LUX INDUSTRIES LIMITED

CODE OF CONDUCT OF THE COMPANY

Version	**6.0**
Last amended on	**31st January, 2024 & 13th February, 2025**



LUX INDUSTRIES LIMITED

1. INTRODUCTION

This Code of Conduct is framed in terms of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") which is applicable for the following persons (hereinafter collectively be referred to **"Applicable Persons"**) in order to maintain the standard in the business and to ensure adherence to the compliances with the legal requirements:

- Board Member(s);
- Key Managerial Personnel(s); and
- Senior Management Personnel(s) of the Company.

The Applicable Persons are expected to read and adhere to this Code while performing their duties.

Nothing contained in this Code, in any other policy, procedures or related communication of the Company, shall constitute or imply an employment contract for a definite term or a guarantee of confirmed employment.

2. DEFINITIONS

"Act" means the Companies Act, 2013 and includes rules made thereunder, with statutory amendments or modifications, notifications, circulars and orders therein from time to time.

"**Applicable Laws**" shall mean the Companies Act, 2013 and the rules made thereunder; the Listing Regulations, as amended from time to time and any other applicable Acts, rules or regulations.

"Board Member(s)" means a member of the Board of Directors of the Company.

"Code" means this Code of Conduct.

"Committee(s) of the Board" means a committee formed by the Board of the Company and includes any Committee of the Board.

"Company" means Lux Industries Limited.

"Compliance Officer" means a qualified Company Secretary as appointed/designated by the Company in terms of Regulation 6 of the Listing Regulations, as amended from time to time:

Provided that the Compliance Officer shall be an officer, who is in whole time employment of the listed entity, not more than one level below the board of directors and shall be designated as a Key Managerial Personnel.

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"Confidential Information" includes any unpublished price sensitive information (UPSI), internal processes, list of customers, transaction details, vendor databases, employees lists and any other information(s) as may be determined by Company from time to time. Such information must be protected and used solely for the purpose of the business of the Company.

"Customers" means any business or entity to which the Company or any of its subsidiaries sells any product bearing a trademark of the Company.

"Conflict of Interest" refers a situation where the interests or benefits of an individual or entity interferes with those of the Company.

"Director" means a person appointed as a director to the Board of Directors of the Company.

"Employee" means any individual who is in the employment of the Company, on a full-time or part-time basis, including those on probation, training, retainership, temporary or contractual basis, across all units, branches and offices of the Company.

"Independent Director" means an independent director as defined under sub-section (*6*) of Section 149 of the Act, read with Regulation 16(1)(b) of the Listing Regulations and includes any director appointed as such in accordance with the provisions of the Act and the Listing Regulations.

"Key Managerial Personnel" shall have the same meaning as assigned under Section 2(51) of the Act.

"Relative" means "relative" as defined in Section 2(77) of the Act, the rules prescribed thereunder, as amended from time to time.

"Listing Regulations or Regulations" refers to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with circulars issued thereunder as amended from time to time.

"Senior Management/ Senior Managerial Personnel" shall means the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

"Supplier" means a vendor providing products or services to the Company, including consultants, contractors and agents. It also includes any suppliers that the Company is actively considering, even if no business is ultimately awarded.

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"Unpublished Price Sensitive Information or UPSI" shall have the same meaning as assigned under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

"Whole Time Director" includes a Director who is in whole-time employment with the Company.

All other words and phrases not defined herein shall have the same meaning and definition as assigned under the Act or the Listing Regulations, as amended from time to time, applicable to the Company.

