



CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

1. Introduction and Objective:

The Company always endeavours to conduct the business in an ethical manner and create a work environment which is conducive to all the stakeholders, it deals with. Therefore, Directors and Senior Management will act as trustees in the interest of all stakeholders of the Company by balancing conflicting interest, if any, between stakeholders for optimal benefit. The adoption of this Code of Conduct (the Code) by the Board stems from the fiduciary responsibility which the Board Members and the Senior Management Personnel have towards the stakeholders of Shree Vasu Logistics Limited ("the Company"). In the observance of the Code, the Directors in their capacity as Directors, per se, will have a Directional role and the Executive Directors and Senior Management Personnel will have managerial and executive responsibility.

2. Definition:

"Board/Directors" shall mean the Board of Directors of the Company.

"Compliance Officer" shall mean Company Secretary of the Company appointed by the Board.

"Executive Director" shall mean a whole-time Director as defined under Section 2(94) of the Companies Act, 2013.

"Independent Directors" shall mean an Independent Director as defined in Section 149 of the Companies Act, 2013 read with relevant provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

"POSH Policy" mean Prevention of Sexual Harassment Policy framed by the Company as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal), Act, 2013.

"Related Party" shall mean the related parties with respect to a person as defined in the Companies Act 2013 and/or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, as may be applicable.

"Senior Management Personnel" (SMP) for the purpose of this Policy means the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they



are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

3. Ethical and Moral Behaviour:

The Code encompasses the following:

- i. Business shall be conducted ethically and by not committing, condoning or ratifying illegal or immoral acts. Meritocracy should be ensured and encouraged at all times. Board Members and Senior Management Personnel will at all times ensure that they shall not directly or indirectly derive any personal or improper financial or other advantage in order to gain or advance the business. All the anti-bribery / anti-corruption law(s) applicable in the jurisdiction of employment should also be ensured as may be applicable.
- ii. Standards of fair dealing and personal integrity will be observed. Highest moral and ethical standards would be confirmed.
- iii. An environment free from gender specific harassment, discrimination and exploitation will be maintained. In case of any such instances, the Company's POSH Policy should be adhered to and appropriate actions will be taken thereunder.
- iv. Any Director or the Senior Management Personnel of the Company must not directly or indirectly accept or offer gifts, donations, hospitality, illegal payments from / to any persons dealing with the Company in furtherance of business.

4. Safety, Health and Clean Environment:

In all aspects of the Company's operations, its employees, customers and society, safe, healthy and clean environment shall be given prime importance. Efforts should be made to minimise the adverse impact of business activities on the environment and communities in which the operations of the Company are located. Compliance with applicable Environment, Health and Safety regulations would be ensured as well as all the required initiatives being taken by the Company under the Environment, Social and Governance parameters.



5. **Conflict of Interest:**

- a) **Conflict Situations:** Any relationship, influence or activity that may impair the ability to make objective and fair decisions is to be avoided. The Company should conduct any business transaction with any of the relatives of Directors / Senior Management Personnel with requisite approval and at arm's length basis. In case of, any actual or potential conflicts of interest arise, the Directors must disclose the same to the Chairman for further necessary action as may be deemed fit. Similarly, Senior Management Personnel may approach the Managing Director in these regards.
- b) **Disclosure of Interest:** Any financial or other material interest by oneself or through relatives / organisation in any contract with the Company (including vendors and customers) shall be disclosed at first opportunity. At the time of appointment as well as in case of change(s), Director should disclose their interest in any other entity in any capacity in the manner prescribed under Companies Act, 2013. Senior Management Personnel are also expected to inform about their interest, if any, in any other entity which the Company would be doing the business with. In such case(s), the Managing Director would review and take a final decision whether or not such transactions should be undertaken.
- c) **Competing with the Company:** Acceptance of any position of influence or of pecuniary interest in any other organisation, whose business is in direct competition with that of the Company or the business which the Company is engaged into or considering, shall be avoided.
- d) **Use of Company's Resources/Assets/ Funds / Property / information:** Assets of the Company including physical assets, funds, confidential information etc., are to be used responsibly solely for the benefit of the Company. Opportunities discovered through use of corporate property, information or position shall not be exploited for own personal gain, unless the opportunity is disclosed fully in writing to the Company.

6. **Insider Trading:**

Directors and Senior Management Personnel shall comply with the Company's Code of Fair Disclosure, Internal Procedures and Conduct for regulating, monitoring and reporting of Trading by Designated Persons, and Legitimate Purpose Policy ('Insider Trading Code'). Any contravention of the Code will attract appropriate action under the Insider Trading Code.



7. Confidentiality of Information:

Any information (electronic or otherwise) relating to the Company, its intellectual property, including technology and business processes, its business and customers/vendors which is confidential shall not be divulged and used for official business purposes only. Adequate measures should be taken by the Directors and Senior Management Personnel to safeguard the confidential information of the Company during their association with the Company. Such information should not be used for direct or indirect personal gain.

8. Vigil Mechanism:

The Directors and Senior Management Personnel shall report concerns about unethical behaviour, actual or suspected instances of fraud, misconduct or irregularity or failure of internal control system, likely to impact the business interest of the Company or any other information that may be perceived to be violating any legal/regulatory requirements as per the Whistle blower Policy of the Company.

9. Duties:

a) Applicable to all Directors:

The Directors of the Company shall, in terms of Section 166 of the Companies Act, 2013:

- i) act in accordance with the Articles of Association of the Company.
- ii) act in good faith in order to promote the objects of the Company in the interest of all its stakeholders and for the protection of environment.
- iii) exercise his duties with due and reasonable care, skill and judgement and also exercise their independent judgement.
- iv) 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.
- v) not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates.
- vi) not assign his office and any assignment so made shall be void.

Above mentioned duties and provisions shall be read in context of any amendment or clarification in the above referred Section.



b) Applicable to Independent Directors:

Additionally, the Independent Directors of the Company shall also ensure compliance with the Code for Independent Directors as specified in Schedule IV of the Companies Act, 2013, especially with regard to the duties of Independent Directors laid down therein.

Further the Directors and Senior Management of the Company are expected to:

- i. keep themselves well informed about the Company and the external environment in which it operates;
- ii. Comply with all the laws, rules and regulations and reporting the same in the applicable tool / systems established for the purpose.

10. Annual Confirmation:

All the Directors and the Senior Management Personnel to whom the Code applies shall, on close of every financial year affirm compliance with the Code.

11. Breach of The Provisions:

Any breach of provision(s) of this Code, shall be placed before the Chairman of the Board or the Chairman of the Audit Committee, in the case of breach of Code by Senior Management Personnel. 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.

12. Amendments to the Code:

The Board of Directors may amend this Code, as and when deemed fit. Any or all provisions of this Code would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail notwithstanding the provisions hereunder from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.