KANKNARRAH COMPANY LIMITED
CIN No. L65110WB1900PLC000461
GST No. 19AABCK3983C1ZI

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The Board of Directors of **Kanknarrah Company Limited** have adopted the "Code of Conduct and Ethics" to help in maintaining the standards of business conduct for the Company and ensuring compliance with legal requirements. The object of the code is to deter wrongdoing and promote ethical conduct by providing guidance in the identification and resolution of ethical issues, and to help the members of the Board and Senior Management Personnel of the Company to maintain the culture of honesty, integrity, transparency and accountability. It shall be applicable to each member of the Board of Directors of **Kanknarrah Company Limited** hereinafter referred to as 'a Director', as well as employees one level below the Board, being members of the 'Senior Management' including all functional heads of the Company with the aim of promoting confidence of the investment community, minority shareholders, regulators and companies in the institution of Independent Directors. The Company is committed to continuously reviewing and updating the code of conduct from time to time.

I. CONDUCT OF BUSINESS:

The Board Members and Senior Management of the Company shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. They shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgement to be subordinated. They shall act in the best interests of the Company and fulfil their fiduciary obligations.

II. COMPLIANCE WITH LAW:

All Directors and Senior Management Personnel of the Company must respect and comply with all laws, rules and regulations of India and other countries in which the Company conducts its business. Violating the law must be avoided under all circumstances.

III. CONFLICT OF INTEREST:

Each Director and Senior Management Personnel should endeavour to avoid any conflict of interests with the Company. A 'conflict of interest' exists where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company. The Directors and Senior Management Personnel must avoid situations involving actual or potential conflict of interest.

Conflict of interest may also arise when a Director or Senior Management Personnel or members of his or her family or an organization with which the Director or Senior Management Personnel is affiliated, receives improper benefits as a result of the Director's or Senior Management Personnel's position.

Any situation that involves or may involve a conflict of interest must be promptly disclosed to the Company's Managing Director or Chairperson of the Audit Committee.

Every Director shall inform the Company about the Committee positions he or she occupies in other listed entities and notify changes as and when they take place.

Senior management shall make disclosures to the Board of Directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large.

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IV. **FAIR DEALING:**

Every Director and Senior Management Personnel should endeavour to deal fairly with the Company's customers, suppliers, dealers, investors, competitors and employees. No Director or Senior Management Personnel of the Company should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

In addition to strict compliance with all legal aspects, all Directors and Senior Management Personnel are expected to observe the highest standards of business and personal ethics in the discharge of their assigned responsibilities.

V. **GIFTS AND BUSINESS ENTERTAINMENT:**

The Directors and Senior Management Personnel of the Company shall not under any circumstances solicit, accept or agree to accept anything of value for the benefit of any person from anyone doing or seeking to do business with the Company that is perceived as intended, directly or indirectly, to influence any business decision. Invitations from business partners, especially suppliers may only be accepted if the occasion and the scope of the invitation are appropriate and if refusing the invitation is discourteous.

VI. **CONFIDENTIALITY OF INFORMATION:**

Any information concerning the Company's business, its customers, suppliers etc. which is not in the public domain and to which the Directors and the 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. They shall not provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

VII. **USE AND PROTECTION OF COMPANY"S ASSETS:**

The Board Members and Senior Management of the Company must protect the Company's assets and information and may not use these for personal use, unless approved by the Board.

VIII. **DISCLOSURE OF INTEREST:**

To disclose the necessary information to the Company at regular intervals in respect of various declarations under the various acts, rules and regulations, including the Companies Act, 2013 and the details of related parties from time to time.

XI. **COMPLIANCE OF INSIDER TRADING:**

The Board Members and Senior Management 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 constituting insider information. The Board Members will comply with the prevention of insider trading guidelines as issued by SEBI.

X. **EMPLOYMENT / OUTSIDE EMPLOYMENT:**

With regard to the employment with the Company, the Executive Directors and Senior Management Personnel are expected to devote their full attention to the business interests of the Company. They are prohibited from engaging in any activity that interferes with their employment with the Company. They shall restrain from accepting simultaneous employment with suppliers, customers, developers or competitors of the Company, or from taking part in any activity that enhances or supports a competitor's

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position. Additionally, they must disclose to the Company's Board / Chairman / Managing Director, any interest that they have that may conflict with the business of the Company.

XI. **DUTIES OF DIRECTORS:**

The Duties of Directors shall be such duties as prescribed pursuant to the provisions of the Companies Act, 2013, rules thereof and include the following:

1. Non-Executive Directors of a Company will:

✓ Always act in the interest of the company and ensure that any other business or personal association which they may have, does not involve any conflict of interest with the operations of the company and his role therein.

✓ Comply with all applicable laws and regulations of all the relevant regulatory and other authorities as may be applicable to such Directors in their individual capacities.

✓ Safeguard the confidentiality of all information received by them by virtue of their position.

2. The Independent Directors shall also comply with the Code of Conduct (as amended from time to time) which is laid down in Schedule IV of the Companies Act, 2013 and abide by the following duties-

✓ Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.

✓ 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.

✓ Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member.

✓ Participate constructively and actively in the committees of the Board in which they are chairpersons or members.

✓ Strive to attend the general meetings of the Company.

✓ 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.

✓ Keep themselves well informed about the Company and the external environment in which it operates.

✓ Not to unfairly obstruct the functioning of an otherwise proper Board or committee of The Board.

✓ 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.

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✓ 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.

✓ Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

✓ Acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.

✓ 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.

XII. **COMPLAINCE AND MONITORING CODE:**

Each Director and Senior Management Personnel of the Company is expected to monitor his or her personal compliance with this Code. An Annual reaffirmation of compliance with this Code is required from all the Directors and Senior Management Personnel of the Company. The Company Secretary of the Company shall be the Compliance Officer for the purpose of this Code.

XIII. **AMENDMENT TO THE CODE:**

This Code is subject to continuous review and updation in line with any change in law, the Company's policy, vision & plans or otherwise as the Board may deem necessary.

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