3. KEY REQUIREMENTS

A. GENERAL OBLIGATIONS

The Applicable Persons shall act within the authority conferred upon them and in the best interests of the Company and shall:

- act in the best interest of, and fulfill their fiduciary obligations towards the Company and its shareholders;
- act honestly, fairly, ethically and with integrity & probity;
- 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 subordinated;
- not exploit for his/her own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the Company declines to pursue such opportunity for its business interest(s);
- disclose and avoid having any personal and/ or financial interest in any business dealings concerning the Company;
- not hold any positions or jobs or engage in outside businesses or other interest that are prejudicial to the interest of the Company;
- shall be accountable to the stakeholders i.e. shareholders, debtors, creditors, contractors, suppliers, customers, Government etc. in discharge of the duties of the Company; and shall assist the Company in implementing the best corporate governance practices.

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- Dealing with the Company shall disclose to the Company all information that is relevant and necessary for the Company to ensure compliance with the applicable laws.

B. CONFLICT OF INTEREST

- The Applicable Persons should not use for their personal gain, any opportunity that are discovered through the use of Company resources unless the facts are fully disclosed by the Company.

- The applicable persons of the Company shall not involve themselves in making any decision on a subject matter in which a conflict of interest arises or which in their opinion is likely to arise. They shall make disclosures to the competent authority relating to all material financial and commercial transactions, if any, where they or any of their relatives have personal interest that may potentially conflict with the interest of the Company at large.

  If any of the Applicable Persons are considering investment in any customer, supplier, developer or competitor of the Company, they must ensure that the investments made do not compromise their responsibilities with the Company. The Company expects the fulltime attention from the Applicable Persons regarding their duties towards the Company. The Company prohibits all of the Applicable Persons from engaging in any business, profession, part-time jobs, that interface with the performance, responsibility or otherwise prejudicial to the interest of the Company.

- The Applicable Persons should avoid conducting Company business with their relatives, or with the business associates in which they have a significant role. In case of any such transactions the nature of related party transaction should be disclosed to the Chairman of the Audit Committee/ Board or head of the accounts and finance department of the Company.

- Under no circumstances any of the Applicable Persons should accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants that is perceived as intended, directly or indirectly, to influence any business decisions, any act or failure to act, any commitment of fraud of opportunity for the commission of any fraud. Gifts by the Company to suppliers or customer or received from suppliers or customers should be appropriate to the circumstances.

- The Directors of the Company shall not be present at the meeting and shall abstain from participation where discussion on the resolution relating to contract or arrangement wherein a conflict of interest arises.

C. OTHER DIRECTORSHIPS

Unless specifically permitted by the Board, the applicable person shall not serve as director of any other Company or as partner of a firm/ limited liability partnership or take up any management position in any other entity that is engaged in a competing business with the Company.

This clause is not applicable to ex-officio Government Nominee Directors.

D. CONFIDENTIALITY

The Confidential Information are the valuable assets of the Company. It includes all non-public information that might be of use to competitors or harmful to the Company or its customers, if disclosed. It must be protected and must be used only for the purpose of the business of the Company by all the applicable persons.

All applicable persons are expected to protect the confidentiality of all information handled by the Company. Company documents and records often contain confidential business information and it is critical that this information is not disclosed to any third party.

E. USE OF THE COMPANY ASSETS

- Protecting the assets of the Company is the primary responsibility of the Applicable Persons. Care should be taken to ensure that the assets are not misappropriated, loaned to others or sold or donated without proper authorization. The assets of the Company should be used only for the business of the Company. The Applicable Persons shall not use the assets of the Company for their personal purpose or unlawful purpose and they shall not allow any other person to do so.

- Every Applicable Person who has the control over the funds of the Company shall not allow any outsider to exercise control over the funds of the Company and they, having control over the fund shall be personally responsible for the safeguard of the funds. Reasonable steps should be taken to ensure that the Company receives good value for the fund spent and accurate and timely recording of expenditure is made.



F. CORPORATE DISCLOSURE PRACTICES, EXTERNAL COMMUNICATION WITH MEDIA AND INVESTORS AND INSIDER TRADING

- The Code of Fair Disclosures of the Company framed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 regulates disclosure of Unpublished Price Sensitive Information. The Authorised Person defined thereunder is responsible for overseeing and coordinating disclosure of UPSI to stock exchanges, analysts, shareholders and media including drafting of the press release or the text of the information to be posted on the Company's web-site/ released to the press with the approval of the Managing director/ Chairperson.

