

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

SIKOZY REALTORS LIMITED

1. INTRODUCTION

The Board of Directors and Senior Management of **Sikozy Realtors Limited** ("Company") are committed to conducting the affairs of the Company with the highest standards of integrity, honesty, transparency, accountability and professionalism.

This Code of Conduct ("Code") establishes the principles and standards expected to be followed by the Directors and Senior Management Personnel of the Company in the discharge of their duties and responsibilities.

The Code is intended to guide Directors and Senior Management Personnel in making ethical and responsible decisions and in conducting themselves in a manner that protects the interests, reputation and long-term value of the Company.

2. APPLICABILITY

This Code shall be applicable to:

- a. all Directors of the Company; and
- b. Senior Management Personnel of the Company, as defined under the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time.

The Directors and Senior Management Personnel shall familiarise themselves with this Code and comply with its provisions in letter and spirit.

3. PRINCIPLES OF CONDUCT

3.1 Due Care, Skill and Diligence

Directors and Senior Management Personnel shall:

- a. exercise due care, skill and diligence in the performance of their duties;
- b. devote adequate attention and time to matters entrusted to them;
- c. take informed and responsible decisions after considering relevant facts and information; and
- d. act in accordance with their fiduciary and statutory responsibilities.

3.2 Responsibility Towards the Company and its Stakeholders

Directors and Senior Management Personnel shall act in the best interests of the Company and its stakeholders.

While the Directors have a primary responsibility towards the Company and its shareholders, they shall also have due regard to the legitimate interests of

customers, employees, lenders, investors, business partners, vendors, contractors, regulatory authorities and other stakeholders.

In the context of the Company's real-estate business, particular care shall be exercised in matters relating to:

- a. development and sale of real-estate projects;
- b. commitments made to customers and purchasers;
- c. project approvals and statutory compliances;
- d. dealings with landowners, contractors, consultants and vendors;
- e. financial and contractual commitments of the Company; and
- f. disclosures made to shareholders, investors and regulatory authorities.

3.3 Honesty, Integrity and Good Faith

Directors and Senior Management Personnel shall:

- a. act honestly, ethically and in good faith;
- b. act in the best interests of the Company;
- c. maintain high standards of professional and personal integrity;
- d. avoid any conduct which may adversely affect the interests or reputation of the Company; and
- e. ensure that their actions and decisions are consistent with the Company's objectives and Applicable Laws.

No Director or Senior Management Personnel shall knowingly make any false, misleading or materially incomplete statement in connection with the affairs of the Company.

3.4 Conflict of Interest

Directors and Senior Management Personnel shall avoid situations where their personal, financial, family or other interests conflict, or appear to conflict, with the interests of the Company.

They shall:

- a. promptly disclose any actual, potential or perceived conflict of interest;
- b. refrain from participating in decision-making where they have a material conflict of interest, wherever required;
- c. not use their position in the Company to obtain personal benefit or benefit for their relatives or associates;
- d. ensure that transactions involving related parties are undertaken in accordance with Applicable Laws and the Company's policies; and
- e. not use confidential or proprietary information of the Company for personal gain or for the benefit of any other person.

Particular care shall be exercised in relation to transactions involving land, properties, development rights, investments, contracts, vendors, brokers, consultants and other business opportunities of the Company.

3.5 Confidentiality and Protection of Information

Directors and Senior Management Personnel shall maintain the confidentiality of information obtained by virtue of their association with the Company.

Confidential information shall include, without limitation:

- a. financial and business information;
- b. information relating to proposed or ongoing real-estate projects;
- c. information relating to land, development rights and property transactions;
- d. pricing, commercial terms and negotiations;
- e. customer and investor information;
- f. information relating to proposed acquisitions, disposals, investments or strategic transactions;
- g. information received from customers, vendors, contractors, lenders or other stakeholders;
- h. unpublished price-sensitive information, where applicable; and
- i. any other information which is confidential or commercially sensitive.

Such information shall not be disclosed to any person except:

- a. where disclosure is authorised by the Company;
- b. where disclosure is required in the ordinary course of duties and on a need-to-know basis; or
- c. where disclosure is required by law, regulation or order of a competent authority.

Directors and Senior Management Personnel shall take appropriate steps to prevent unauthorised access, use or disclosure of confidential information.

3.6 No Undue Advantage or Misuse of Position

Directors and Senior Management Personnel shall not use their position, authority, access to information or association with the Company to obtain any undue personal advantage or benefit for themselves, their relatives, associates or any other person.

They shall not:

- a. misuse Company assets or resources;
- b. use confidential information for personal benefit;
- c. divert business opportunities belonging to the Company;
- d. use the Company's name or position for personal gain; or
- e. influence employees, vendors, contractors, customers or other stakeholders for improper personal benefit.

3.7 Fair and Ethical Dealings

Directors and Senior Management Personnel shall deal fairly and ethically with all stakeholders of the Company.

They shall maintain appropriate standards of fairness and integrity in dealings with:

- a. shareholders and investors;
- b. customers and purchasers;
- c. employees;
- d. vendors and suppliers;
- e. contractors and consultants;

- f. landowners and joint-venture / development partners;
- g. lenders and financial institutions;
- h. government and regulatory authorities; and
- i. other business associates.

