

**CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR  
MANAGEMENT**

**1. Preamble**

- 1.1** Regulation 17(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Listing Regulations**”) provides that the board of directors shall lay down a code of conduct for all members of board of directors and senior management of the listed entity and the code of conduct shall suitably incorporate the duties of independent directors as laid down in the Companies Act, 2013 (“**Companies Act**”).

**2. Definitions**

- 2.1** “**Board**” means Board of Directors of the Company.
- 2.2** “**Companies Act, 2013**” or “**the Act**” means the Companies Act, 2013 read with the Rules framed thereunder (including any modification(s) / amendment(s) / re-enactment(s) thereof) (the “**Act**”).
- 2.3** “**Director**” means a director appointed on the Board of a Company.
- 2.4** “**Whole-time Director**” shall be the Directors on the Board of the Company who are in whole-time employment of the Company.
- 2.5** “**Non-Executive Director**” shall mean Directors on the Board of Directors of the Company who are not in whole time employment of the Company.
- 2.6** “**Independent Director**” means a Director referred to in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.
- 2.7** “**Key Managerial Personnel**” means key managerial personnel as defined in subsection (51) of section 2 of the Companies Act, 2013.
- 2.8** “**Employee**” means any employee or officer of the Company.
- 2.9** “**Relative**” means ‘relative’ as defined in Section 2(77) of the Companies Act, 2013 (the ‘**Act**’) and Rule 4 of the Companies (Specification of Definitions Details) Amendment Rules, 2014 as amended from time to time.
- 2.10** “**Conflict of Interest**” means where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.
- 2.11** “**Senior Management**” means as defined in regulation 16(1) (d) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.
- 2.12** “**Code**” shall mean this Code of Conduct for Board of Directors and Senior

Management of the Company and as may be amended from time to time.

The terms not defined in the Code shall have the meaning as ascribed to such terms under the Companies Act and the Listing Regulations.

### **3. Objective**

**3.1** Over the years, the Company conducted its business with very high ethical and moral standards. As the Company grows and expands, it is extremely important to continue to exhibit high levels of ethical standards and professional behavior in everything that the Company does.

**3.2** The Company is conscious of the reputation it carries amongst its customers and the public at large and shall endeavour to do all it can to sustain and improve upon the same in its discharge of obligations. The Company shall continue to initiate policies, which are customer-centric and which promote financial prudence.

### **4. Applicability and approval of the Board**

**4.1** The Board has adopted the Code at its meeting held on **September 23, 2025**, which can be amended from time to time. This Code shall come into force with effect from the date the SEBI Listing Regulations take effect with respect to the Company. This Code is applicable to the Board and Senior Management. The rules and principles set forth in this Code are general in nature and compliance with this Code shall be ensured read with other applicable policies and procedures of the Company. The directors and senior management personnel may contact the compliance officer for the purposes of this Code (“**Compliance Officer**”) for assistance in interpreting the requirements of this Policy.

### **5. Guidelines for Conduct**

**5.1** The Company expects:

- a. Adherence to the highest standards of honest conduct, including proper and ethical procedures in dealing with actual or apparent conflicts of interest between personal and professional relationships;
- b. Compliance with applicable laws, rules and regulations;
- c. To address misuse or misapplication of the Company’s assets and resources;
- d. The highest level of confidentiality and fair dealing within and outside the Company;
- e. All Directors and Senior Management Personnel to conduct their activities and fulfil their fiduciary obligations, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness and in the best interest of the Company;

- f. All Directors and Senior Management Personnel to act on a fully informed basis, in good faith, responsibility, due diligence and care, competence and diligence, without allowing their independent judgment to be subordinated and in the best interest of the Company; and
- g. All Directors and Senior Management Personnel to exercise good judgment, to ensure the interests, safety and welfare of customers, employees, and other stakeholders and to maintain a cooperative, efficient, positive, harmonious and productive work environment and business organization.

