S J Logistics (India) Limited

CODE OF CONDUCT FOR DIRECTORS AND THE SENIOR MANAGEMENT

Version	Effective Date	Review Date	Prepared By	Reviewed By	Approved By
1.0	September 02, 2023	September 02, 2023	Secretarial Team	Jeet Shah, Director	Board of Directors
2.0	June 11, 2026	June 11, 2026	Secretarial Team	Jeet Shah, Director	Board of Directors

CONTENT

1. INTRODUCTION:

S J Logistics (India) Limited (the **"Company")** has adopted this Code of Conduct (the **"Code"**) in accordance with the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. It is a set of principles and standards designed to guide the behavior of Directors, Senior Management within the Company. It outlines the ethical expectations and responsibilities to adhere in their professional roles. The Code helps maintain a respectful, fair, and transparent work environment, promotes compliance with laws and regulations, and strengthens the organization's commitment to corporate social responsibility and good governance.

2. DEFINITIONS:

"Act" means the Companies Act 2013, together with the rules notified thereunder, including any statutory modifications or re-enactments thereof for the time being in force.

"**Board of Directors**" or "**Board**" means the collective body of the Directors of the Company.

"Code" shall mean the Code of Conduct for Directors and Senior Management.

"Compliance Officer" shall mean the Compliance Officer appointed under Regulation 6 of SEBI Regulations.

"Director" shall mean a director appointed to the Board of the Company.

"Independent Director" or "ID" means a director appointed in accordance with the section 149(6) of the Companies Act, 2013 and any amendments thereto.

"SEBI Regulations" or **"Regulations"** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modifications or re-enactments thereof for the time being in force.

"Senior Management" or "SM" shall mean the Vice Presidents of the Company and other individual appointed by the Board.

All terms defined herein shall have the same meaning whether used in the singular or plural form, unless the context clearly requires otherwise.

3. PURPOSE:

The purpose of this Code is to establish clear ethical guidelines and expectations for behavior within the Company. It promotes integrity, transparency, and accountability by setting standards for Directors (including but not limited to independent directors) and Senior Management to follow in their professional conduct. The Code helps maintain a positive work culture and ensures compliance with legal and regulatory requirements. Apart from the Code, the independent Director shall abide by the Code for independent Director as prescribed under the Act and SEBI Regulations, as amended from time to time. The same is annexed to this Code as annexure - I.

4. RESPONSIBILITIES:

i. All individuals must act with honesty and transparency, providing truthful information and adhering to ethical principles.
ii. Treat all colleagues, clients, and stakeholders with respect, fairness, and dignity.
iii. Maintain confidentiality of Company's information and avoid disclosing sensitive information unless required by law.
iv. Adhere to the Act, SEBI Regulations and Applicable Laws and industry standards governing business operations.
v. Avoid situations where personal interests and conflict with professional responsibilities.
vi. Take responsibility for actions, decisions, and outcomes in both individual and collective capacities.

5. REPORTING VIOLATIONS:

Directors and Senior Management have a responsibility to report any breaches of this Code or unethical behavior, either through internal mechanisms or directly to the Board.

6. CONFLICTS OF INTEREST:

Directors and Senior Management must avoid situations that could lead to a conflict of interest. If a potential conflict arises, it must be disclosed immediately to the Board for appropriate action.

7. INSIDER TRADING AND FAIR DEALING:

Directors and Senior Management are prohibited from trading in the Company's securities based on non-public material information. They must also ensure that they engage in fair and honest business practices with all stakeholders.

8. DISCIPLINE AND ACCOUNTABILITY:

Violation of this Code may result in disciplinary action, as appropriate by the Board, including removal from the position of Director or Senior Management, depending on the severity of the breach.

8. TRANSPARENCY:

All Directors and Senior Management shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought through appropriate policies, procedures, and maintaining supporting and proper records.

9. COMPANY PROPERTY:

Every Director and Senior Management should endeavor to ensure that they use the Company's assets, proprietary information and resources only for the legitimate business purposes of the Company and not for their personal gains.

10. CONFIDENTIAL INFORMATION:

The Directors and Senior Management should maintain confidentiality of information entrusted to them in carrying out their duties and responsibilities. The matters discussed at the Board meetings must not be disclosed outside appropriate and reasonable circles. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of any Director/ Senior Management. These obligations apply not only during a Director's/ Senior Management's term, but thereafter as well unless said information becomes public.

11. WAIVERS:

Any waiver of this Code must be approved by the Board and publicly disclosed if required by any Act, Regulations or Applicable Law.

12. LIMITATION, REVIEW AND AMENDMENT:

The Board of Directors shall have the right to withdraw and / or amend any part of this Code or the entire Code, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

In the event of any conflict between the provisions of this Code and of the Act or SEBI Regulations or Applicable Law, the latter shall prevail and automatically apply to this Code. The relevant provisions of the Code will be amended or modified as needed to ensure consistency with the law.

Note:

The Board of Directors (the "Board") at its Meeting held on 02nd September 2023 approved the Code of Conduct and is effective from 02nd September 2023.

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Annexure – I

CODE FOR INDEPENDENT DIRECTORS

[As per Schedule IV of the Companies Act, 2013 "Act"]

The Code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfilment 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 duties;
3. exercise responsibilities in a bona fide manner in the interest of the Company;
4. devote sufficient time and attention to professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate their 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 their 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 independence;
8. where circumstances arise which make an Independent Director lose 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. scrutinize 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 those 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 recommending 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 they are 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 behavior, actual or suspected fraud or violation of the Company's Code of Conduct;

12. acting 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 formalized 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 Conduct 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 based on 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;

   a. review the performance of non-Independent Directors and the Board as a whole;
   b. review the performance of the Chairman 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 Director shall be carried out by the entire Board of Directors, excluding the Director being evaluated.

2. On the basis of the performance evaluation report, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

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S J Logistics (India) Limited

Annexure – II

Annual Compliance Report

To,

The Compliance Officer,
S J Logistics (India) Limited,
Office No - 901/902/903,
Centrum, Opp Raila Devi Lake,
Wagle Estate, Thane (W) - 400604

Sub: Annual Compliance Report of the Code of Conduct for Directors and Senior Management Personnel for the year …………………

I, ………………………… (Name and Designation) of S J Logistics (India) Limited, hereby affirm that for the financial year………I have complied with the Code of Conduct for Directors and Senior Management Personnel of the Company framed pursuant to the requirements under the SEBI Listing Regulations with Stock Exchange.

Yours truly,

Signature: _______________

Name: __________________

Designation: _____________

Date: __________________

Place: __________________

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