

SANGAM (INDIA) LIMITED

CODE OF CONDUCT

FOR DIRECTORS AND SENIOR MANAGEMENT

APPLICABILITY OF THE CODE:

Sangam (India) Limited (“the Company”) is committed to conduct its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. This code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to cultivate a culture of honesty and accountability. Code of Conduct has been classified under:

A. Code of Conduct for Directors

B. General Code of Conduct applicable to Board of Directors and Senior Managerial Personnel

This code is formulated in line with the requirement of regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (‘Listing Regulations’) read with Schedule IV of the Companies Act, 2013 on code for independence director. All members of Board of Directors and Senior Management of the Company are committed to comply with all those at rules and regulation that governs that conduct of the company

Explanation:

For this purpose, the term “Senior Management” shall mean 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 persons identified and designated as key managerial personnel, other than the board of directors, by the Company.

A. CODE OF CONDUCT FOR DIRECTORS

A Director should -

- i. Use reasonable efforts to attend Board and Committee meetings regularly;
- ii. Dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and decision-making by reviewing in advance any agenda distributed and making reasonable inquiries;
- iii. To act in good faith, responsibly, with due care, competence and diligence, without allowing their Independent judgement to be subordinated;

- iv. To act in the best interests of, and fulfill fiduciary obligations to the Company; act honestly, fairly, ethically, with due and reasonable care, with integrity, conduct themselves in professional, courteous and respectful manner and not take improper advantage of the position of Director;
- v. Act in a manner to enhance and maintain the reputation of the Company;
- vi. Disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and deny from discussion and voting on any matter in which the Director has or may have a conflict of interest;
- vii. Make available to and share with fellow Directors information as may be appropriate to ensure proper conduct and sound operation of the Company and its Board of Directors;
- viii. Make known the other Directors of the material personal interest in a matter and must not vote on the matter;
- ix. Disclose the facts correctly when he/she has dissented, where a decision is not unanimous; Bring an open and independent judgment to Board or Committee meetings and should not make a decision about a matter before attending and participating in the deliberations of the meeting;
- x. To comply with all applicable laws, rules and regulations and act in accordance with the Articles of Associations of the Company;
- xi. Help create and maintain a culture of high ethical standards, governance and commitment to compliance.
- xii. Shall not seek, or accept, any gifts or incentives or unreasonable hospitality in their capacity as Director of the Company, except what is duly authorized as acceptance under the Company's Gift Policy.
- xiii. Shall not assign his office and any assignment so made shall be void.

DUTIES OF THE INDEPENDENT DIRECTORS AS PER SCHEDULE IV OF THE COMPANIES ACT, 2013

The Independent Director shall -

- i. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- ii. 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;
- iii. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- iv. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- v. strive to attend the general meetings of the Company;
- vi. 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;

- vii. Keep themselves well informed about the Company and the external environment in which it operates;
- viii. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- ix. 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;
- x. 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;
- xi. Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- xii. Acting within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- xiii. 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.

B. GENERAL CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGAMENT PERSONNEL

1. CONFLICTS OF INTERESTS

A conflict of interest occurs when a director's or Senior Management's private interest intervenes in any way, or even appears to intervene, with the interest of the Company as a whole.

A situation of conflicts can arise:

- i. When a Director or Senior Management takes action or has interests that may make it difficult to perform his or her work objectively and effectively;
- ii. The receipt of improper personal benefits by a member of his or her family as a result of one's positions in the Company;
- iii. Any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company;
- iv. The receipt of non-nominal gifts or excessive entertainment from any person/company with which the Company has current or prospective business dealings;
- v. Any significant ownership interests in any supplier, customer, development partner or competitor of the Company;
- vi. Any consulting or employment relationship with any supplier, customer, business associate or competitor of the Company;
- vii. Entering into any transactions or relationship with Compay or its subsidiaries in which he has a financial or other personal interest (either directly or indirectly such

as through a family member or other person or other organisation with which he is associated).

- viii. Accepting Directorship on the Board of any other body corporate that compete with the business of Company.
- ix. The Directors and Senior Management should be careful in avoiding conflicts of interest with the Company. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances;

2. ACCOUNTABILITY

The Directors/Senior Management personnel shall discharge their duties in good faith and integrity in business judgment and in the best interests of the Company and its stakeholders. They are expected to use their best endeavors and organize the resources for advancing the Company's objectives. They shall act ethically, honestly, diligently and in good faith to protect the Company's properties, brand equity and image. They shall act in good faith, responsibly, with due care, competence and diligence and without allowing their independent judgment to be subordinated. They shall act in the best interests of the Company and fulfill their fiduciary obligations.

3. HONEST AND ETHICAL CONDUCT

The Directors & Senior Management shall act in accordance with the highest standards of personal and professional integrity, honesty, and morality with the Company's customers, suppliers, competitors, employees and other third parties. Such conduct shall be fair and transparent and in accordance with the best accepted professional standards of conduct. Their conduct shall be free from fraud and deception. They shall contribute in promoting the climate of trust and mutual respect.