## 5.2 “Conflict of Interest”

Conflict of interest occurs when personal interest of any member of the Board of Directors and of the Senior Management interferes or appears to interfere in any way with the interests of the Company. Every member of the Board of Directors and Senior Management has a responsibility to the Company, its stakeholders and to each other. Although this duty does not prevent them from engaging in personal transactions and investments, it does demand that they avoid situations where a conflict of interest might occur or appear to occur. They are expected to perform their duties in a way that they do not conflict with the Company’s interest such as –

- a. **Employment / Outside Employment** - The members of the Senior Management are expected to devote their total attention to the business interests of the Company. They are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company or otherwise is in conflict with or prejudicial to the Company.
- b. **Business Interests** - If any member of the Board of Directors and Senior Management considers investing in securities issued by the Company’s customer, supplier or competitor, they should ensure that these investments do not compromise their responsibilities to the Company. Many factors including the size and nature of the investment; their ability to influence the Company’s decisions, their access to confidential information of the Company, or of the other entity, and the nature of the relationship between the Company and the customer, supplier or competitor should be considered in determining whether a conflict exists. Additionally, they should disclose to the Company any interest that they have which may conflict with the business of the Company. Senior Management shall make disclosures to the Compliance Officer 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 at large.
- c. **Family members and close personal relationships** - Directors and members of Senior Management shall not use personnel influence to make the Company do business with a company/institution in which his or her relatives are interested. As a general rule, directors and senior management personnel shall avoid conducting Company’s business with a relative or with an entity in which a relative is associated in any significant role. In case of conflicts, disclosure shall be made to the Board (by the Directors) or to the Compliance Officer (by Senior Management) and prior approval shall be obtained.

- d. **Other directorships** - The Directors must disclose their directorship and committee membership on the other companies and substantial shareholding in other companies to the Board on an ongoing basis.
- e. **Related Parties** - In case of any dealings with a related party the transaction shall comply with the provisions of the Companies Act 2013, as amended and the SEBI Listing Regulations, as amended. Transactions/ dealing done on arm's length basis shall not be considered to be conflict of interest.

### 5.3 Disclosure Standard

The Company shall make full, fair and accurate disclosures in the periodic reports required to be filed with government and regulatory agencies. The members of Senior Management of the Company shall initiate all actions deemed necessary for proper dissemination of relevant information to the Board, auditors, regulators and other statutory agencies, as may be required by applicable laws, rules and regulations.

Further, the Board and Senior Management Personnel shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision making.

The Key Managerial Personnel, Directors, Promoter, Promoter Group or any other person dealing with the listed entity shall disclose to the listed entity all information that is relevant and necessary for the listed entity to ensure compliance with the applicable laws.

All the Directors and members of the Senior Management shall sign the acknowledgment form attached as Annexure I and return the form to the Company Secretary indicating that they have received, read and understood the provisions of the Code and agree to comply with the same.

Further, All the Directors and members of the Senior Management shall also affirm the compliance with the Code on annual basis in Annexure II.

### 5.4 Duties of Directors:

Without limiting the generality of the duties stated in the Companies Act, 2013, the Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading framed thereunder and other applicable laws, the duties of a director are as under:

In terms of Section 166 of the Companies Act, 2013, a director shall:

- a. act in accordance with the articles of the Company;
- b. 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;

- c. exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- d. 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. 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. shall not assign his office and any assignment so made shall be void.

#### **5.5 Compliance with applicable Laws**

The Directors of the Company and Senior Management must comply with applicable laws, regulations, rules and regulatory orders both in letter and spirit. The Directors and members of Senior Management shall seek to acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to perform their obligations diligently.

#### **5.6 Use of Company's Assets and Resources**

Each member of the Board of Directors and the Senior Management has a duty to the Company to disclose its legitimate interests while dealing with the Company's assets and resources. Members of the Board of Directors and Senior Management are prohibited from:

- a. using corporate property, information or position for personal gain;
- b. soliciting, demanding, accepting or agreeing to accept anything of value from any person while dealing with the Company's assets and resources; and
- c. acting on behalf of the Company in any transaction in which they or any of their relative(s) have a significant direct or indirect interest.

#### **5.7 Confidentiality**

All Directors and Officers must maintain the confidentiality of confidential information entrusted to them by the company. The use of such information for his or her own advantage or profit is prohibited. Such information shall not be disclosed to any third party, except when the company authorizes disclosure or when such disclosure is needed under any legal requirement.

#### **5.8 Insider trading**

Director and members of the Senior Management shall not derive benefit or assist others to derive benefit by giving investment advice based on unpublished price sensitive information (as defined in SEBI (Prohibition of Insider Trading) Regulations, 2015) about the Company and therefore constituting insider information. All Directors and members of the Senior Management shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 and insider trading policy of the Company.

