



UJVN Limited

(A Govt. of Uttarakhand Enterprise)

CIN NO : U40101UR2001SGC025866

2022

**CODE OF CONDUCT FOR BOARD
MEMBERS AND SENIOR
MANAGEMENT OF PERSONNEL**

Contents

1. INTRODUCTION AND APPLICABILITY 3

2.OBJECTIVE 4

3. DEFINITIONS & INTERPRETATION 4

4. KEY REQUIREMENTS 5

5. OTHER DIRECTORSHIPS..... 6

6.GIFTS AND DONATIONS 6

7.PUBLIC REPRESENTATION 6

8.CONFIDENTIALITY OF INFORMATION..... 6

9.REGULATORY COMPLIANCE..... 7

10.PROTECTION OF ASSETS 7

11.AMENDMENTS TO THE CODE 7

12.ENFORCEMENT OF CODE OF CONDUCT 7

13. ADDITIONAL REQUIREMENTS FOR INDEPENDENT DIRECTORS..... 7

14.CONSEQUENCES OF NON-COMPLIANCE WITH THIS CODE 7

15. REPORTING: 8

APPENDIX-I..... 9

APPENDIX-II..... 10

UJVN Limited

CODE OF CONDUCT

FOR

BOARD MEMBERS AND SENIOR MANAGEMENT OF PERSONNEL

1.INTRODUCTION AND APPLICABILITY

1.1 This Code of Conduct ("the Code") shall be called 'Code of Conduct for Board of Directors and Senior Management of 'UJVN Limited' (hereinafter referred to as "the Company")

1.2 The purpose of this code is to demonstrate the ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence reposed in the Management by the stakeholders and business partners. Directors and Senior Management are expected to understand, adhere to, comply with, and uphold the provisions of this code and the standards laid down hereunder in their day-to-day functioning.

1.3 The principles prescribed in this Code, as a general in the nature, lay down broad standards of compliance to Department of Public Enterprises Guidelines on Corporate Governance and the Companies Act, 2013.

1.4 The Company has U.P Government Servants Conduct Rules, 2002 and U.P Govt. Servants (Discipline & Appeal), Rules 2003 or any other Conduct /Discipline & Appeal Rules subsequently approved, including any amendment thereto, from time to time, which will govern the conduct of all employees of the Company including Whole-time Directors. The said Rules provide for good conduct and discipline, as well as provide for penalties in the case of violation and the appeal mechanism.

1.5 It is clarified that this Code applies to all Directors and Senior Management, including the Non- Whole Time Directors. In the case of Whole –Time Directors and the Senior Management Personnel, this Code is applicable over, and above the above conduct, discipline and appeal Rules effective in the Company.

1.6 This Code shall come into force with effect from the date of approval of the Board of the same ("the Effective Date").

1.7 All Directors and Senior Management shall sign the acknowledgement form at **Appendix-I**, and return the form to the Company Secretary indicating that they have received, read, and understood the provisions of the Code, and agree to comply with

same. All Directors and Senior Management shall be required to affirm compliance with this Code on an annual basis, within 30 days of the close of every financial year to the Company Secretary, as set out hereinafter in **Appendix –II**.

2.OBJECTIVE

2.1 With a view to maintain high standards of governance, to induce and recognize the virtues of honesty and accountability and to serve as a guideline for addressing situations involving ethical issues in all spheres of activities of the organization, the following rules/code of conduct is required to be observed. The Company appoints the Company Secretary, as the Compliance Officer for the purposes of this Code, and the compliance officer will be available to Directors/Senior Management personnel to answer queries / provide clarifications and to help them comply with the code

3. DEFINITIONS & INTERPRETATION

3.1 In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below :

“Company” shall mean the UJVN Limited

“Directors” shall mean all the members of the Board of Directors of the Company, including the Government Directors and Nonofficial part-time Directors i.e., Independent Directors.

“Independent Directors” shall be the Board Members as defined under section 2 (47) read with 149(5) of the Companies Act,2013.

“Senior Management” means all “key Executives” of the Company, including Key Managerial Personnel’s (KMPs), Executive Directors (EDs) and General Managers (GMs).

“Relative” shall mean ‘relative’ as defined in Section 2(77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules,2014.

“Whole-time Directors” shall mean the Board Members who are in whole-time employment of the Company.

3.2 In this Code, word importing masculine shall include feminine and words importing singular shall include the plural or vice versa.

4. KEY REQUIREMENTS

The Directors and Senior Management shall act within the authority conferred them in the best interests of the Company and will:

- ❖ act in the best interest of, and fulfill their fiduciary obligation to the Company and its shareholders;
- ❖ act honestly, fairly, ethically and with integrity;
- ❖ conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
- ❖ act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinate;
- ❖ use their prudent judgment to avoid all situations, decisions or relationships which give or could give rise to a conflict of interest or appear to conflict with their responsibilities within the Company;
- ❖ not exploit for his/her own personal gain, opportunities that are discovered through the use of corporate property, information or position, unless the Company declines to pursue such opportunity for its business interest(s);
- ❖ avoid conducting business on behalf of the Company except with the prior approval of the Board; with (a) a relative (b) a private Limited Company in which he or his relative is a Member or a Director (c) a Public Limited Company in which he along with his relative holds more than two percent of its paid-up share capital; and (d) with a firm in which he or his relative is partner;
- ❖ disclose and avoid having any personal and/or financial interest in any business dealings concerning the Company;
- ❖ avoid any dealings with a Contactor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company;
- ❖ not hold any position or jobs or engage in outside businesses or other interests that are prejudicial to the interests of the Company; and
- ❖ inform the Board, at the earliest opportunity, of any existing or potential conflict of interest situation.

