



# Lord's Mark Industries Limited

(Formerly known as Lords Mark India Limited / Kratos Energy & Infrastructure Limited)

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CIN : L35103MH1979PLC021614

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## Code of Conduct for Board of Directors and Senior Management

**Lords Mark Industries Limited** (Formerly known as **Lords Mark India Limited** and Kratos Energy & Infrastructure Limited)

**(In compliance with Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

### 1. Introduction and Applicability

This Code of Conduct ("the Code") is framed in compliance with **Regulation 17(5)** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It applies to:

- **Board Members:** All executive and non-executive directors of the Company.
- **Senior Management Personnel:** All officials and employees with a designation of Senior Vice President, Functional/Division/Branch Head, or any role equivalent to or higher than General Manager.

### 2. Key Guidelines for Conduct

All covered individuals must act honestly, fairly, ethically, and with integrity. Key requirements include:

- **Fiduciary Duty:** Act in the best interests of the Company and its shareholders.
- **Diligence:** Devote sufficient time and attention to ensure the diligent performance of duties.
- **Reputation:** Act in a manner that enhances and maintains the reputation of the Company.
- **Compliance:** Comply with all applicable laws, rules, and regulations.

### 3. Conflict of Interest and Business Opportunities

Directors and Senior Management must avoid any activity that conflicts with the Company's interests.

- **Disclosure:** Any potential or actual conflict must be disclosed immediately to the Board of Directors or the Managing Director.
- **Abstention:** Directors must abstain from discussion and voting on any matter in which they have a conflict of interest.

- **Corporate Opportunities:** Executives may not take personal advantage of business opportunities discovered through the use of Company property, information, or their position.
- **Gifts:** Non-nominal gifts or excessive entertainment from parties having business dealings with the Company must not be accepted.

#### 4. Confidentiality and Protection of Assets

- **Confidentiality:** Ensure the confidentiality of all non-public information (regarding customers, suppliers, and business affairs) acquired during their service.
- **Use of Information:** Confidential information must not be used for personal gain or advantage.
- **Asset Protection:** Protect Company assets and property from theft, waste, or carelessness, ensuring they are used only for legitimate business purposes.

#### 5. Independent Directors

In addition to this Code, **Independent Directors** must adhere to the professional conduct guidelines prescribed under the **Companies Act, 2013**.

#### 6. Compliance and Enforcement

- **Annual Affirmation:** All Board members and Senior Management Personnel shall affirm compliance with this Code on an annual basis.
- **Reporting Violations:** Any known or suspected violations of this Code must be reported to the Managing Director or a designated officer.
- **Consequences of Breach:** Violations may result in disciplinary action, including termination of services. The Audit Committee shall determine penalties for breaches.

For **Lord's Mark Industries Limited**

(Formerly known as **Lords Mark India Limited** and Kratos Energy & Infrastructure Limited)



**Mr. Sachidanand Hariram Upadhyay**

**Managing Director**

**DIN No: - 01631728**