

CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT OF DHRUVA CAPITAL SERVICES LIMITED

1. PREAMBLE

The Code of Conduct of the Board of Directors and the Senior Management Personnel (**hereinafter referred to as “the Code”**) has been framed and shall be adopted by the Board and Senior Management of DHRUVA CAPITAL SERVICES LIMITED (**hereinafter referred to as “the Company”**). This Code of Conduct is prepared in compliance with the requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”).

This Code helps to the standards of business conduct of the Company and ensures compliance with various legal requirements that govern the operations of the Company. The purpose of this code is to enhance integrity, ethics & transparency in governance of the Company, and thereby reinforce the trust and confidence reposed in the management of the Company by the shareholders and other stakeholders.

2. APPLICABILITY

This Code of Conduct shall be applicable to the Board of Directors; and all members of management, one level below the executive directors, including all functional heads.

3. PRINCIPLES OF THE CODE

3.1 COMPLIANCE WITH THE CODE :

The Directors shall consciously adhere to and adopt this Code in true letter and spirit. The Code shall at all times conform to the requirements of the applicable laws. The Company will modify the Code to reflect the changes required by any applicable law with a written notice of any such change to the Directors.

3.2 HONESTY, INTEGRITY, RESPONSIBILITY & ACCOUNTABILITY IN PERFORMANCE OF DUTIES:

Board Members and Senior Managers shall act

- honestly, fairly, ethically and with integrity;
- in good faith, responsibility, due care, competence, diligence and with full accountability for their action;
- in a manner to enhance and maintain the reputation of the Company;
- in the best interests of, and fulfill their fiduciary obligations to the Company;
- in a professional, courteous and respectful manner;
- deal fairly with all stakeholders.

3.3 CONFIDENTIALITY:

The Directors shall not use, disclose and divulge to a third party, directly or indirectly, any confidential information, acquired in the course of their service as Director, for their personal advantage or for the advantage of any other entity.

3.4 PROHIBITION ON INSIDER TRADING:

No officer shall, either on his own behalf or on behalf of any other person, deal in securities of the Company when in possession of any Unpublished Price Sensitive Information and communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to/from any person, except where the communication required is in the ordinary course of business or profession or employment or under any law. No officer of the Company shall use or proliferate information which is not available to the investing public and which therefore constitutes insider information for making or giving advice on investment decisions on the securities of the Company, which such insider has obtained, like: Acquisition and divestment of business or business units; Financial Information such as profits, earnings and dividends; Announcement of new product introductions or developments; Asset revaluations; Investment decisions/ plans; Restructuring plans; Major supply and delivery agreements; Raising finance

4. CONFLICT OF INTEREST

The Directors shall

- not use the Company's property or position for personal gain;
- not use any information or opportunity received by them in their capacity as Directors or senior management in a manner that would be detrimental to the Company's interests
- abstain from discussion, voting or otherwise influencing a decision on any matters that may come before the board in which they may have a conflict or potential conflict of interest;
- not to serve as a Director or otherwise be in employment or engage in providing services to a Company that competes with the Company;
- not use confidential information acquired in the course of their service as Directors or senior management for their personal advantage or for the advantage of any other entity

5. DISCLOSURE BY BOARD OF DIRECTORS AND SENIOR MANAGEMENT

In adherence to Listing Regulation, the 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.

6. AMENDMENT TO THE CODE

The provisions of this code can be amended or modified by the Board of Directors from time to time in alignment with the applicable laws/ rules/ regulation and all such amendments/ modifications shall take effect from such date.