

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

Introduction: -

This Code of Business Ethics ("Code") shall be called "The Code of Conduct for Board Members and Senior Management Personnel" of SecMark Consultancy Limited ("the Company").

The purpose of the Code is to reflect business practices and principles of behavior of the Board Members and Senior Management Personnel in affirming their commitment to Good Governance in line with the Company's Philosophy on Corporate Governance.

This Code has been framed specifically in compliance with the provisions of Regulation 17 (5) of SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015.

Applicability: -

The Code applies to the Board of Directors (hereinafter referred to as "Board Members") and Members of the Senior Management Team of the Company.

As per Regulation 16 (d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "senior management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the Board of Directors, by the listed entity Company.

According to Regulation 46 of SEBI (LODR) Regulations the Code shall be posted on the website of the Company.

Process: -

Senior management shall make disclosures to the board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large.

Key Requirements: -

The Board Members and Senior Management shall act within the authority conferred upon them in the best interests of the Company and observe the following code of conduct:

- 1) Shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct while working for the Company as well representing the Company without

allowing their independent judgment to be subordinated and fulfill the fiduciary obligations.

- 2) Shall not be involved in taking any decision on a subject matter in which a conflict of interest arises or which, in his opinion, is likely to arise.
- 3) Shall avoid having any personal financial interest in works or contract awarded by the Company.
- 4) Shall avoid any relationship with a contractor or supplier that could compromise the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company
- 5) Shall not hold any positions or jobs or engage in outside businesses or other interests that adversely affect the performance of duties of the Company. Senior Managements are expected to devote their full attention to the business interests of the Company.
- 6) Shall not exploit for their own personal gain, opportunities that are discovered through Company's business, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors and its approval is obtained.
- 7) Shall not seek or accept or offer directly or indirectly any gifts, donations, remuneration, hospitality, illegal payments, favor in whatsoever form howsoever described by the customers, vendors, consultants, etc., that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, opportunity for committing any fraud.
- 8) Shall comply with all applicable laws, rules and regulations, both in Letter and spirit.
- 9) Shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitute insider information / insider trading within the meaning of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 10) Shall not disclose any confidential information concerning the Company's business, its customers, suppliers, etc. which is not in the public domain, and to which he/she has access unless authorized to do so and when disclosure is required as a matter of law.
- 11) Shall protect the Company's assets and may not use these for personal use.

The Independent Directors 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.
- 10) 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;
- 11) Bring an objective view in the evaluation of the performance of board and management;
- 12) Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- 13) Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- 14) Safeguard the interests of all stakeholders, particularly the minority shareholders;
- 15) Balance the conflicting interest of the stakeholders;
- 16) 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
- 17) Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.
- 18) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;

- 19) 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;
- 20) Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- 21) Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 22) Strive to attend the general meetings of the Company;
- 23) 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;
- 24) Keep themselves well informed about the Company and the external environment in which it operates;
- 25) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 26) 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;
- 27) 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;
- 28) Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- 29) Act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- 30) 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.

Annual Affirmation with compliance of this Code: -

As required by Schedule V of SEBI (LODR) Regulations, 2015, chief executive officer will give a declaration in the annual report of the Company stating that the members of board of directors and senior management personnel have affirmed compliance with the Code.

As per Regulation 26 (3) of SEBI (LODR) Regulations, 2015 all members of the Board of directors and senior management personnel shall affirm compliance with the Code of Conduct of Board of Directors and Senior Management on an annual basis.

Date: February 14, 2025


