



## **Jagan Lamps Limited**

### **Code of Conduct – Board of Director’s & Senior Management Personnel<sup>1</sup>**

#### **(Code of Conduct)**

*[Pursuant to Regulation 17(5) of Chapter IV  
of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015]*

---

<sup>1</sup> This code is revised by the Board of Directors in their meeting held on 08.03.2025 and it shall have immediate effect.

## **1. PREFACE**

This code of conduct has been framed under Regulation 17(5) of Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as Listing Regulations), the Companies Act, 2013 and the rules framed there under including any subsequent amendments and modification thereof.

The Board of Directors of the Company in its meeting dated 08.03.2025 has adopted the new set of Code as a Commitment to ensure the required standard, honesty and integrity. This code is also aimed to abolish and as possible minimize the conflict of interest.

## **2. APPLICABILITY**

The Board of Directors is whole responsible to take decisions at top level and implement the policies in the interest of the Company and stakeholders. The Board is obliged to carry out their functions with honesty and in accordance with laws and follow this code. This Code is applicable to following:

- (i) Directors (including executive, non-executive and Independent Directors),
- (ii) Senior Management

“Senior Management” shall means:

- (a) Officers/personnel’s who are core member of management team such as Chief Executive Officer, Manager, General Manager and Functional Head, and shall comprise all members of management one level below to them, and
- (b) Company Secretary and Chief Financial Officer of the Company

## **3. CODE**

The Board of Directors (“Board”) of Jagan Lamps Limited (“the Company”) and the senior management of the Company, its subsidiaries and associates (“the Group”) subscribe to this “Jagan Code of Conduct”.

### **A. Provisions of the code applicable to Board of Directors and Senior Management**

In performance of their functions, it is expected that they will ensure the following:

1. The Board members and the senior management will conduct and act to promote the objects and the interests of the Company
2. Not to derive benefit by dealing in the securities of the Company using the unpublished price sensitive information’s and to follow the SEBI (Prohibition of Insider Trading ) Regulations, 1992 and the Policy on Materiality of and dealing with Related Party Transactions
3. dedicate sufficient time, energy and attention to the Group to ensure diligent performance of their duties of office and in exercising their powers attached to that office;
4. act honestly and use their powers of office, in good faith and in the best interests of the Group as a whole and fulfill their fiduciary obligations to Company’s shareholders;
5. protect confidential information regarding the Group, its subsidiaries, associates, vendors and other counterparties and ensure proper use of such information only for the purpose for

which the information is provided for and not to use for personal benefits;

6. disclose potential conflicts of interest that they may have regarding any matter and comply with applicable laws and guidelines, if applicable;
7. ensure adequacy of systems and controls to protect Group's assets and property and ensure its efficient use for business purposes;
8. report the suspected violations of this Code to the Managing Director of the Company;
9. not accept gifts from persons or firms who deal with the Group where the gift is being made in order to influence the directors / senior management actions or decisions, or where acceptance of gifts could create the appearance of a conflict of interest;
10. Commit to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices.
11. abide by all applicable anti-bribery and corruption laws in every sphere in which it does business, so as to comply with the requirements preventing improper payments under all applicable anti-bribery and corruption laws.
12. affirm the compliance with the code on annual basis to Managing Director/CEO or Company Secretary of the Company;
13. comply with all the applicable laws, regulations, Company's policies including Company's Code of Conduct on (prevention of) Insider Trading and other codes which are generally applicable.

#### **B. Provisions of the code applicable to Board of Directors only**

In addition to the above stated code, the Board members shall, inter-alia, perform the following duties as prescribed in section 166 of the Companies Act, 2013:

1. a director of a company shall act in accordance with the articles of the company,
2. a director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment,
3. a director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment,
4. a director of a company shall 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,
5. a director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates, and
6. a director of a company shall not assign his office and any assignment so made shall be void.

The Board of Directors of the Company also ensure the functions as provided Regulation 4(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

##### (i) Disclosure of information:

- (1) Members of board of directors and key managerial personnel shall disclose to the board of directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.

- (2) The board of directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

(ii) Key functions of the board of directors-

- (1) Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
- (2) Monitoring the effectiveness of the listed entity's governance practices and making changes as needed.
- (3) Selecting, compensating, monitoring and, when necessary, replacing key managerial personnel and overseeing succession planning.
- (4) Aligning key managerial personnel and remuneration of board of directors with the longer term interests of the listed entity and its shareholders.
- (5) Ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of directors.
- (6) Monitoring and managing potential conflicts of interest of management, members of the board of directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
- (7) Ensuring the integrity of the listed entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- (8) Overseeing the process of disclosure and communications.
- (9) Monitoring and reviewing board of director's evaluation framework.

