

**CODE OF CONDUCT**  
**FOR**  
**BOARD MEMBERS, SENIOR MANAGEMENT PERSONNEL AND MANAGERIAL PERSONNEL**

**Introduction:**

The Company endeavors to conduct its business in a manner, which is ethical and transparent with all stakeholders in the Company. The Company's philosophy is concerned with ethics, values and morals of the Company and its directors, who are expected to act in the best interest of the Company and remain accountable to shareholders and other stakeholders for their action. The Code of Conduct has been formulated by the Board Members and the Senior Management Personnel as a guide for making ethical discussion;

- a) This Code of Conduct ("this Code") shall be called "The Code Of Conduct" for Board Members, Senior Management and Managerial Personnel of Kaizen Agro Infrabuild Limited (herein after referred to as "the Company").
- b) The purpose of this Code is to enhance integrity & further scope of good Corporate Governance with an ethical and transparent process in managing the affairs of the Company.
- c) This Code envisages that the Board Of Directors of the Company and Senior Management Personnel should act within the framework of and in compliance with the applicable laws.
- d) It shall come into force with effect from the date of the Board of Directors approves the Code of Conduct and the amendments to the Code, If any, shall be effective from the date on which it is notified from time to time.

**Definitions & Interpretation:**

1. The term "**Board Members**" shall mean the Members on the Board of Directors of the Company.
2. The term "**Board/ Board of Directors**" shall mean the collective body of the Directors of the Company.
3. The term "**Whole-time Director**" shall mean Member of the Board of Directors of the Company who is in the whole time employment of the Company, also known as "**Executive Directors** "
4. The term "**Non-Executive Director**" shall mean any Director on the Board of the Company who is not in whole time employment of the Company.
5. The term "**Independent Directors**" shall mean an Independent Director as defined in Section 149 (6) of the Act and pursuant to Clause 52 of the Model Listing Agreement from time to time.
6. The term "**Senior Management**" shall mean personnel of the Company who Members of its core management team excluding Board of Directors. This would comprise of all Members of Management one level below the Whole Time Director, including all functional heads directly reporting to Whole Time Director including Key Managerial Personnel as defined under Section 2(51) of the Act.



7. The term “**Managerial Personnel**” shall mean presently all employees in M1 and above level excluding Senior Management and the Board Members.
8. The term “**Relative**” shall mean ‘relative’ as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of definitions details) Rules, 2014.
9. The Term “**Conflict of Interest**” means where the interest or benefits of one person or entity interferes with the interests or benefits of the Company.

**Applicability :**

The Code is applicable to :-

- (i) All Board Members including the Managing Director, Whole-time Director, Non -Executive Directors and Independent Directors;
- (ii) Senior Management of the Company ; and
- (iii) Managerial Personnel.

**Key Requirements:**

1. The Board Members, Senior Management and Managerial Personnel, shall abide by the provisions of the Act and Listing Agreement and such other regulatory provisions, as applicable, and
2. Shall act within the authority conferred upon them in the best interests of the Company and observe the following Code of Conduct :
3. Shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct while working for the Company as well representing the Company without allowing their independent judgment to be subordinated and fulfill the fiduciary obligations;
4. Shall comply with all applicable laws, rules and regulations, both in letter and spirit;
5. Shall not involve in any situation in which he may have direct or indirect interest that conflicts with the interest of the Company;
6. Shall avoid any relationship with a contractor or supplier that could compromise the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company;
7. Shall not exploit for their own personal gain any of the opportunities that are discovered through Company’s business, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors and its prior approval is obtained;
8. Shall not disclose any confidential information concerning the Company’s business, its customers, suppliers etc. which is not in the public domain, and to which he / she has access unless authorized to do so and when disclosure is required on a need to know basis and / or as a matter of law;

9. Shall not commit any offence involving moral turpitude or opposed to public policy resulting in conviction.
10. Shall act in accordance with the Articles of Association of the Company.
11. Shall not assign his office
12. Shall not make any statement which has the effect of adverse criticism of any policy or action of the Government or of the Company or which is capable of embarrassing the relations between the Company and the public or the management of the Company and its employees, including the stakeholders.
13. Shall not exploit for their own personal gain any of the opportunities that are discovered through Company's business, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors and its prior approval is obtained;

**Code of Conduct For Non- Executive Director:**

Non- Executive Director of the Company Shall:-

- i) 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 their role therein.
- ii) Comply with all applicable laws and regulation of all the relevant regulatory and other authorities as may be applicable to them in their individual capacities.
- iii) Safeguard the confidentiality of all the information received by them by virtue of their position.

**Code for Independent Directors (As per the Companies Act, 2013):**

This Code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors & fulfillment of their responsibilities in a professional manner will promote confidence of the Investments community, particular minority shareholders, regulator & Companies in the Institution of Independent Director.

**1. Guidelines of professional conduct:**

An Independent director shall:

- (1) Uphold ethical standards of integrity and probity;
- (2) Act objectively and constructively while exercising his duties;
- (3) Exercise his responsibilities in bona fide manner in the interest of the Company;

- (4) Devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) Not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) Not engage in any activity that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company;
- (7) Not abuse his position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (8) Assist the Company in implementing the best corporate governance practices;
- (9) Respect the confidentiality of data and information made available to them from time to time. Such respect for confidentiality shall also continue after such person ceases to hold office as an Independent Director.
- (10) Where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (11) Refrain from any action that would lead to loss of his independence;

**2. Role and Functions:**

An Independent director shall:

- (1) Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (2) 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;
- (3) Bring an objective view in the evaluation of the performance of the Board and management;
- (4) Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) Safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) Balance the conflicting interest of the stakeholders;
- (7) Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

- (8) Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;

3.

