

**CODE OF CONDUCT FOR DIRECTORS AND SENIOR  
MANAGEMENT OF SINDHU TRADE LINKS LIMITED**

*(As per Companies Act, 2013 and SEBI (LODR) Regulation, 2015)*

## **1. Introduction/Background/ Purpose of the Code:**

1.1. Regulation 46(2) (d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) requires every listed company to publish a code of conduct for its board of directors and senior management personnel on its website.

1.2. This code of conduct (“Code”) has been prepared in accordance with the Listing Regulations and shall apply to the board of directors and members of the senior management of Sindhu Trade Links Limited (the “Company”).

1.3. This Code may be amended by the board of directors of the Company from time to time provided that such revised Code complies with the Listing Regulations.

## **2. Scope/Applicability of the Code:**

2.1. The Code applies to Directors and Senior Management of the Company.

2.2. The independent directors of the Company are subject to certain additional duties as laid down by the Companies Act, 2013 which are set out in **Annexure - I** of the Code.

2.3. The Code has been formulated and approved by the Board and is to be strictly observed by the Directors and Senior Management of the Company for the governance of good corporate practices. Any issue relating to the interpretation of the Code will be handled by the Board. The Company Secretary of the Company is appointed as the Compliance Officer under the Code and will be available to answer any questions, provide clarification and to help in ensuring compliance with the Code.

## **3. Terms and Definition:**

3.1. “Board” or “Board of Directors” shall mean the board of directors of the Company.

3.2. “Company” shall mean Sindhu Trade Links Limited.

3.3. “Compliance Officer” shall mean the Company Secretary of the Company and in his absence any senior officer, so designated by the Board for the purpose of compliance with the Code.

3.4. “Director” shall mean a member of the Board.

3.5. “Listing Regulations” shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3.6. “Senior management” shall mean officers/personnel of the Company who are members of its core management team excluding board of directors and normally this 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 shall specifically include company secretary and chief financial officer.

Words and expressions used and not defined in this Code, but defined in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, and rules and regulations made thereunder shall have the meanings respectively assigned to them in such legislations.

## **4. Details of the Code**

### **4.1. Guidelines for Conduct**

4.1.1. Every person to whom the Code is applicable, shall conduct the affairs of the Company and perform his duties with due care, diligence, dignity, honesty and integrity and shall conform to the highest moral and ethical standards and at all time, be loyal to the Company and act in good faith and in the best interest of the Company.

4.1.2. Besides the duties and responsibilities cast upon Directors by applicable laws, articles of association of the Company and provisions of the Code, set out hereinbefore, a Director is also expected to:

- a) use such degree of skill as may be reasonable to expect from a person with his/ her knowledge or experience;
- b) not seek to influence any decision of the Board for any consideration other than in the interests of the Company;
- c) make reasonable efforts to attend Board meetings, meetings of the committees of the Board where the Director is a member and general meetings of shareholders, regularly;
- d) inform the chairman of the Board/ committee or the Company Secretary of the Company well in advance in case he is not in a position to attend a Board/ committee meeting and apply for the grant of leave of absence;
- e) dedicate sufficient time, attention and energy to the deliberations at the meetings to ensure diligent performance of their duties;
- f) notify the other Directors about the material personal interest & conflict of interest<sup>3</sup> in any matter and must not vote on such matter;
- g) bring an open and independent mind to the Board/ committee meetings and should not make a decision about a matter before attending and participating in the deliberations of the meeting;
- h) treat each other with courtesy and observe the other guidelines set out in the Code;

- i) act in a cooperative and respectable manner with their colleagues;
- j) maintain order and decorum at the meetings and obey the directions given by the Chairman; and
- k) comply with all applicable laws, regulations, confidentiality obligations and Company's policies.

## **4.2. Conflict of Interest**

4.2.1. The Directors and Senior Management shall not engage in any activity, business, or relationship, which may be in conflict with the interest of the Company or prejudicial to the Company's interest. They should avoid transacting company business with their relative or with a firm/ company in which either they themselves or their relative are interested or plays any significant role and in case such related party transaction is unavoidable, it must be made only after proper and fullest disclosure to the Board.

4.2.2. The Directors and Senior Management shall also not accept gifts from persons or firms who deal with the Company, or are seeking to deal with the Company, where the gift is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest.

4.2.3. Further, members of the Board of Directors and all senior management personnel of the Company are required to 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 Company & its subsidiaries at large in the ***Annexure II*** attached to this Code. The disclosure is required to be sent to the Compliance officer who shall promptly circulate the same to the Board of Directors and/or place it at the meeting of the Board of Directors scheduled after receipt of such Disclosure.

