



## **STARLINEPS ENTERPRISES LIMITED**

### **CODE OF BUSINESS CONDUCT AND ETHICS**

#### **I. PREAMBLE**

The purpose of the code is to promote ethical conduct, maintain the trust and confidence of the public, deter wrong doing, the good reputation of the Company and the unquestioned integrity of all personnel involved in the Company. The matters covered in this code are utmost importance to the Company, our shareholders and our business partners. Our promise is at the core of Corporate Governance practice.

#### **II. APPLICABILITY**

1. Chairman
2. Managing Director/ Executive Director
3. Other Members of the Board
4. All Senior Management Personnel (SMP).

All the Officers are expected to abide by this code as well as other applicable Zenith policies or guidelines, as maybe laid down from time to time. Any violation of this code may result in disciplinary action, up to and including immediate termination.

[Note: Senior Management Personnel include all members of management one level below the CEO/MD/WTD/Manager and specifically include company secretary and chief financial officer]

#### **III. CODE OF CONDUCT IN BRIEF**

The code of conduct and ethics may be laid down in brief. The members are advised to read and understand carefully the code of conduct of the Company so as to understand and act in accordance with highest standards of personnel and professional integrity, honesty and ethical conducts.

The Board Members and the Senior Management Personnel of the Company:

1. Shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.
2. Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
3. Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
4. Shall ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only or as per the terms of their appointment.
5. Shall not seek, accept or receive, directly or indirectly, any gift, payments or favors in whatsoever form from Company's business associates, which can be perceived as being given to gain favor or dealing with the Company and shall ensure that the Company's interests are never compromised.
6. Shall maintain confidentiality of information entrusted by the Company or acquired during



performance of their duties and shall not use it for personal gain or advantage.

7. Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.
8. Shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or person authorized in this regard otherwise.
9. Shall not, without the prior approval of the Board or Senior Management, as the case may be, accept employment or a position of responsibility with any other organization for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.
10. Not use the Company's property or position for personal gain.
11. Disclose any personal interest that they may have regarding any matters that may come before the Board and abstain from discussion, voting or otherwise influencing a decision on any matter in which the concerned Director has or may have such an interest.
12. Not utilize internet connections or accounts of the Company for personal use, including using the company's e-mail account for non-Company mail. Any officer in possession of the Company's access passwords for the internet or the internal network shall use solely for the purposes intended and shall not disclose the same to any unauthorized person nor to any person who may misuse the same, nor shall they use access password belonging to any other person.
13. Make efforts to extend support to community welfare, health and education.
14. Make available to and share with fellow Director's information as may be appropriate to ensure proper conduct and sound operations of the Company and its Board of Directors.
15. Not take place any discrimination on the grounds of race, cast, religion, marital status or gender amongst the employees and all stakeholders of the Company.
16. Provide a healthy work environment and shall conform to environmental laws and shall endeavour to prevent wastage of natural resources in the course of conduct of business.
17. Make reasonable efforts to attend Board and Committee meetings regularly.
18. Ensure compliance with the SEBI (Prohibition of Insider Trading) Regulations, 1992 and also other Regulations as may become applicable from time to time.
19. A Director or senior manager who has concerns regarding compliance with this Code should raise those concerns with the Chairman of the Board and the Chairman of the Audit Committee, who will determine what action, shall be taken to deal with the concern. In the extremely unlikely event that a waiver of this Code for a Director would be in the best interest of the Company, it must be approved by the Audit Committee and the Board of Directors.
20. There may be situations in which a Director would be in breach of his duty of confidentiality to another entity were he to disclose a conflict of interest to the Board of the Company. In such a situation, it shall be sufficient for the Director concerned to abstain from any participation in the matter concerned, without disclosing the nature of the conflict.
21. Directors and senior managers will annually sign a confirmation that they have read, have complied with and will continue to comply with this Code.





## **ANNEXURE-I**

### **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.