- No person except the persons duly authorised by the management, shall disclose any information relating to the Company's securities to analysts/ research persons and institutional investors.

- The Applicable Persons shall comply with the Code of Fair Disclosures of UPSI as aforesaid.

G. DEALING WITH CUSTOMERS, SUPPLIERS AND CONSUMERS

As set forth guidelines for conducting business ethically and responsibly to maintain positive relationships and uphold our reputation.

- All employees are expected to treat customers with courtesy, respect, and fairness at all times.
- Provide accurate and transparent information about our products or services, including pricing, availability, and terms of sale.
- Respond promptly to customer inquiries, concerns, and complaints, aiming for satisfactory resolution within reasonable timeframes.
- Safeguard customer confidentiality and privacy in accordance with applicable laws and company policies.
- Select suppliers based on quality, reliability, and ethical business practices.
- Negotiate fair and competitive terms, ensuring mutual benefit and long-term partnerships.
- Honor contractual agreements and fulfill payment obligations in a timely manner.
- Communicate openly and constructively with suppliers, addressing any issues or concerns promptly and professionally.



- Comply with all relevant laws and regulations governing consumer rights and protections.
- Provide clear and accurate product information, including warnings, usage instructions, and safety precautions.
- Handle consumer complaints and inquiries with empathy and efficiency, striving for swift resolution and customer satisfaction.
- Take proactive measures to ensure product quality, safety, and compliance with industry standards.

H. RELATED PARTY DISCOLSURES

- If there is any transaction(s) proposed with any related party within the knowledge of any of the Applicable Persons, they must report the same to the Compliance Officer for reporting to the Board. Additionally, they shall observe the requirements mentioned in the Related Party Transactions Policy of the Company framed in terms of the provisions of the Regulations which is available on the website of the Company.

- As a listed entity, the Company is subject to certain legal obligations to report such material related party transactions to regulators and it is important that all such transactions be fully disclosed, conducted at arm's length and with no preferential treatment.

I. SEXUAL HARASSMENT

- The Applicable Persons shall maintain a work environment free from sexual harassment, whether physical, verbal or psychological.

- The Applicable Persons shall adhere to the Prevention of Sexual Harassment at Workplace Policy (POSH policy) framed by the Company as available on the website of the Company.

- Disciplinary action will be taken against any Director, Employee or individual to whom this policy applies found to be in violation of the POSH Policy, such actions may include civil or criminal prosecution before competent Court of Law, as per the terms of the POSH Policy of the Company.

J. HEALTH, SAFETY AND ENVIRONMENT

The Applicable Persons shall be committed to prevent the wasteful use of natural resources including resources of the Company and minimize any hazardous impact of the



development, production, use and disposal of any of its products and services on the ecological environment. They are expected to comply with the Health, Safety and Environment Policy (HSE policy) of the Company.

4. DUTIES OF DIRECTORS

The Director(s) of the Company:

- shall act in accordance with the Memorandum and Articles of Association of the Company, subject to the provisions of the Act as amended from time to time;
- shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment;
- shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company;
- shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company;
- shall not assign his office, except in the case of appointment of an Alternate Director, subject to and in accordance with the applicable laws, or any assignment so made shall be void.

