

Code of Conduct

Code of Conduct for the Board of Directors and Senior Management Personnel –

Applicability of the Code of Conduct:

This Code of Conduct (Code) applies to all the Directors of Chaman Lal Setia Exports Ltd. (CLSEL). It also applies to the Senior Management Personnel of the company.

Code of Conduct :

The Board of Directors and Senior Management Personnel of Chaman Lal Setia Exports Ltd. (CLSEL) should:

- Demonstrate the highest standards of integrity, business ethics, and corporate governance.
- Perform their roles with competence, diligence, in good faith and in the best interests of the Company.
- Provide expertise and experience in their areas of specialization and share learnings at Board meetings with best interests of the Company and its stakeholders in mind. They should point the company's management in the 'right' direction based on their experience and judgement.
- Give careful and independent consideration to the affairs of the company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the Management. They should call for additional information, where necessary, for making such judgements.
- Not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company / Chaman Lal Setia Exports Ltd. or bring discredit to it. Any situation that creates a conflict of interest between personal interests and the Company and it's stakeholders' interests must be avoided at all costs.
- Follow all the guidelines put forth in the Prevention of Insider Trading Policy Code of Conduct.
- The Directors and senior management should protect the company's assets and property. The company's assets should be used only for legitimate business purposes.
- Directors and Senior Management shall maintain the confidentiality of information of the Company or that of any customer, supplier or business associate of the Company to which the Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated.
- 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.

Duties and Responsibilities of Independent Directors

1. ID will abide by the Company's Code of Ethics and Business Principles applicable to an Independent Director of the Company.
2. ID will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Companies Act, 2013.
3. ID is expected to stay updated on how best to discharge roles, responsibilities, and duties and liabilities, as an Independent Director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.
4. ID is expected to:
 - (i) take decisions objectively and in the interests of the Company;
 - (ii) facilitate Company's adherence to high standards of ethics and corporate behavior;
 - (iii) guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
 - (iv) guide the Board in monitoring and managing potential conflicts of Interest of Management, Board Members and Stakeholders.
 - (v) 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;
 - (vi) 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.
 - (vii) Keep themselves well informed about the company and the external environment in which it operates.