



**KELLTON TECH SOLUTIONS LIMITED.**

### **Kellton Tech Solutions' 'Code of Conduct'**

It is stated policy of Kellton Tech Solutions Limited ('Kellton') to conduct its business in line with the highest standards of business ethics, human values and compliance with law, personal integrity and professional conduct. The objective of this "code of conduct" document is to formulate guidelines for expected employee behaviour that will fulfil the expectations of the company.

Every Director, Senior Management personnel, who are members of the core management team, including all functional heads, and all staff (hereinafter collectively referred to as 'They' unless otherwise specifically referred to) of the company is expected to comply with the tenets of this code.

Kellton is committed to continuously reviewing and updating its policies and procedures. Therefore, this code of conduct and business ethics is subject to modification as and when required.

#### **Shareholders**

Kellton is committed to pursuing sound growth and earnings objectives to enhance shareholder value. It shall comply with all regulations and laws that govern shareholders' rights and shall inform them about all relevant aspects of the company's business and disclose such information in accordance with the respective regulations and agreements.

#### **Ethical conduct**

They shall deal on behalf of the company with professionalism, honesty and integrity, as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties. They shall act and conduct free from fraud and deception.

#### **Conflicts of interest**

Each Board Member or Senior Management Personnel or other staff should endeavour to avoid having his or her private interests interfere with (i) the interests of the company or (ii) his or her ability to perform his or her duties and responsibilities objectively and effectively. They should avoid receiving or permitting members of their immediate family to receive, improper personal benefits from the company. They shall make a full disclosure to the Board of any transaction or relationship that they reasonably expect could give rise to an actual conflict of interest with the company and seek the Board's authorisation to pursue such transactions or relationships.



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### **Corporate Opportunities**

They owe a duty to the company to advance its legitimate interests when the opportunity to do so arises. They are expressly prohibited from:

- Taking for themselves personally, opportunities that are discovered through the use of company's property, information or position.
- Competing directly with the business of the company or with any business that the company is considering.
- Using company's property, information or position for personal gain.
- To gain an unfair competitive advantage by improperly influencing an employee's discretionary decisions.

### **Confidentiality**

They should maintain the confidentiality of information entrusted to them in carrying out their duties and responsibilities, except where disclosure is approved by the company or legally mandated or if such information is in the public domain.

The company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of any Board Member and/or Senior Management Personnel or other staff, other than the company.

### **Insider Trading**

They should not derive any benefit or assist others in deriving any benefit by giving investment advice based on their access to and possession of information about the company, not in public domain and therefore constituting insider information. They shall comply with the insider trading guidelines as issued by SEBI from time to time.

### **Fair Dealing**

In carrying out their duties and responsibilities, they should endeavour to deal fairly and should promote fair dealings by the company, its employees and agents, with customers, suppliers and employees. They should not seek to take unfair advantage of the company through manipulation, concealment, abuse or privileged information, misrepresentation of material facts or any other unfair dealing.

### **Company Property**

In carrying out their duties and responsibilities, they should endeavour to ensure that management is causing the company's assets, proprietary information and resources to be used by the company and its employees only for legitimate business purposes of the company.

### **Regulatory Compliance**

They shall comply with all applicable laws and regulations, both in letter and in spirit in all the transactions and all in all the territories that the company operates. They shall report promptly



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any actual or possible violations of the code, laws & regulations to the Board or the Managing Director for necessary action.

### **Interpretation of code**

Any question on the interpretation or otherwise of this code, shall be decided upon by the Board of Directors, whose decision shall be final in this regard. Any waiver of any provision of this code must be approved in writing by the Board and promptly disclosed.

### **Disclosure**

This code of conduct for Board Members, Senior Management Personnel & other staff sets forth guidelines for conduct for the Board Member, Senior Management Personnel & other staff.

The Board Members & Senior Management Personnel shall affirm the compliance with the code on annual basis. In the last month of every financial year, a confirmation report for having read and complied with this code shall be sent to the Compliance Officer. The Annual Report of the company will carry a declaration to this effect signed by the Managing Director of the company.