5. DUTIES OF INDEPENDENT DIRECTORS

An Independent Director of the Company, in addition to the aforesaid duties, shall-

- 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;
- satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;

- refrain from any action that would compromise their independence. If circumstances may arise which make an independent director lose their independence, the independent director must immediately inform the Board accordingly;
- determine appropriate levels of remuneration of Executive Directors, Key Managerial Personnel and Senior Management Personnel, have a prime role in appointing and where necessary recommend removal of executive directors, Key Managerial Personnel and Senior Management Personnel;
- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts all the expense of the Company;
- strive to attend all meetings of the Board of Directors and of the Committees of which he or she is a member;
- strive to attend the general meetings of the Company;
- 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 they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- devote sufficient time and attention to their professional obligations and keep themselves well informed about the Company and the external environment in which it operates for informed and balanced decision making;
- not allow an extraneous considerations that could potentially vitiate their exercise of objective independent judgment while concurring in or dissenting from the collective judgment of the Board in its decision making;
- not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- 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;



- safeguard the interests of all stakeholders, particularly the minority shareholders. Also, balance the conflicting interest of the stakeholders. Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest;
- ascertain and ensure that the Company has an adequate and functional vigil mechanisms and to ensure that the interests of a person who uses such mechanisms are not prejudicially affected on account of such use;
- report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- not abuse their position to the detriment of the Company or its shareholders by disclosing confidential information including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, for the purpose of gaining direct or indirect personal advantage or advantage for any associated person, unless such disclosures is expressly approved by the Board or required by law;
- participate objectively, constructively, bona fide and actively in the Committees of the Board in which they are chairpersons or members and while exercising their duties in the interest of the Company including in the evaluation of the performance of Board and Management; and
- hold at least two meeting in a financial year without the attendance of non- Independent Directors and members of the management to scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.

6. CLARIFICATIONS REGARDING THE CODE

Any member of the Board of Directors, Key Managerial Personnel, Senior Management Personnel and Employees requiring any clarification regarding this Code may contact Company Secretary & Compliance Officer of the Company.

The contact details are provided on the website of the Company at https://www.luxinnerwear.com/investor-contacts.

7. AFFIRMATION OF COMPLIANCE WITH THE CODE

All the applicable persons shall affirm compliance with this Code within 30 days from the close of every financial year in the format as Annexed to this Code as **Annexure-I** and shall report the same to the Board of Directors of the Company.

8. PLACEMENT OF THE CODE ON WEBSITE

Pursuant to Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Code and any amendments thereto shall be posted on the website of the Company at https://www.luxinnerwear.com.

9. VIOLATION AND ACTION

The Company expects the Applicable Persons to comply with all the statutory laws, rules and regulations and to be alert with possible violations and must acquire appropriate knowledge of the requirement of compliances relating to their duties. Any violation of the Code of Conduct should be promptly reported to the Managing Director or any other person as may be decided by the Board.

The Company will take appropriate action in case of violation. Disciplinary action includes immediate termination which shall be at the sole discretion of the Company. Where the Company has suffered losses, it may pursue its remedies against the individual or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authority.

10. REVIEW AND MODIFICATION

This Code is subject to continuous review and updation in the line with the changes in the applicable laws, Company's vision, business plans or otherwise as may be deemed necessary by the Board.

11. WAIVER

Any waiver of any provisions of this Code must be approved in writing by the Board of Directors and promptly disclosed.

12. OUTSIDER'S RECOURSE

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No outsider will have any right or recourse to action or claim of whatsoever nature against any of the Applicable Persons for the non- compliance of this Code.



LUX INDUSTRIES LIMITED

Annexure I

Date:

To,
The Company Secretary & Compliance Officer
Lux Industries Limited,
PS Srijan Tech-Park, 10th Floor,
DN-52, Sector-V, Salt Lake,
Kolkata-700091

Dear Sir/Madam,

Sub: Compliance Certificate

I, being a member of the Board of Directors of Lux Industries Limited ("The Company") hereby acknowledge, confirm and certify that: -

I have received, read and understood the code of Conduct and Charter of the Board of Director of the Companies (Code).

I am bound by the said code to the extent applicable to my functions as a member of the Board of Directors of the Company.

During the Financial Year _____, I have complied with the provision of the said code; and

I am not aware of nor I am party to any non – compliance with the said code.

Thanking you,

Yours faithfully

Name of the Director:
Director
DIN:

