

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

## **1. Introduction:**

In terms of regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors of Dynamic Cables Limited ("the Company") has approved and adopted this Code of Conduct for Board Members and Senior Management Personnel.

## **2. Applicability:**

The Code sets out the standards of principles and practice, which are to be adhered to by:

- (a) The member of the Board of Directors of the Company (the "Directors"); and
- (b) The Senior Management Executives of the Company (the "Senior Management")

## **3. Objective:**

The Company, its Board of Directors and Sr. Management Personnel are committed to uphold the highest standards of integrity and probity in complying with the all the applicable laws, rules and regulations with any amendments thereto. It is vital that every Board member and Sr. management personnel should be aware of his role and responsibilities so as to ensure accountability to the Company and its shareholders.

The Board and Sr. Management Personnel should not only be aware of apparent and potential risks associated with the business but also continuously strive for devising suitable and adequate measures to mitigate those risks. The Code is designed to achieve necessary high standards of corporate behaviour. This code is in alignment with the best practices inherent in good Corporate Governance structure.

The Company's believes in escalating the shareholder's value without compromising with business ethics. The true essence of this code is the adherence by the Board and Management personnel all the modules of this code in letter and in spirit.

## **4. Interpretation:**

The words and expressions used and not defined in this policy but defined in the Companies Act, 2013 or rules made there under or the Securities and Exchange Board of India Act, 1992 or regulation made there under or Depositories Act, 1996 shall have the same meanings respectively assigned to them in those acts, rules and regulations.

## **5. Duties:**

- (i) Duties of Directors:

The Companies Act, 2013 significantly specifies certain duties and responsibilities of the Directors of the Company. While the list of duties as per the provisions of the Companies Act, 2013 has been enumerated below, it should however, by no means be considered to be exhaustive:

- (a) Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.

(b) A director of a company shall 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.

(c) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

(d) A director of a company shall 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.

(e) A director of a company shall 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.

(f) A director of a company shall not assign his office and any assignment so made shall be void.

(ii) Duties of Independent Directors.:

The independent directors shall—

- 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;
- 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.

#### **6. Compliance Management:**

The Board / Senior Management Personnel shall devise adequate systems wherein Compliance with all the applicable laws, rules and guidelines could be adhered to. Every person involved or responsible with the compliance issues must have a thorough knowledge of laws and any amendments thereto. Departmental heads forward a report to any of the functional director regarding Compliances ought to be done and actually done during the period.

#### **7. Relationship with the Company:**

The Board /Management Personnel shall ensure that their personal interest do not intervene with the well-being of the Company. The Board/Management personnel are advised to preclude themselves to enter into any transaction with the related parties that may sway or have the effect of compromising with the professional wisdom of the Board/Management personnel.

The Board should mandatory disclose any interest/association with any contracting party or association in any manner with any other Company, firm, etc which may prove prejudicial to the interest of the Company. The Company does not as such prohibit any transaction with the related party provided the same is done on an arm's length basis and be placed before the Audit Committee for scrutinizing the same.

#### **8. Dealing in the Securities of the Company:**

The Directors and Senior Managerial Personnel shall maintain the privacy of confidential information of the Company or that of any customer, supplier or business associate of the Company except when disclosure is authorized or legally mandated. Any information shall not be used or proliferated which is not available to public and which therefore constitutes insider information for making or giving advice on investment decisions on the securities of the Company.

#### **9. Audit Committee:**

The primary objective of the Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and at the same time maintaining with the integrity and quality of the financial reporting.

The Board/ Management Personnel shall ensure that an official of a Company who observes an unethical or improper practice can approach the Audit Committee of the Company without necessarily informing his supervisors.

The Audit Committee shall review and discuss with the management and external auditors financial results including Management Discussion and Analysis of financial condition and results of operations before placing the same to the Board of Directors for approval. Periodical Review of Risk management policies and suggest measures to mitigate the same. The Audit Committee shall also monitor the Internal Audit and Internal Control Systems and ascertain the significant deficiencies and other material weaknesses.

#### **10. Whistler Blower Policy:**

It is a mechanism by which instances of frauds and unethical practices can be brought to light and at the same time ensuring the anonymity of the Whistle Blower. The intention is to enable the management to establish a mechanism for employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct.

It would lead to better corporate accountability in the ever-changing dynamic capital market. It is the responsibility of the Company to keep the identity of the complainant secret and to ensure this secrecy following things should be adhered to:

Every Complaint should be made in closed/sealed envelope;

Identity of the person should be kept anonymous so as to protect the Complainant from victimization;

The Complainant should also ensure that no vexatious or mala fide complaints would be entertained;

The language of the Complaint may be English, Hindi or Regional Language of the district.

The Board/Management Personnel shall not attempt to suppress/conceal any such view or reporting. As a matter of good Corporate Governance, the Company acting through the Board shall annually affirm and submit as an annexure to the Board Report in the Annual Report that it has not denied any personnel access to the Audit Committee of the Company in respect of matters involving alleged misconduct and that it has provide full protection to Whistle-Blowers against any victimization.

#### **11. Health, Safety and Environment:**

All the Directors and Senior Management Personnel shall ensure a healthy environment not only to the employees and workers working for the Company but also to the public in general. The Directors have to devise and implant highest standards of safety. The Senior Management shall assist and facilitate its Directors to comply with laws relating to Pollution Control, Industrial Waste Management and other applicable environmental and health safety laws. All the Senior Management personnel should endeavour to build tranquillity and serenity so that the employees can work in hassle-free environment.

**12. Secrecy/Privacy and Confidentiality:**

Confidential Information means any information that is not available or authorised by the management to get available for dissemination to the public, also refer as Unpublished Price Sensitive Information. The Board/Management Personnel shall ensure that all the privileged information available to them by virtue of holding any office should never be divulged and such information be concealed only on "Need to Know" Basis and as when legally mandated.

**13. Compliance of the Code:**

It is a duty of every Director and Senior Management Personnel to whom this Code is applicable to affirm annually through a declaration annexed with this Code certifying compliance with the Code. Annual Report of the Company shall contain a declaration to this effect signed by the CEO.

This Code should be adhered to in complete letter and spirit.

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**COMPLIANCE CERTIFICATE**

To  
The Board of Directors  
Dynamic Cables Limited  
F-260, Road No. 13, VKI Area,  
Jaipur 302013

**Sub.: Annual Declaration with respect to Compliance with the Code of Conduct under Regulation 26(3) of the SEBI (LODR) Regulations, 2015.**

I, being a member of the Board of Directors/Senior Management Personnel of Dynamic Cables Limited (hereinafter refer to as "the Company") hereby confirm and submit that:

1. I have received, read and understood the Code of for Board and Senior Management Personnel of the Company.
2. I have complied with the provisions enumerated/stipulated in the said Code during the Financial Year \_\_\_\_\_.
3. I also submit that there is no case of non-compliance in my knowledge with respect to the said code during the Financial Year \_\_\_\_\_.

**Signature**

**Name:**

**Designation:**

**Date:**