**Duties:**

An Independent director 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 they are members;
- (4) Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) 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;
- (6) Not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (7) Keep themselves well informed about the Company and the external environment in which it operates;
- (8) 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;
- (9) Adhere to the Insider Trading Code of the Company and Section 195 of the Companies Act,2013;
- (10) Not enter into any non-cash transactions with the Company as required by section 192 of the Companies Act,2013;
- (11) 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;

- (12) Not enter into any non-cash transactions with the Company as required by section 192 of the Companies Act,2013:

4. **Manner of appointment:**

1. Appointment process of Independent Directors shall be independent of the Company management; while selecting Independent Directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
2. The appointment of independent director(s) of the Company shall be approved at the meeting of the shareholders.
3. The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and that the proposed director is independent of the management.
4. The appointment of Independent Directors shall be formalized through a letter of appointment, which shall set out:
  - a) The term of appointment;
  - b) The expectation of the Board from the appointed director, the Board-level committee(s) in which the director is expected to serve and its tasks;
  - c) The fiduciary duties that come with such an appointment along with accompanying liabilities;
  - d) Provision for Directors and Officers (D & O) insurance, if any;
  - e) The Code of Business Ethics that the Company expects its directors and employees to follow;
  - f) The list of actions that a director should not do while functioning as such in the Company; and
  - g) The remuneration, mentioning periodic fees, reimbursement of expense for participation in the Board and other meetings and profit related commission, if any.
5. The terms and conditions of appointment of Independent Directors shall be open for inspection at the registered office of the Company by any member during normal business hours.

6. The letter of appointment along with the detailed profile of Independent Directors shall also be posted on the Company's website and stock exchange not later than one working day from the date of such appointment.

5. **Maximum tenure of Independent Directors:**

An independent director shall hold office for a term upto five consecutive years on the Board of a Company and shall be eligible for reappointment for another term of upto five consecutive years on passing of a special resolution by the Company.

Independent director, who completes his term as aforesaid, shall be eligible for appointment as independent director in the Company only after expiry of three years of him ceasing to be an independent director in the Company.

6. **Re-appointment:**

The re-appointment of independent director shall be on the basis of report of performance evaluation.

7. **Resignation or removal:**

- a) The resignation or removal of an independent director shall be in the same manner as is provided in Sections 168 and 169 of the Companies Act, 2013 and the Rules made thereunder.
- b) An independent director who resigns or is removed from the Board of the Company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
- c) Where the Company fulfils the requirement of Independent Directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

8. **Separate meetings:**

- a) The Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of non-Independent Directors and members of management;
- b) All the Independent Directors of the Company shall strive to be present at such meeting.
- c) The meeting shall:
  - i) review the performance of non-independent directors and the Board as a whole;
  - ii) review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors.

- iii) assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**9. Limit on number of directorships.**

- i. A person shall not serve as an independent director in more than seven listed companies.
- ii. Further, any person who is serving as a whole time director in any listed Company shall serve as an independent director in not more than three listed companies.

**Amendments to the Code:**

The Provisions of this Code may be amended by the Board of Directors of the Company from time to time.

**Insertion of the Code in Website:**

This Code and any amendments thereto shall be posted on the Website of the Company.

**Affirmation Of Compliance of the Code :**

All the Board Members, Senior Management and Managerial Personnel and, shall within 30 days of close of every financial year affirm compliance with this Code. A Performa of Annual Compliance Report is annexed to this Code as **(Appendix - I)**. The Annual Compliance Report shall be forwarded to the Compliance Officer of the Company. A declaration shall be contained in the Annual Report of the Company to this effect signed by the Managing Director.

**Acknowledgement of Receipt of the Code :**

All Board Members, Senior Management and Managerial Personnel shall acknowledge the receipt of this Code in the acknowledgement form annexed to this Code **(Appendix - II)** indicating that they have received the Code and send the same to the Compliance Officer. Upon revision of this Code, the Board Members, Senior Management and Managerial Personnel shall execute an acknowledgement of the revised Code.





**APPENDIX - I**

**CODE OF CONDUCT FOR  
BOARD MEMBERS, SENIOR MANAGEMENT PERSONNEL AND MANAGERIAL  
PERSONNEL**

**ANNUAL COMPLIANCE REPORT**

Date: ..... (Not later than 30th April, every year)

To,

The Company Secretary,  
Kaizen Agro Infrabuild Limited,  
Kolkata

Dear Sir,

I, ....., being a Director \*or  
(Designation and being a member of the Senior Management) \*  
or (designation and being a member of the Management Personnel)\* of the Company, hereby  
solemnly that I have, in letter and in spirit and to the best of my knowledge and belief, complied with  
the provisions of the "The Code of Conduct" for Board Members, Senior Management and Managerial  
Personnel, of the Company during the financial year ending 31st March, .....

Signature: .....

Name: .....

\*strike off whatever is not applicable



**APPENDIX - II**  
**CODE OF CONDUCT FOR**  
**BOARD MEMBERS, SENIOR MANAGEMENT PERSONNEL AND MANAGERIAL**  
**PERSONNEL**

**ACKNOWLEDGEMENT FORM**

Date: .....

From: .....

Name .....

Address.....

To,

The Company Secretary,  
Kaizen Agro Infrabuild Limited,  
Kolkata

Dear Sir,

I,....., being a Director \* or  
(Designation and being a member of the Senior Management )\*  
or (designation and being a member of the Senior Management Personnel and  
Managerial Personnel )\* of the Company, hereby acknowledge that I am in receipt of the  
"The Code of Conduct" for Board Members, Senior Management and Managerial Personnel  
of the Company .

Name: .....

Signature: .....