



**DIGINOTICE LIMITED**

**CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT**

**[Under Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015  
("SEBI LODR")]**

**DIGINOTICE LIMITED**



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### **CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT**

#### **INTRODUCTION**

SEBI (Listing Obligations and Disclosure requirements) Regulations, 2018 requires listed companies to lay down a code of conduct for all Board members and senior management of the Company. This Code of Conduct for Board members and senior management of the Company is made to fulfill the above requirement of the Listing agreement.

#### **APPLICABILITY**

The Code of Conduct is applicable to the following, hereinafter referred to as “the Covered Parties.”

- All Directors on the Board of the Company,
- Senior Management Personnel of the Company.

The term senior management means the personnel of the Company who are members of its core management team excluding Board of Directors. This would comprise all members of management one level below the executive directors, including all functional heads.

#### **OBJECTIVES**

The Directors are entrusted with responsibility to oversee management of the business and affairs of the Company. The Directors are the driving force of the Company. This code is an effort by the company to assist the Directors to turn the corporate governance philosophy of the Company into a reality. The objective of this code is to enable the directors of the Company to conduct the business of the Company in an ethical manner.

#### **CODES OF CONDUCT**

Covered Parties shall, in all matters related to the Company, act within the authority conferred upon them, keeping the best interests of the Company in view and observe the following:

1. The Directors and Senior Management Personnel shall act in accordance with the highest standards of personal and professional integrity, honesty, good faith, with diligence and responsiveness, excellence in quality, with academic responsibility and freedom and ethical conduct while working on the Company's premises, at Company sponsored business and social events, or at any other place where Officers represent the Company.
2. The Directors and Senior Management Personnel shall act in utmost good faith and fulfil the fiduciary obligations without allowing their independence of judgment to be compromised. There should not be any conflict of the personal interests with the organizational interests.
3. The Directors and Senior Management Personnel are expected to maintain the highest level of confidentiality of the information, which they acquire during the course of their relationship with the Company. They are not expected to use such information for their personal interests.



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4. The Directors and Senior Management Personnel shall not hold any position or job or engage in outside business or other interest that is prejudicial to the interests of the Company.
5. The Directors and Senior Management Personnel must acquire adequate knowledge of all the applicable laws, rules, regulations, orders and notifications under regulatory framework as applicable to their functions and duties and should follow and comply with the same and avoid violation, breach, or infringement thereof.
6. The Directors and Senior Management Personnel shall not commit any offence involving moral turpitude.
7. The Directors and Senior Management Personnel shall not use the property of the Company for personal gain
8. The Directors and Senior Management Personnel shall not use any information or opportunity received by them in the capacity of a Director in a manner that would be detrimental to the interest of the Company.
9. The Directors and Senior Management Personnel keep the Board informed in an appropriate and timely manner any information in the knowledge of the member which is related to the decision making or is otherwise critical for the Company.
10. The Directors and Senior Management Personnel shall also comply with the existing Code of Conduct for Prevention of Insider Trading laid down in conformity with The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations and any amendments made thereto, if any, from time to time.
11. The Directors should disclose their engagements, either as Director or in any other capacity to the Company in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.
12. The Directors and Senior Management Personnel shall refrain from indulging in any discriminatory practice based on race, colour, sex, age, religion, ethnic or national origin, disability or any other unlawful basis.
13. The Directors and Senior Management Personnel shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business. However, the Board Members and Senior Management may accept and offer nominal gifts, which are customarily given and are of a commemorative nature, for special events.
14. The Directors and Senior Management Personnel shall exercise powers conferred upon him for achieving business goals of the Company in a fair and honest manner with reasonable direction and after weighing of the consequences of such use.
15. The Directors and Senior Management Personnel shall treat the other members of the Board and other persons connected with the Company with respect, dignity, fairness and courtesy.
16. Every Director of the Company shall endeavour to comply with the provisions of Section 166 of the Companies Act, relating to the duties of directors.



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In addition, Independent Directors shall also perform the duties as prescribed in Schedule IV of the Companies Act, 2013, as amended from time to time.

### **DISCLOSURE AND ANNUAL COMPLIANCE REPORTING:**

All Directors and Senior Management Personnel shall acknowledge receipt of this Code or any modification thereto, in the acknowledgement form as at **Annexure – I(a)** and forward the same to the Company Secretary indicating that they have received, read, understood and agreed to comply with the Code.

Further, in terms of Regulations of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2018, all Board members and senior management personnel of the Company shall affirm compliance of this Code on an annual basis in the form as at **Annexure –I(b)**.

### **REVIEW**

This code of conduct is subject to modification. The Board of Directors has requisite powers and authority to update and amend the code of Conduct from time to time.



## **DIGINOTICE LIMITED**

### **Annexure – I(a)**

### **DECLARATION**

To,  
The Company Secretary  
Diginotice Limited  
501, Aquaville Riverfront  
Cruiseway, Gangapur Rd,  
Nashik, Maharashtra 422013

Dear Sir/ madam

I, Mr./Mrs./Ms. \_\_\_\_\_, \_\_\_\_\_ (designation) have received and read the Company's Code of Conduct for Directors and Senior Management Personnel ("this Code"). I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature:  
Name:  
Designation:

Place:  
Date:



## DIGINOTICE LIMITED

### Annexure – I(b)

### DECLARATION

To,  
The Company Secretary  
Diginotice Limited  
501, Aquaville Riverfront  
Cruiseway, Gangapur Rd,  
Nashik, Maharashtra 422013

Dear Sir/ madam

I, Mr./Mrs./Ms. \_\_\_\_\_, \_\_\_\_\_ (designation) do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Conduct for Directors and Senior Management Personnel during the financial year ending 31st March\_\_\_\_\_.

Signature:  
Name:  
Designation:

Place:  
Date:

1. Kindly sign and return this declaration on or before April 15, \_\_\_\_\_.
2. This declaration shall be valid for the financial year \_\_\_\_\_.

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