

# Parsvnath Developers Limited

Registered Office: Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110032

CIN: L45201DL1990PLC040945; Phone No: 011-43010500, 011-43050100; Fax No: 011-43050473

e-mail address: [secretarial@parsvnath.com](mailto:secretarial@parsvnath.com); Website: [www.parsvnath.com](http://www.parsvnath.com)

## Code of Conduct for Board Members and Senior Management Personnel under Clause 49 II E of the Listing Agreement

S. No	TABLE OF CONTENTS	PAGE NO.
1.	Need & Objective	2
2.	Philosophy & Applicability of the Code	3
3.	Definitions	4
4.	Conflict of Interest	5 – 6
5.	Compliance of Law	7
6.	Use of Company's Assets & Resources	7
7.	Confidentiality & Fair Dealings	8
8.	Gifts & Donations	8
9.	Third Party Representation	8
10.	Duties of Independent Directors as laid down in the Companies Act, 2013 read with Rules framed thereunder, as amended from time to time	9 -10
11.	Disclosure of Information	11
12.	Violation of the Code of Conduct	11
13.	Amendment or Modification	12
14.	Clarification on the Code of Conduct	12
15.	Compliance with the Code of Conduct	12
	Annexure-A	13
	Annexure-B	14

# Parsvnath Developers Limited

Registered Office: Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110032

CIN: L45201DL1990PLC040945; Phone No: 011-43010500, 011-43050100; Fax No: 011-43050473

e-mail address: [secretarial@parsvnath.com](mailto:secretarial@parsvnath.com); Website: [www.parsvnath.com](http://www.parsvnath.com)

## 1. NEED & OBJECTIVE

The Company's reputation depends on the conduct of its Board Members and Senior Management Personnel who must maintain highest ethical standards. A Code of Conduct is a visible guideline of behaviour. The Code of Conduct for Board Members and Senior Management Personnel of a Company helps to maintain a corporate culture that promotes highest standard of ethical conduct on the part of the corporation and its leaders. An effective Code of Conduct requires that every Board Members and Senior Management Personnel exhibit the highest standards of professionalism, honesty and integrity alongwith impartiality, fairness and equity.

The Company endeavors to follow high standards of Corporate Governance in letter and spirit and rather intend to go beyond what is codified. In terms of requirement of Clause 49 II E of the Listing Agreement with Stock Exchanges, the Board of Directors of the Company ('**the Board**') shall lay down a Code of Conduct ('**the Code**') for all Board members and Senior Management Personnel of the Company. The Code shall be posted on the website of the Company i.e. [www.parsvnath.com](http://www.parsvnath.com).

The Company is committed to continuously review and update its Policies and Procedures to initiate policies and actions which are customer centric and which promote financial prudence. This Code is therefore subject to modification(s), from time to time.

Declaration Forms for Board Members (Annexure-A) and for Senior Management Personnel (Annexure-B) have been appended at the end of this Code to be returned to the Board / Company Secretary stating that they have read, understood and agreed to comply with the Code.

# Parsvnath Developers Limited

Registered Office: Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110032

CIN: L45201DL1990PLC040945; Phone No: 011-43010500, 011-43050100; Fax No: 011-43050473

e-mail address: [secretarial@parsvnath.com](mailto:secretarial@parsvnath.com); Website: [www.parsvnath.com](http://www.parsvnath.com)

## 2. Philosophy & Applicability of the Code

The Code is evolved on the basic premise that every action of the Company and its employee is the focus of public attention and we need to reinforce our tradition of values. Our belief is that this Code will help us in ensuring compliance with legal requirements, improving standards of organization's performance and dealing with all stakeholders of the Company in a fair and transparent manner. The Company expects all Board Members and Senior Management Personnel to exercise good judgement, ensure the interest, safety and welfare of customers, employees and other stakeholders and to maintain a cooperative, efficient, positive, harmonious and productive work environment in the organization.

The Code shall be applicable to all Board Members and Senior Management Personnel of the Company, who shall while discharging duties of their office must act honestly and with due diligence.

The Code needs to be followed while working in the premises of the Company, at offsite locations where the business is being conducted whether in India or abroad, at Company sponsored business and social events or at any other place where they act as representatives of the Company.