4. PROTECTION OF COMPANY PROPERTY

The Directors and Senior Management should safeguard assets (physical, financial and intellectual) of the Company and resources and ensure its efficient use. Theft, negligence, and waste of the Company's assets and property have a direct impact on the company's profitability. Assets of the Company should be used only for legitimate business purposes. Any suspected counterfeit products or any product, packaging, communication or marketing practice that are suspected of infringing Company's copyright, trademarks, patents, design rights, domain names and / or other intellectual property rights should be duly reported.

5. SECURITIES TRANSACTIONS & CONFIDENTIAL INFORMATION

Confidential information: It includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed.

The Directors and Senior Management shall maintain the privacy of confidential

information of the Company or that of any customer, supplier or business associate of the company except when disclosure is authorized or legally mandated.

Any information shall not be used or proliferated which is not available to public and which therefore constitutes insider information for making or giving advice on investment decisions on the securities of the Company on which such insider information has been obtained.

6. CORPORATE BUSINESS OPPORTUNITIES

The Directors and Senior Management owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. They are expressly prohibited from:

- Taking for themselves personally, opportunities that are discovered through the use of Company property, information or position.
- Competing directly with the business of the Company or with any business that the Company is considering.
- Using Company's property, information, or position for personal gain.

They can pursue such activity only when company has decided not to pursue an opportunity after disclosing the same to the Board of Directors.

7. FINANCIAL REPORTING AND RECORDS

The Directors and Senior Management shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards that represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company conducts its business affairs.

Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to Company auditors and other authorised parties and government agencies. There shall be no willful omissions of any Company transactions from the books and records, no advance income recognition and no hidden bank account and funds.

8. FAIR AND IMPARTIAL DEALING

The Directors and Senior Management shall deal fairly and impartially with customers, suppliers, competitors, employees of the Company and any other third party. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, restrictive or trade secret information, misrepresentation of material facts, or any other unfair dealing practices.

9. GOOD CITIZENSHIP

The Directors and Senior Management:

- Shall be committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India. They shall not support directly or indirectly any specific political party or candidate for political office. They shall not offer or give any Company's funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign.
- Shall not offer or give any company funds or property as donation to government agencies or their representatives to obtain any favorable performance of official duties.
- Shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.
- Shall respect the dignity and human rights of colleagues, customers, suppliers, competitors and all others who come into contact with as part of their official duties.
- Shall treat everyone fairly and equally, without discrimination on the grounds of race, age, role, gender, gender identity, colour, religion, country of origin, sexual orientation, marital status, dependents, disability, social class or political views.

10. COMPLIANCE WITH LAWS AND REGULATIONS

The Directors and Senior Management are committed to comply with all those acts, rules and regulations that regulate the conduct of Company both in letter and in spirit. They must abide the policies and procedures that govern the conduct of the Company's business. If they are unfamiliar or uncertain about the legal rules involving Company business they should consult the Company Secretary of the Company or take assistance from any consultation agency, before taking any action that may endanger the company or that individual.

11. INTEGRITY OF DATA FURNISHED

They shall ensure at all times the integrity of data or information furnished by them to the Company.

12. ANTI BRIBERY AND CORRUPTION

The Company's zero-tolerance approach towards bribery and corruption applies to all operations/functions, and prohibits both public and commercial bribery (e.g. to or from any third party). All Board members and Senior Management shall comply with the Company's anti-bribery and corruption policy.

13. COMPLIANCE OF THE CODE

All Board members and Senior Management shall affirm compliance with the code on an annual basis. The Annual Report of the Company shall contain a declaration to this effect signed by the CEO.

If any Director, Senior Management or employee knows of or suspects of a violation of all applicable laws, rules or regulations or this code of conduct, he must immediately report the same to the Board of Directors or CFO / Company Secretary. Such person should as far as possible provide the details of suspected violation with all known particulars relating to the issue.

Violation of code of conduct will result in disciplinary action, which may even include legal prosecution, termination of services of the employee. The Company's Board or any person designated by the board shall determine appropriate action in response to violations of this code of conduct.

14. INTERPRETATION OF CODE

The Board or designated person will handle any question or interpretation under code of conduct or any person authorized by the Board of the Company. The Board or any designated person has the authority to waive compliance with this code of business conduct for any Director, or Senior Management of the Company. The person-seeking waiver of this code shall make full disclosure of the particular circumstances to the Board or the designated person/ committee.

15. LIMITATION AND AMENDMENT

In the event of any conflict between the provisions of this code and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this code. Any subsequent amendment/ modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this code.

16. REPORTING

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

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Note: The Code of Conduct for Directors and Senior Management were reviewed and approved by the Board of Directors in its meeting held on 12.02.2025.