It is clarified that it would not be a conflict of interest for the Director & Senior Management of the Company or members of their immediate family or relatives, to have dealings in the normal course with and to obtain services from persons or entities who else deal/provide services to the Company, including legal, accounting or consultancy services, loans & services from banks or insurance companies and/or with an organization etc., on an arm's length basis.

5.OTHER DIRECTORSHIPS

Unless specifically permitted by the Board, the Board Members shall not serve as Director of any other Company or as Partner of a firm that is engaged in a competing business with the Company. This clause is not applicable to Ex-officio Government Nominee Directors.

Senior Management Personnel shall obtain prior approval of the Chairperson/Managing Director/ Competent Authority for accepting the directorship of any other company or partnership of a firm.

6.GIFTS AND DONATIONS

The Directors and the Senior Management shall neither receive nor offer nor make, directly or indirectly, any gifts, donations or comparable benefits which are intended to or perceived to obtain undue favours in the transactions detrimental to the interest of the Company, save otherwise for a nominal value, which is/are customarily given and are commemorative nature for special events and should never be a kind that could create an appearance of impropriety.

7.PUBLIC REPRESENTATION

The Company honours the information requirements of the public and its stakeholders. In all these public appearances with respect to disclosing information in relation to the Company's activities to public constituencies such as the media, the financial community, employees and shareholders, the Company shall be represented only by specifically authorized directors and employees. It will be the sole responsibility of these authorized representatives to disclose Company related information.

8.CONFIDENTIALITY OF INFORMATION

Any information concerning the Company's business, its customers, suppliers, etc. to which the Directors and Senior Management have access, or which is possessed by the Directors and Senior Management, must be considered privileged and confidential and should be held in confidence at all times, and should not be disclosed to any person, unless or otherwise.

- (i) specifically authorized; or (ii) the same is part of the public domain at the time of disclosure, or (iii) is required to be disclosed in accordance with applicable laws.

9.REGULATORY COMPLIANCE

Every Director and Senior Management shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and spirit, in all the territories in which he or she operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the Code, then the standards of the Code shall prevail.

10.PROTECTION OF ASSETS

The Directors and Senior Management of the Company shall employ the assets of the Company and for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationship with customers and suppliers, etc.

11.AMENDMENTS TO THE CODE

The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time all such amendment(s)/ modification(s) shall take effect from the date stated therein. All Directors and Senior Management shall be duly informed of such amendment(s) and modification(s) thereof.

12.ENFORCEMENT OF CODE OF CONDUCT

All Directors and/or Senior Management shall be accountable for fully complying with this Code.

13. ADDITIONAL REQUIREMENTS FOR INDEPENDENT DIRECTORS

In addition to the compliance of this code, Independent Directors are also required to adhere to the Code of Conduct, as set out in the Schedule -IV of the Companies Act, 2013) meant for Independent Directors of the Company.

14.CONSEQUENCES OF NON-COMPLIANCE WITH THIS CODE

14.1 In case of breach of this Code by the Directors, the same shall be dealt with by the Board of Directors for initiating action, as may be deemed fit.

14.2In case of breach of this Code by the Senior Management, the same shall be dealt by the Managing Director in accordance with the U.P Government Servants Conduct Rules, 2002 and U.P Govt. Servants (Discipline & Appeal), Rules 2003 and or any other Conduct / Discipline & Appeal Rules subsequently approved, including any amendment thereto, from time to time, which are effective, and in force in the Company.

15. 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 Company Secretary. In case of any doubt as to the best course of action, the concerned Director/ Senior Management person should touchbase with the Company Secretary.

APPENDIX-I
UJVN Limited
CODE OF CONDUCT
FOR
BOARD MEMEBERS AND SENIOR MANAGEMENT PERSONNEL
ACKNOWLEDGEMENT FORM

I _____, have received and read the Company's "**CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**" (" this Code"). I do have understood the provisions and policies contained in this Code therein, and I hereby agree to comply with the same.

Signature: _____

Name: _____

Designation: _____

Date: _____

Place: _____

APPENDIX-II
UJVN Limited
CODE OF CONDUCT
FOR
BOARD MEMEBERS AND SENIOR MANAGEMENT PERSONNEL
ANNUAL COMPLIANCE REPORT *

I _____ do hereby solemnly affirm to the best of my knowledge and belief that, I have fully complied with the provisions of the **CODE OF CONDUCT FOR BOARD MEMEBERS AND SENIOR MANAGEMENT PERSONNEL** during the financial year ending 31st March _____

Signature: _____

Name: _____

Designation: _____

Date: _____

Place: _____

***Note:- To be submitted by 30th April each year .**