**5.9 Competition and fair dealings**

The Directors and members of Senior Management are obligated to deal fairly and honestly with each other, the Company's subsidiaries, joint ventures and associates and with the Company's customers, suppliers, competitors and other third parties. Directors and members of Senior Management shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice. The Company is committed to free and open competition in the marketplace. Directors and members of Senior Management shall avoid actions that could reasonably be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including antitrust laws. Such actions include misappropriation and/or misuse of a competitor's confidential information or making false statements about the competitor's business and business practices.

**5.10 Acceptance of gifts and payments**

The Company requires that every Director and the member of Senior Management should be fully compliant with the laws, statutes, rules and regulations that have the objective of preventing unlawful gains of any nature whatsoever.

Directors and the members of Senior Management shall not accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, suppliers, shareholders/ stakeholders, etc., that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commission of fraud, or opportunity for the commission of any fraud.

**6. Code of Conduct for Independent Directors**

**6.1** In addition to the code of conduct as applicable to all Directors and Senior Management Executives as above, the independent Directors of the Company shall:

- a. uphold ethical standards of integrity and probity;
- b. act objectively and constructively while exercising his duties;
- c. exercise his responsibilities in a bona fide manner in the interest of the company;
- d. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- e. 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;
- f. 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;

- g. refrain from any action that would lead to loss of his independence;
- h. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly; and
- i. assist the company in implementing the best corporate governance practices

## **6.2 Role and functions**

The independent Directors shall:

- a. 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;
- b. bring an objective view in the evaluation of the performance of board and management;
- c. scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- d. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- e. safeguard the interests of all stakeholders, particularly the minority shareholders;
- f. balance the conflicting interest of the stakeholders;
- g. 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; and
- h. Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

## **6.3 Duties:**

The Independent Directors shall

- a. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- b. 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;
- c. strive to attend all meetings of the Board and of the Board committees of which he

is a member;

- d. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e. strive to attend the general meetings of the company;
- f. 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;
- g. keep themselves well informed about the company and the external environment in which it operates;
- h. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i. 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;
- j. 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;
- k. report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- l. acting within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- m. 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.

## 7. Enforcement

Violations of this Code or other Company Policies or Procedures by Senior Management Personnel should be promptly reported to the HR Department and violations by members of the Board of the Company to the Chairman & Managing Director. The Board has the power to investigate, in such manner as it may deem fit, any breach or violation or alleged breach or violation of the Code.

The Company will take appropriate action against any person whose actions are found to violate the Code or any other policy of the Company. Disciplinary actions may include immediate termination of employment at the Company's sole discretion. The Board also has the absolute power to determine penalty for the same as it may consider appropriate under the circumstances. Such penalty may be in addition to the penalty

levied under any applicable law for the time being in force for such breach or violation.

**8. Waivers**

Any waiver of any provision of this Code for a member of the Company's Board of Directors or a member of Senior Management must be approved in writing by the Board of Directors of the Company.

The matters covered in this Code are of the utmost importance to the Company, its stakeholders and its business partners, and are essential to the Company's ability to conduct its business in accordance with its value system.

**9. Policy Approval and Updates**

The key management personnel or the person authorized by the Board may review this Policy from time to time. Any material changes to this Policy shall require prior approval of the Board. In case of any inconsistency between the terms of this Code, Listing Regulations and Companies Act the provisions of the Listing Regulations and Companies Act shall prevail.

**10. Reporting**

Every Director or Senior Management Personnel of the Company shall promptly report to the management any actual or possible violation of the Code or an event that he/she becomes aware of that could affect the business or reputation of the Company, the same shall be examined by the Board of Directors for initiating appropriate action as deemed necessary.

**11. Disclosure**

This Policy shall be disclosed on the website of the Company [www.expression360.in](http://www.expression360.in).

ANNEXURE I

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR  
MANAGEMENT

ACKNOWLEDGEMENT FORM

To,  
The Company Secretary,  
**Expression 360 Services India Limited,**  
203/1, A. J. C. Bose Road,  
Circus Avenue, Kolkata,  
West Bengal, India, 700017

I, \_\_\_\_\_, have received and read the Company's Code of  
Conduct for the Board of Directors and Senior Management. I have understood the terms  
contained in this Code and I agree to comply with the Code.

**Signature:**  
**Name:**  
**Designation:**  
**Date:**  
**Place:**

ANNEXURE II

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR  
MANAGEMENT

DECLARATION

To,  
The Company Secretary,  
**Expression 360 Services India Limited,**  
203/1, A. J. C. Bose Road,  
Circus Avenue, Kolkata,  
West Bengal, India, 700017

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:**

**Date:**

**Place:**