



Maheshwari Logistics Limited

Moving Every Mile With A Smile

CODE OF CONDUCT

❖ **PHILOSOPHY:**

The purpose of the code is to serve as a guide to the Director and Senior Management personnel of Company on the principles of integrity, transparency, business ethics and to set up standards for compliance of corporate governance.

❖ **PREAMBLE:**

All the Directors and members of the senior management team of Company shall acts within the bounds of the authority conferred upon them and undertake the duty to make and enact informed, judicious and harmonious decisions and policies in the best interests of the Company and its shareholders/stakeholders. With a view to maintain high standards of the Company requires the following rules/code of conduct to be observed in all activities.

❖ **APPLICABILITY:**

The code of conduct shall apply to:

- All Directors of the company whether Executive or Non-Executive including Nominee Director.
- All Senior Management of the company not below the rank of Vice President and functional heads.

❖ **PRINCIPLES OF THE CODE OF CONDUCT**

CONFLICT OF INTEREST

- Shall avoid situation in which their personal interest could conflict with that of the company.
- Shall disclose to the appropriate authority all cases of the conflict of interest or potential conflict of interest between the person and the company.
- The Director and Senior Management Personnel of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/her to act in any manner other than in the best interest of the Company.

CONFIDENTIALITY/PUBLICITY OF INFORMATION

- Any information concerning the Company's business, its customers, suppliers, etc. to which the Officers have access or which is possessed by the Officers, must be considered privileged and confidential and should be held in confidence at all times, and should not be disclosed to any person,
- Shall respect the confidentiality of the data available to them from time to time. Respect for the confidentiality shall also continue after such person ceases to hold office as Director.

LEGAL COMPLIANCES:

- Shall take every reasonable step to adherence and compliances with the applicable laws.
- if any director becomes aware of any information that he believes constitutes evidence of a material violation any securities or other laws, rules and regulations applicable to the Company or the operation of its business, by the Company or any employee or another director should bring such information to the attention of the Chairman of the audit committee.

ENVIRONMENT, HEALTH & SAFETY POLICY

- Shall in their decisions respect the necessity of protecting the environment consistently with the need of sustainable development .
- We believe that directors/employees of the Company are environment conscious and contribute to preserving nature as well as safety measures in own respective work areas

RELATIONSHIP WITH SUPPLIERS AND CUSTOMERS

- Shall never compromise with the interest of the company while dealing with the suppliers and customers of the company .
- Shall not accepts any gifts and presents from the suppliers and customers of the company which could lead to compromise the company interest.

AMENDMENTS TO THE CODE:

- The provision of this Code can be amended and modified by the Board of Directors of the Company from time to time and all such amendments and modifications shall take effect from the date stated therein

DUTIES OF THE DIRECTOR:

- Every director of the Company shall Endeavour to comply with the provisions of Section 166 of the Companies Act, 2013 relating to duties of directors.
- In addition, Independent director shall also perform the duties as prescribed in Schedule IV to the Companies Act, 2013 as amended from time to time.

ENFORCEMENT OF CODE OF CONDUCT:

- Each Officer shall be accountable for fully complying with this Code.

CONSEQUENCE OF NON-COMPLIANCE OF THIS CODE:

- Suspected violation of the code may be reported to the chairman of the board or the chairman of the Audit committee. All reported violation shall be appropriately investigated. Any waiver of this code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.
- ❖ This code of conduct shall also be placed on the website of the company.
- ❖ For employees of the company “appropriate authority” means the chairman of the board of directors of the company .Incase of the members of the board, The appropriate authority means the board of directors and in exceptional cases, the chairman of the board .

Waiver

- Waiver of any provision of this code of conduct for a director and senior management must be placed before the approval of board of directors.