No Director or Senior Management Personnel shall take unfair advantage of any person through manipulation, concealment, abuse of confidential information, misrepresentation or any other unfair practice.

3.8 Compliance with Laws and Regulations

Directors and Senior Management Personnel shall comply with all Applicable Laws, rules, regulations and regulatory requirements applicable to their functions and responsibilities.

Particular attention shall be given to laws and regulations relating to:

- a. Companies Act, 2013;
- b. SEBI laws and regulations, wherever applicable;
- c. Listing Regulations, wherever applicable;
- d. securities laws and prevention of insider trading, wherever applicable;
- e. real-estate and property-related laws;
- f. applicable RERA requirements;
- g. taxation and financial reporting requirements;
- h. environmental and other statutory approvals applicable to projects;
- i. anti-bribery and anti-corruption requirements; and
- j. other laws applicable to the business and operations of the Company.

Directors and Senior Management Personnel shall not knowingly participate in or encourage any activity that violates Applicable Laws.

3.9 Protection of Company Assets

Directors and Senior Management Personnel shall protect the assets and resources of the Company and ensure that such assets are used only for legitimate business purposes.

Company assets include:

- a. physical assets and properties;
- b. funds and financial resources;
- c. intellectual property;
- d. confidential information;
- e. business records;
- f. technology and electronic systems; and
- g. the Company's reputation and business relationships.

3.10 Conduct and Reputation

Directors and Senior Management Personnel shall conduct themselves in a manner that enhances the reputation and credibility of the Company.

They shall not engage in any conduct, whether in their official or professional capacity, which is likely to:

- a. bring disrepute to the Company;

- b. adversely affect the Company's reputation;
- c. undermine confidence of shareholders, investors, customers or other stakeholders; or
- d. adversely affect the Company's ability to conduct its business.

3.11 Accurate and Transparent Disclosures

Directors and Senior Management Personnel shall endeavour to ensure that information and disclosures made by or on behalf of the Company are accurate, complete, timely and not misleading.

They shall provide all relevant information required for proper statutory, regulatory, financial and corporate disclosures.

No Director or Senior Management Personnel shall knowingly suppress or misrepresent material information required to be disclosed under Applicable Laws.

3.12 Prevention of Bribery and Improper Payments

Directors and Senior Management Personnel shall not offer, give, solicit or accept any bribe, improper payment, unlawful gratification or other undue advantage in connection with the business of the Company.

Particular care shall be exercised in dealings with:

- a. government officials;
- b. regulatory authorities;
- c. contractors and vendors;
- d. consultants and intermediaries;
- e. customers and business partners; and
- f. persons involved in obtaining approvals, permissions or clearances for the Company's projects.

3.13 Insider Trading and Unpublished Price Sensitive Information

Where applicable, Directors and Senior Management Personnel shall comply with the Company's Code of Conduct for Prevention of Insider Trading and all Applicable Laws relating to prevention of insider trading.

They shall not:

- a. trade in the securities of the Company while in possession of unpublished price sensitive information;
- b. communicate unpublished price sensitive information except for legitimate purposes, performance of duties or discharge of legal obligations; or
- c. facilitate or procure trading in securities in violation of Applicable Laws.

3.14 Raising Concerns

Directors and Senior Management Personnel shall promptly report any actual or suspected violation of:

- a. this Code;

- b. Applicable Laws;
- c. Company policies; or
- d. ethical standards applicable to the Company.

Concerns may be raised through the mechanism prescribed under the Company's Whistle Blower / Vigil Mechanism Policy or through such other channels as may be notified by the Company.

No person making a genuine report in good faith shall be subjected to retaliation or victimisation.

4. RESPONSIBILITY FOR COMPLIANCE

Every Director and Senior Management Personnel shall be responsible for understanding and complying with this Code.

Directors and Senior Management Personnel shall seek appropriate guidance from the Company Secretary or other designated officer wherever there is any doubt regarding the interpretation or application of this Code.

5. WAIVER

Any waiver of any provision of this Code for a Director or Senior Management Personnel shall be considered only in exceptional circumstances and shall be subject to approval in accordance with Applicable Laws and the Company's governance framework.

Any waiver, where required to be disclosed under Applicable Laws, shall be appropriately disclosed.

6. VIOLATION OF THE CODE

Any violation of this Code shall be dealt with appropriately in accordance with Applicable Laws, the Company's policies and the terms of appointment / employment of the concerned person.

The Company may take appropriate disciplinary or other action where a violation is established.

7. ACKNOWLEDGEMENT AND ANNUAL DECLARATION

Every Director and Senior Management Personnel shall acknowledge receipt of this Code and confirm that he/she has understood and agrees to comply with its provisions.

The Directors and Senior Management Personnel shall provide such annual confirmation or declaration of compliance as may be required under Applicable Laws or determined by the Company.

8. REVIEW AND AMENDMENT

This Code shall be reviewed periodically or whenever there is a change in Applicable Laws or the business or governance requirements of the Company.

Any amendment or modification to this Code shall be approved by the Board of Directors or such committee/person as may be authorised by the Board, subject to Applicable Laws.

9. INTERPRETATION

In case of any inconsistency between this Code and any Applicable Law, the provisions of the Applicable Law shall prevail.

This Code shall be interpreted in accordance with the Companies Act, 2013, the Listing Regulations and other Applicable Laws, as amended from time to time.