

***DOLAT* INVESTMENTS LIMITED**

Registered Office: Office No. 141, Center Point, Somnath, Daman, Daman & Diu-396210
Corporate Office: 301-308, Bhagwati House, Plot A/19, Veera Desai Road, Andheri (West), Mumbai- 400058
Tel.: 91-22-2673 2602/03/04/5570 4167/68/69/71 Fax: 91-22-26732642,
Corporate Identity Number: L67100DD1983PLC004760
Website: www.dolatinvest.com, E-mail: post@dolatinvest.com or grievances@dolatinvest.com

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

I. Objective:

The adoption of this Code of Conduct (the Code) by the Board stems from the fiduciary responsibility which the Directors and the Senior Management have towards the stakeholders in the Company.

This Code applies to Directors and Senior Management of the Company. Each Director and Senior Executive must adhere to the standards described in this Code of Conduct, since the company is determined to behave and to be perceived as an ethical organization.

II. Scope:

The Directors and the Senior Management of the Company agree to abide by the following Code of Conduct:

1. Conduct of Business:

(a) Conduct of the business will be consistent with the Core Values, which are as under:

- (i) Challenger
- (ii) Aspiration Led
- (iii) Integrity
- (iv) Result Obsession
- (v) Openness

(b) Abide by policies and business principles of the Company.

2. Ethical and Moral Behavior:

(a) Business shall be conducted ethically and by not committing, condoning or ratifying illegal or immoral acts.

(b) Standards of fair dealing and personal integrity will be observed.

(c) Not to conduct in a manner as may bring disrepute to office or tarnish the reputation of the Company.

(d) An environment free from gender / caste / religion / race or color specific harassment, discrimination and exploitation will be maintained.

(e) Encourage employees to acquire skills, knowledge and training to expand/enhance their professional and specialized knowledge.

3. Conflict of Interest:

(a) **Conflict Situations:** Any relationship, influence or activity that may impair the ability to make objective and fair decisions is to be avoided.

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- (b) **Disclosure of Interest:** Any financial or other material interest by oneself or through relatives / organization in any contract with the Company shall be disclosed at first opportunity.
- (c) **Competing with the Company:** Acceptance of any position of influence or of pecuniary interest in any other organization, whose business is in direct competition with that of the Company shall be avoided.
- (d) **Use of Company's Resources/Assets/Property:** Assets of the Company are to be used solely for the benefit of the Company. Opportunities discovered through use of corporate property, information or position shall not be exploited for own personal gain, unless the opportunity is disclosed fully in writing to the Company.
- (e) **Gifts / Gratifications:** Not to accept any personal gratification from suppliers/service providers/business partners, etc. However, personal gratification will not include gifts of insignificant value.

4. Confidentiality of Information:

Any information (electronic or otherwise) relating to the Company, its intellectual property, including technology and business processes, its business and customers/vendors which is confidential shall not be divulged.

5. Safety, Health and Clean Environment:

In all aspects of the Company's operations, its employees, customers and society, safe, healthy and clean environment shall be given prime importance.

6. Compliance with Laws, Rules and Regulations:

All laws, rules and regulations are to be complied with. The compliance and reporting systems established should be adhered to.

III. Duties of Directors (Pursuant to Section 166 of the Companies Act, 2013):

All Directors of the Company shall-

- i. act in accordance with the articles of the company.
- ii. act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, and the community and for the protection of environment.
- iii. exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- iv. not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.

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- v. not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- vi. not assign his office and any assignment so made shall be void.

IV. Duties of Independent Directors (As per Companies Act, 2013):

In addition to the duties imposed upon the Directors of the Company as per clause III, the Independent Directors of the Company shall also ensure compliance with the Code for Independent Directors as specified in Schedule IV of the Companies Act, 2013, especially with regard to the duties of Independent Directors laid down therein.

V. Affirmation of Compliance:

The Compliance of this Code of Conduct shall be affirmed, in writing, by all the Directors/Senior Management Personnel, on annual basis, coinciding with the closing of the financial year of the Company, which is presently 31st March.