

Name :

Date :