

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT EXECUTIVES DULY AMENDED W.E.F. 01.12.2015

D B Realty Limited (**'the Company'**) is committed to the highest standards of Corporate Governance in all its activities and processes. It regards corporate governance as the cornerstone for sustained management performance, for serving all the stakeholders and for instilling pride of association.

At the heart of Company's corporate governance policy is the ideology of transparency and openness in the effective working of the Management and Board.

In furtherance of this policy, the Board of Directors has adopted this 'Code of Conduct for Board Members and Senior Management Executives' (**'the Code'**) on **15th February, 2010**.

One of the objects of the Code is compliance of provisions of Clause 49 of the Listing Agreement with Stock Exchanges.

APPLICABILITY

- ❖ The Code is applicable to –
 - All the Directors of the Company; and
 - All the executives of the Company (not being Directors) from the rank of Associate Vice President and above including all Functional Heads (**'Senior Management Executives'**).
- ❖ The Code shall come into force with effect from **15th February, 2010**.

CODE OF CONDUCT

- ❖ It shall be the first and foremost duty of every Director and Senior Management Executive to uphold interests of the Company and its stakeholders and to endeavor to fulfill all the fiduciary obligations towards them.
- ❖ The Directors and Senior Management Executives shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties.

Guidelines for conduct:

- ❖ The Directors and Senior Management Executives shall –
 - Act within the authority conferred upon them.
 - Exercise independent judgment on issues of strategy, performance and policy matters.
 - Dedicate sufficient time and attention to the Company's business to ensure diligent performance of their duties.
- ❖ The Directors and Senior Management Executives shall –
 - Endeavor to attend all the meetings of the Board and its Committees of which they are members or invitees.
 - Read in advance the material distributed for constructive deliberations at the meetings.
 - Actively participate in the discussion and decision making at the meetings.

Legal compliance:

- ❖ The Directors and Senior Management Executives shall -
 - Comply with the applicable laws, rules and regulations.
 - Comply with policies, rules and regulations of the Company, as may be applicable to them.

Avoid Conflict of Interest:

- ❖ The Directors and Senior Management Executives shall –
 - Disclose any personal interest (financial or otherwise) in any matter relating to the business of the Company to the Board of Directors of the Company **(the Board')**.
 - Protect Company's assets and resources (including information and intellectual property rights) and shall use the same only for the Company's business and not for personal gain / advantage.
- ❖ The Directors and Senior Management Executives shall not
 - Exploit, for their personal gain, opportunities that are discovered by or through the Company.
 - Divert to their own advantage any business opportunity that the Company is in pursuit.
- ❖ The Senior Management Executives shall not hold any position or job or be on the Board of any other company outside DB Group without approval of the Chairman of the Board.

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 there under 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:

- act in accordance with the articles of the Company;
- 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;
- Exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- 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;
- 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;
- shall not assign his office and any assignment so made shall be void.

Duties of the independent directors

- The ID will observe the highest standards of ethics in the role as ID
- The ID will observe, in letter and spirit, the duties of directors as stipulated in relevant sections of the Companies Act, 2013 ('Act') and the relevant Rules prescribed thereunder, in particular, as stipulated in section 166 of the Act.
- The ID will also likewise observe the Code for Independent Directors which is codified as Schedule IV of the Act.
- The ID will strive to avoid the occurrence of any events specified under section 167 of the Act, which would result in vacation of office as Director. The ID will also strive to avoid incurring any of the disqualifications mentioned in section 164 of the Act. In the unfortunate event of such events / disqualifications getting attracted, the ID will immediately inform the Company of the same.
- The ID will observe the Code of Conduct for Directors of the Company, the Code for Prevention of Insider Trading in the Securities of the Company and other similar Codes as formulated by the Company from time to time.
- The ID will be required to exercise powers and discharge responsibilities as a director in accordance with the applicable law, the Company's Articles of Association and the applicable policies and procedures of the Company.
- The ID will disclose any direct or indirect interest which he may have in any matter being considered at a board meeting or committee meeting and, save as permitted under the Act and other applicable law, will not vote on any resolution of the Board, or its committees, on any matter where the ID has any direct or indirect interest.
- ❖ Further in terms of Para III (Duties) of Schedule IV of Companies Act, 2013, 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.

Gifts:

The Company regards the giving and receiving of gifts, complimentaries, favours or entertainment as inherently compromising unless they are of reasonable value (i.e. not extravagant) under the circumstances. This means they must have a valid business purpose; are appropriate as to time, place and kind; are infrequent in occurrence; do not influence or give the appearance of influencing the recipient; and are not likely to be viewed as a bribe, kickback or payoff. However, gifts of money shall never be accepted or given.

Confidentiality:

- ❖ Any information concerning the Company's business, its customers, suppliers, etc. shall be considered as confidential.
- ❖ No Director and Senior Management Executive shall provide any information concerning the Company or its business or its customers, suppliers etc., either formally or informally, to any person including press or publicity media, unless such information is –
 - in public domain at the time of disclosure; or
 - authorized or required to be disclosed pursuant to a decision of the Board / Committee thereof; or
 - required to be disclosed in accordance with applicable laws or requirement of any government authority.
- ❖ The obligation of confidentiality shall continue even after such person ceases to be Director or Senior Management Executive of the Company.

Amendments:

- ❖ The Board may amend the provisions of this Code from time to time.
- ❖ Unless otherwise specified, such amendments shall be effective from the date of the Board meeting at which such amendments are approved.

Affirmation:

- ❖ All the Directors and Senior Management Executives shall affirm compliance with the Code on annual basis within 30 days of close of every financial year ending on 31st March.

- ❖ The Annual Affirmation (as per format specified hereunder) shall be forwarded to the Company Secretary of the Company within the said period of 30 days.

Waiver:

The Board has, at its absolute discretion, the power to waive compliance with any or all of the provisions of the Code.

- ❖ **Enforcement:** 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 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 law for the time being in force for such breach or violation.

NO RIGHTS CREATED:

This Code is neither intended to nor does it create any right in favour of any Director, Senior Management Executive, client, supplier, customer or shareholder of the Company or any other person or entity, whatsoever.

ANNUAL AFFIRMATION

To
The Board of Directors
D B Realty Limited
DB House, Gen A. K. Vaidya Marg, Goregaon (East), Mumbai - 400063

Ido hereby affirm that I have complied with the Code of Conduct for Board Members and Senior Management Executives of D B Realty Limited during the financial year ended on 31st March_____.

Signature :
Name :
Designation :
Date :