Explanation: For the purpose of this clause, conflict of interest relates to dealing in the shares of listed entity, commercial dealings with bodies, which have shareholding of management and their relatives etc.

## **4.3. Honesty, Integrity, Fairness and Accountability**

4.3.1. The Directors and Senior Management are entrusted with the responsibility to oversee and formulate the policies for the management and affairs of the Company. Therefore, in the interest of good corporate governance they shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity, and fairness. All of them must act in good faith with honesty and accountability and with due care, competence, and diligence.

4.3.2. The Directors and Senior Management shall encourage employees of the Company to report violations of laws, rules, regulations, or this Code to the appropriate personnel.

#### **4.4. Disclosure of Interest**

4.4.1. The Directors shall promptly disclose at the time of their appointment and subsequently whenever there is a change, their interest in other companies and body corporates in compliance with applicable laws.

4.4.2. The Directors and Senior Management shall also promptly disclose their relationships with other individuals, firms or body corporate wherever such relationship may affect their independence of judgment while performing their duties and responsibilities towards the Company.

#### **4.5. Confidentiality**

4.5.1. Directors and Senior Management should maintain the confidentiality of information entrusted to them by the Company.

4.5.2. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of the Director/ Senior Management or anyone other than the Company.

4.5.3. Confidential information includes any information relating to the Company's business, customers, suppliers, employees etc., which is not available in the public domain and to which the Director/ Senior Management has access or they possesses such information because of their position in the Company.

#### **4.6. Company Property**

4.6.1. Directors and Senior Management have a fiduciary relationship with the Company and they should act like a trustee for the Company's property/ assets as well as the property/ assets of other organizations that have been entrusted to the Company. They are responsible for its safe custody and accountable for its use. The Directors and Senior Management shall not use these assets/ property except as specifically authorised and that too only for the purpose of Company business.

#### **4.7. Corporate Business Opportunities**

4.7.1. Corporate Business Opportunities here means those opportunities, which are made available to the Company and which are known to the Directors/ Senior Management due to the position held by them in the Company. The Directors/ Senior Management shall not utilise such opportunities for their personal benefit. However once an opportunity is fully and properly disclosed to the Board and after consideration rejected by them then it ceases to be a Corporate Business Opportunity.

#### **4.8. Compliance With Applicable Laws & Company's Policies**

4.8.1. Every person to whom the Code is applicable and others directly or indirectly associated with the Company shall comply with all applicable laws, rules, regulations and guidelines issued by the Government of India from time to time.

4.8.2. Further they shall also comply with the various policies, guidelines and codes formulated by the Company in compliance with the Listing Regulations and other applicable provisions including the Company's policy on insider trading and procedures for fair disclosure.

#### **4.9. Declaration for Compliance with the Code**

4.9.1. The members of the Board and Senior Management shall affirm the compliance with the Code on an annual basis and shall sign a confirmation to that effect as per the format set out in *Annexure III*.

4.9.2. The annual report of the Company shall carry a declaration signed by the CEO/ Managing Director of the Company stating that the members of Board and Senior Management have affirmed compliance with the Code.

#### **4.10. Miscellaneous**

4.10.1. Suspected violations of the Code must be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations would be appropriately investigated and action will be taken on the conclusion of the enquiry by the Board which may even include a request to resign as Director or Senior Management of the Company, if permitted by applicable laws and is in the best interest of the Company.

4.10.2. The board of directors of the Company reserves the right to modify and/or amend the Code at any time. The Code and subsequent amendment(s) thereto, shall be published on the website of the Company.

4.10.3. The Code of Conduct for Directors as stipulated under SEBI (Depositories and Participants) Regulations, 2018 has been set out in *Annexure - IV* of the Code.

**Duties of Independent Directors**

The duties of the Independent Director as laid down in Schedule IV to the Companies Act, 2013 are as follows:

The independent directors 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 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 behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy; and
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.

To,  
**The Compliance Officer**  
**Sindhu Trade Links Limited**  
701, 7<sup>th</sup> Floor, Signature Tower, Sector-30,  
Gurugram, Haryana -122003

Dear Sirs,

**Sub.:** Disclosure under Regulation 26(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to any material, financial and commercial transactions with the Company having potential conflict of interest with the Company.

In compliance of the requirements of Regulation 26(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I (*Name of Employee & Employee ID*), Director / member of Senior Management team of Sindhu Trade Links Limited, (the "Company") hereby confirm that during the financial year ended \_\_\_\_\_ \*

- There has not been any material, financial and commercial transactions with the Company, wherein I had any personal interest that may have a potential conflict with the interest of the Company and its subsidiaries.

OR

- There has been material, financial and commercial transactions as detailed in **Annexure A**, had been undertaken by the Company, wherein I had a personal interest that had a potential conflict with the interest of the Company.