(iii) Other responsibilities:

- (1) The board of directors shall provide strategic guidance to the listed entity, ensure effective monitoring of the management and shall be accountable to the listed entity and the shareholders.
- (2) The board of directors shall set a corporate culture and the values by which executives throughout a group shall behave.
- (3) Members of the board of directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.
- (4) The board of directors shall encourage continuing directors training to ensure that the members of board of directors are kept up to date.
- (5) Where decisions of the board of directors may affect different shareholder groups differently, the board of directors shall treat all shareholders fairly.
- (6) The board of directors shall maintain high ethical standards and shall take into account the interests of stakeholders.

- (7) The board of directors shall exercise objective independent judgement on corporate affairs.
- (8) The board of directors shall consider assigning a sufficient number of non-executive members of the board of directors capable of exercising independent judgement to tasks where there is a potential for conflict of interest.
- (9) The board of directors shall ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognised or exposes the listed entity to excessive risk.
- (10) The board of directors shall have ability to 'step back' to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus.
- (11) When committees of the board of directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the board of directors.
- (12) Members of the board of directors shall be able to commit themselves effectively to their responsibilities.
- (13) In order to fulfil their responsibilities, members of the board of directors shall have access to accurate, relevant and timely information.
- (14) The board of directors and senior management shall facilitate the independent directors to perform their role effectively as a member of the board of directors and also a member of a committee of board of directors.

**C. Provisions of the code applicable to Independent Directors only**

Independent directors shall adhere to the status of independence as provided in Sub-Section 6 of Section 149 of the Companies Act, 2013 and shall also adhere to the Code of Conduct (in line with Schedule-IV of the Companies Act, 2013) meant for Independent Directors of the Company as given in Annexure I.

**4. AMENDMENTS TO THE CODE OF CONDUCT**

The Company may amend this Code of Conduct to meet the requirements of the statute and the business interest of the Company from time to time, subject to the approval of the Board. However, amendments in the Companies Act, 2013 or in the LODR Regulations that mandatorily apply to the Company shall be deemed to be incorporated in this Code of Conduct and shall be binding.

**5. DECLARATION/AFFIRMATION FOR COMPLIANCE WITH THE CODE**

The members of the Board and Senior Management shall affirm the compliance with the Code on an annual basis within 30 days of close of every financial year ending on 31st March and shall sign an affirmation/declaration to that effect as per the format set out in Annexure II.

The annual report of the Company shall carry a declaration signed by the CEO/Managing Director of the Company, pursuant to the provisions of Regulation 26 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, stating that the members of Board and Senior Management have affirmed compliance with the Code.

## **6. REPORTING**

While every Director and member of Senior Management has to himself ensure compliance with this code, any instance of violation or possible violation of this code by the concerned Director or member of Senior Management or by any other Director member of Senior Management person shall be immediately reported to the Board through the Managing Director or Compliance Officer.

## **7. PUBLICATION OF THE CODE OF CONDUCT ON THE WEBSITE OF THE COMPANY**

In accordance with Regulation 46(2)(d) of the LODR Regulations, the Company shall publish this Code of Conduct on its website.

## **CODE FOR INDEPENDENT DIRECTORS**

[Pursuant to section 149(8) read with Schedule IV of the Companies Act, 2013]

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

### **I. Guidelines of professional conduct:**

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

### **II. Role and functions:**

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;

- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

### **III. Duties:**

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.



#### **IV. Manner of appointment:**

- (1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :
  - (a) the term of appointment;
  - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
  - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
  - (d) provision for Directors and Officers (D and O) insurance, if any;
  - (e) the Code of Business Ethics that the company expects its directors and employees to follow;
  - (f) the list of actions that a director should not do while functioning as such in the company; and
  - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

#### **V. Re-appointment:**

The re-appointment of independent director shall be on the basis of report of performance evaluation.

#### **VI. Resignation or removal:**

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within three months from the date of such resignation or removal, as the case may be.

- (3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

**VII. Separate meetings:**

- (1) The independent directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management;
- (2) All the independent directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
- (a) review the performance of non-independent directors and the Board as a whole;
  - (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
  - (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**VIII. Evaluation mechanism:**

- (1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

*Annexure-II*

**ANNUAL AFFIRMATION  
(On Annual basis by 30 April of every year)**

[Pursuant to section 149(8) read with Schedule IV of the Companies Act, 2013 and clause 5 of Code of Conduct for Board Members and Senior Management Executives]

To  
The Board of Directors  
Jagan Lamps Limited  
Add. ....

I .....do hereby affirm that I hereby acknowledge that I have received and read the Code of Conduct of the Company and have complied with the Code of Conduct for Board Members and Senior Management Executives of Jagan Lamps Limited during the financial year ended on 31st March \_\_\_\_.

Signature : .....  
Name : .....  
Designation : .....  
Place : .....  
Date : .....