

## **JCT LIMITED**

### **Code of Conduct for Board of Director and Senior Management**

#### ***Introduction***

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by JCT Limited (hereinafter referred to as "the Company") in compliance with the provisions of regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 entered into by the Company with The Stock Exchange, Mumbai and with the Companies Act, 2013 and as amended from time to time.

#### ***Applicability***

This Code of Conduct is applicable to all the members on the Board of the Company and the executives in the category of Senior Management. Senior Management would include all personnel of the Company who are members of its core management team whether posted at its different units/divisions or at the Corporate Office (hereinafter referred to as 'Senior Executives'). This would normally include the employees at the level of General Manager and above or acting as functional heads for business activities of the Company.

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

#### ***Code of conduct***

The Board Members and Senior Executives shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

The Board Members and the Senior Executives of the Company:

1. Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
2. Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
3. 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.
4. Shall not seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company and shall ensure that the Company's interests are never compromised.

5. 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.
6. Shall not commit any offence involving moral turpitude or any act contrary to law or opposed to the public policy.
7. Shall be committed to a workplace free of discrimination of any kind. They shall ensure equal opportunities for men and women, prevent/stop/redress sexual harassment at the workplace and institute good employment practices.
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 authorised otherwise.
9. Shall not, without the prior approvals 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. Shall in conformity with applicable legal provisions disclose personal and/ or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them.
11. Shall ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may disqualify him/ her from his/ her association with the Company.
12. Shall be committed to best practices in environmental matters arising out of its business activities. Employees shall be environment sensible while working in all processes, using papers and are expected to promote use of recycles materials, wherever possible.
13. Shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and also other regulations as may become applicable from time to time.

### ***Code for Independent Directors***

In addition to this code, Independent Directors of the Company shall also comply with Code for Independent Directors of the Company stated under Schedule IV of the Companies Act, 2013 and as amended from time to time.

### ***Compliance with Governmental Laws, Rules and Regulations***

Directors and Sr. Executives must comply with all applicable governmental laws, rules and regulations. Violations of applicable governmental laws, rules and regulations may subject directors/ Sr. Executives to individual criminal or civil liability, as well as to disciplinary action by the Company.

### ***Amendments of the Code***

The Company shall continuously review and update this Code of Conduct. Any amendment of any provision of this Code must be approved in writing by the Company's Board of Directors and promptly disclosed on the Company's website.

### ***Violations of the Code***

Violations of law, this Code, or other Company policies or procedures, should be promptly reported to the Board of Directors.

Appropriate action will be taken against any director/ sr .executive(s) whose actions are found to violate the Code or any other policy of the Company. Disciplinary actions may include suspension/ termination of employment at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible.

### ***Annual compliance reporting***

Board Member and Senior Executives shall affirm compliance with this Code on an annual basis as at the end of the each financial year of the Company (as per Form I within 7 days of the close of every financial year).

### ***Acknowledgement of Receipt of the Code***

Each Board Member and Senior Executive both present and future shall acknowledge receipt of the code or any modification(s) thereto in the acknowledgement form annexed to this code as Form –II and forward the same to Compliance Officer.

Any breach of the aforesaid Code brought to the Notice of Compliance Officer or any member of the Board or Senior Management shall be reported to the Board of Directors of the Company for necessary action.

**CODE OF CONDUCT**  
**FOR**  
**BOARD MEMBERS AND SENIOR MANAGEMENT**  
**ANNUAL COMPLIANCE REPORT\***

I ..... do hereby solemnly affirm that I have, in letter and spirit to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT during financial period ended 31<sup>st</sup> March.....

Signature : .....

Name : .....

Designation : .....

Address : .....

.....

Email / Mobile : .....

Dated:

Place:

\*To be furnished by 7<sup>th</sup> April each year

**CODE OF CONDUCT  
FOR  
BOARD MEMBERS AND SENIOR MANAGEMENT  
ACKNOWLEDGEMENT FORM**

I have received and read the Company's Code of Conduct for Board Members and Senior Management of JCT Limited. I have understood the provisions and standards contained in the Code of Conduct and agree to comply with the same.

Signature : .....

Name : .....

Designation : .....

Address : .....

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Email / Mobile : .....

Dated:

Place: