

DUNCAN ENGINEERING LIMITED

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

I. OVERVIEW

The adoption of this Code of Conduct (“the Code”) by the Board stems from the fiduciary responsibility that the Board Members and the Senior Management have towards the stakeholders in the Company. The Board Members and Senior Management will act as trustees in the interest of all stakeholders of the Company by balancing conflicting interests, if any, between stakeholders, for their optimal benefit. In the observance of the Code, the Directors in their capacity as Directors, per se, will have a Directional role and the Executive Directors and Senior Management Personnel (“SMP”) will have executive responsibility.

This Code is in line with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereunder (“SEBI Listing Regulations”) read with provisions of Section 149 of the Companies Act, 2013 and rules thereof and shall be applicable to each member of the Board of Directors of Duncan Engineering Limited (“the Company”) hereinafter referred to as a ‘Director’ as well as Senior Management Personnel of the Company as defined under Companies Act 2013 or SEBI Listing Regulations.

II. THE CODE

Every person to whom this Code applies will be bound by the following, to the extent applicable. However, Serial Number IV shall apply additionally to only Independent Directors on the Board of the Company.

The Code encompasses the following:

1. Core values in conduct of Business

The core values of the Company imbibe high standards of Ethical & Moral Behaviour and are as follows:

- a. Business shall be conducted ethically, morally and with personal and professional integrity.
- b. An environment free from gender, religion or cast specific harassment, discrimination and exploitation will be maintained.
- c. Business shall be conducted in a transparent and professional manner
- d. Business shall be conducted in an atmosphere that promotes entrepreneurship, innovations and passion for superior performance.
- e. All businesses shall be conducted in a manner consonant with social values and in a people-friendly manner.

2. Safety, Health and Clean Environment

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

3. Conflict of Interest

The Directors and SMP shall;

- a. Not engage in any activity that interferes with the performance or responsibilities of the Company.
- b. Avoid and disclose actual and apparent conflicts of personal interest with the Company and disclose all contractual interest, whether directly or indirectly, with the Company.
- c. Inform the Company immediately about emergence of any situation that may disqualify him from holding the current position.
- d. Not compete, whether directly or indirectly, with the Company
- e. Not make investment in any customer, supplier or competitor of the Company that may compromise his responsibilities for the Company and any such investment shall be with full disclosure to the Company.
- f. Avoid conducting company business with a relative or with a business in which a relative is associated in any significant rule.

4. Corporate Opportunities

- a. Not accept any offer, payment or anything of value from customers, vendors, consultants etc that is perceived as intended, directly or indirectly, to influence any business decision.
- b. Not divert to his own advantage any business opportunity that the Company is in pursuit.
- c. Not to hold any office or place of profit in the Company by himself or by his relatives without full disclosure of information in connection therewith.
- d. Not to accept simultaneous employment/directorship with the suppliers, customers or competitors of the company and not to take part in any activity that enhances or supports a competitor.

5. 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 remain the sole property of the company and shall not be divulged at any time whatsoever.

6. Compliance with Laws, Rules and Regulations

- a. Directors & SMP shall stay abreast of the affairs of the Company and Directors shall be kept informed of the Company's compliance with relevant laws, rules and regulations.
- b. All laws, rules and regulations are to be complied with. The compliance and reporting systems established should be adhered to.
- c. SMP shall stay abreast of all changes/modifications in relevant laws and rules/regulations.
- d. To observe and comply with the provisions of the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders of the Company and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of the Company, approved by the Board of Directors and as may be amended from time to time.

7. Honest and Ethical Conduct

- a. To act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct in the discharge of duties and promote professionalism in the Company.
- b. Use reasonable care and skill in the discharge of duties and responsibilities and exercise of powers for the benefit and prosperity of the Company.
- c. Not charge personal expenses to the Company.

8. Use and Protection of Company's assets

- a. Use the assets of the company 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 and its approval taken.

9. Disclosure of Interest

- a. Disclose at first opportunity any financial or other material interest by oneself or through relatives/ organisation in any contract with the company (including vendors and customers).

10. Contribution in Strategic Planning

- a. To exercise independent judgement on issues of strategy, performance, policy matters, etc.
- b. Have a clear understanding of the aims and objectives, capabilities and capacity and various policies of the Company.
- c. Devote full attention to the business interests of the Company.

11. Meetings

- a. To endeavor to attend and actively participate in all the meetings of the Board of Directors and its Committees, where he / she is a member as well as general meetings of the members of the Company.
- b. Not to remain present when any discussion on any matter is in progress in which he/she is interested as a Director and he / she shall not participate in discussion or vote on any matter in which he / she is interested as a Director.

III. DUTIES OF DIRECTORS

The Duties of Directors shall be such duties as prescribed pursuant to the provisions of the Companies Act, 2013, rules thereof and the SEBI Listing Regulations and include the following:

1. Subject to the provisions of the Companies Act, 2013 and rules thereof, the Director shall act in accordance with provisions of the Articles of Association of the Company.
2. The Director 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, the community and for the protection of environment.
3. The Director shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
4. The Director 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.
5. The Director shall not achieve or attempt to achieve any undue gain or advantage either to himself / herself or to his relatives, partners or associates and if such Director is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the Company.
6. The Director shall not assign his/her office and any assignment so made shall be void

IV. CODE FOR INDEPENDENT DIRECTORS

In addition to compliance: with the provisions of Serial Numbers I to III of this Code, the Independent Directors shall also be bound by the following additional provisions in respect of their conduct as Independent Directors on the Board of the Company.

A. 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 a 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 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;
7. refrain from any action that would lead to loss of his independence;
8. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9. assist the company in implementing the best corporate governance practices.

B. Role and functions:

The independent directors shall:

1. 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;
2. bring an objective view in the evaluation of the performance of board and management;
3. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
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. 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;
8. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

C. Duties of Independent Directors

In addition to the duties of the directors as mentioned at Serial Number III, 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. strive to attend meetings of the independent directors whenever held;
7. 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;
8. keep themselves well informed about the company and the external environment in which it operates;
9. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
10. 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;
11. 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;
12. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
13. act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
14. 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.

V. CERTIFICATION

Each of the Directors on the Board of the Company and Senior Management Personnel shall file with the Company Secretary of the Company, a declaration as to compliance with the provisions of this Code by the 10th of April every year.

For and on behalf of the Board of Directors
of Duncan Engineering Limited

SD/-
Akshat Goenka
Managing Director
DIN: 07131982

Date: 01.11.2022