(\* delete the option which is not applicable)

I also confirm that in case of any such situation arises in the future, I will bring the same to the notice of the Company.

The disclosure be brought to the notice of the Board at its forthcoming meeting.

Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Date: \_\_\_\_\_  
Employee ID/DIN No.: \_\_\_\_\_  
Place: \_\_\_\_\_



**Annexure - A**

**Details of transactions of the Company in which I shall be considered as interested or transactions where I have potential conflict of interest**

Sr. No.	Name of Party(ies) with whom transaction(s) has/have been entered	Nature of Transaction	Nature of Interest	Amount of Transaction

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

**Affirmation by Director/ Senior Management with Code of Conduct**

**To,**  
**The Compliance Officer**  
**Sindhu Trade Links Limited**  
701, 7<sup>th</sup> Floor, Signature Tower, Sector-30,  
Gurugram, Haryana -122003

As a Director / Senior Management, I hereby acknowledge that I have received and read the Code of Conduct of the Company. I understand that it is my responsibility to consult the Compliance Officer if I have any questions regarding the provisions of the Code of Conduct and I shall comply with the Code of Conduct in true spirit. I am aware that I shall inform immediately if any act/ conduct of myself comes in conflict with the Code of Conduct.

I understand and agree that as a Director/ Senior Management, it is my responsibility to promote the application of the Code of Conduct.

**Name:** \_\_\_\_\_

**Date:** \_\_\_\_\_

***(Pursuant to Regulation 27 and Schedule III, Part- B of SEBI (D&P) Regulation, 2018)***

**1. Meetings and minutes:**

Every director of the Company shall:

- a) Meetings and minutes: a) not participate in discussions on any subject matter in which any conflict of interest exists or arises, whether pecuniary or otherwise, and in such cases the same shall be disclosed and recorded in the minutes of the meeting;
- b) not encourage the circulation of agenda papers during the meeting, unless circumstances so require;
- c) offer their comments on the draft minutes and ensure that the same are incorporated in the final minutes;
- d) insist on the minutes of the previous meeting being placed for approval in subsequent meeting;
- e) endeavour to have the date of next meeting fixed at each governing board meeting in consultation with other members of the governing board;
- f) endeavour that in case all the items of the agenda of a meeting were not covered for want of time, the next meeting is held within fifteen days for considering the remaining items.

**2. Code of Conduct for the public interest directors:**

- a) In addition to the conditions stated in Para (i) above, public interest directors of the Company shall, endeavour to attend all the governing board meetings and they shall be liable to vacate office if they remain absent for three consecutive meetings of the governing board or do not attend seventy five percent of the total meetings of the governing board in a calendar year.
- b) Public interest directors shall meet separately, at least once in six months to exchange views on critical issues.

**3. Strategic planning:**

Every director of the Company shall:

- a) participate in the formulation and execution of strategies in the best interest of the Company and contribute towards pro-active decision making at the governing board level;
- b) Give benefit of their experience and expertise to the Company and provide assistance in strategic planning and execution of decisions.

**4. Regulatory compliances:**

Every director of the Company shall:

- a) endeavour to ensure that the Company abides by all the provisions of the Securities and Exchange Board of India Act, 1992, Depositories Act, 1996, rules and regulations

framed thereunder and the circulars, directions issued by the Board from time to time;

- b) endeavour compliance at all levels so that the regulatory system does not suffer any breaches;
- c) endeavour to ensure that the Company takes commensurate steps to honour the time limit prescribed by Board for corrective action;
- d) not support any decision in the meeting of the governing board which may adversely affect the interest of investors and shall report forthwith any such decision to the Board.

## **5. General responsibility:**

Every director of the Company shall:

- a) place priority for redressing investor grievances;
- b) endeavour to analyze and administer the Company issues with professional competence, fairness, impartiality, efficiency and effectiveness;
- c) submit the necessary disclosures/statement of holdings/dealings in securities as required by the Company from time to time as per their bye-laws or Articles of Association;
- d) unless otherwise required by law, maintain confidentiality and shall not divulge/disclose any information obtained in the discharge of their duty and no such information shall be used for personal gains;
- e) maintain the highest standards of personal integrity, truthfulness, honesty and fortitude in discharge of their duties in order to inspire public confidence and shall not engage in acts discreditable to their responsibilities;
- f) perform their duties in an independent and objective manner and avoid activities that may impair, or may appear to impair, their independence or objectivity or official duties;
- g) perform their duties with a positive attitude and constructively support open communication, creativity, dedication, and compassion;
- h) not engage in any act involving moral turpitude, dishonesty, fraud, deceit, or misrepresentation or any other act prejudicial to the administration of the Company.