# Parsvnath Developers Limited

Registered Office: Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110032

CIN: L45201DL1990PLC040945; Phone No: 011-43010500, 011-43050100; Fax No: 011-43050473

e-mail address: [secretarial@parsvnath.com](mailto:secretarial@parsvnath.com); Website: [www.parsvnath.com](http://www.parsvnath.com)

## 3. Definition

- 3.1 "Act" means the Companies Act, 2013, as amended from time to time.
- 3.2 "Board" means the collective body of the directors of the Company.
- 3.3 "Code" means Code of Conduct for Corporate Governance for Directors and Senior Management Personnel adopted by the Company.
- 3.4 "Company" means Parsvnath Developers Limited.
- 3.5 "Director" means a director appointed to the Board of the company
- 3.6 "Independent Director" (ID) means a non-executive director of the Company, as defined in Section 149 of the Companies Act, 2013 and Clause 49 II (B) (1) of the Listing Agreement.
- 3.7 "Related Party Transaction Policy" means Policy framed as per the requirement of Clause 49 of the Listing Agreement entered by the Company with the Stock Exchanges
- 3.8 "Senior Management Personnel" (hereinafter referred to 'SMP' or 'Officer') shall mean personnel of the Company who are members of its core management team excluding the Board of Directors. This would normally comprise all members of management one level below the executive directors, including all functional heads, Chief Operating Officers, Sr. Vice Presidents and Vice Presidents.

# Parsvnath Developers Limited

Registered Office: Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110032  
CIN: L45201DL1990PLC040945; Phone No: 011-43010500, 011-43050100; Fax No: 011-43050473  
e-mail address: [secretarial@parsvnath.com](mailto:secretarial@parsvnath.com); Website: [www.parsvnath.com](http://www.parsvnath.com)

## 4. Conflict of Interest

Conflict of interest occurs when personal interest of any Board Members and/ or Senior Management Personnel interferes or appears to interfere in any way with the interest of the Company. It does demand that they should avoid situations where a conflict of interest might occur or appear to occur. Corporate opportunities shall never be foregone in any case to facilitate any personal gain.

Senior Management Personnel shall make disclosures to the Board of Directors of the Company relating to all material financial and commercial transactions, where they have personal interest, that may have a potential conflict with the interest of the Company at large (for e.g. dealing in company shares, commercial dealings with bodies, which have shareholding of management and their relatives etc.)

Conflict can arise in many situations. It is not possible to cover every possible conflict situations and at times, it will not be easy to distinguish between proper and improper activity. Set forth are some of the common circumstances that may lead to a conflict of interest, actual or potential:

### a) Employment/Outside Assignment

Board Members and Senior Management Personnel are prohibited from engaging in any activity/ employment that interferes with their performance or responsibilities to the company or otherwise is in conflict with or prejudicial to the company.

### b) Business Interest

If any Board Members and Senior Management Personnel considers investing in securities issued by the Company's customer, supplier

# Parsvnath Developers Limited

Registered Office: Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110032

CIN: L45201DL1990PLC040945; Phone No: 011-43010500, 011-43050100; Fax No: 011-43050473

e-mail address: [secretarial@parsvnath.com](mailto:secretarial@parsvnath.com); Website: [www.parsvnath.com](http://www.parsvnath.com)

or competitor, they should ensure that these investments do not compromise their responsibilities to the company. Many factors including the size and nature of the investment; their ability to influence the company's decisions; their access to confidential information of the company, or of the other entity and the nature of the relationship between the company and the customer, supplier or competitor should be considered in determining whether a conflict exists. Additionally, they should disclose to the company any interest that they have which may conflict with the business of the company.

## c) Dealing with Relatives

As a general rule, the Board Members and Senior Management Personnel should avoid conducting Company's business with a relative or any firm, Company, Association in which the relative is associated in any significant role.

Relatives shall include members of Hindu Undivided Family, Spouse, Father (including step-father), Mother (including step-mother), Son (including step-son), Son's wife, Daughter, Daughter's husband, Brother(including step-brother) and Sister(including step-sister).

The Board Members and Senior Management Personnel shall adhere to the Related Party Transaction Policy of the Company.

# Parsvnath Developers Limited

Registered Office: Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110032  
CIN: L45201DL1990PLC040945; Phone No: 011-43010500, 011-43050100; Fax No: 011-43050473  
e-mail address: [secretarial@parsvnath.com](mailto:secretarial@parsvnath.com); Website: [www.parsvnath.com](http://www.parsvnath.com)

## 5. Compliance of Law

The Board Members and Senior Management Personnel must:

- (a) Comply with the letter and spirit of applicable laws, rules, regulations, regulatory orders, statutory or otherwise.
- (b) Comply with the protocols, policies and procedures of the Company;
- (c) Encourage other officers and employees to do the same.

All Board members and senior management personnel shall affirm compliance with the Code on an annual basis. The Annual Report of the company shall contain a declaration to this effect signed by the Chief Executive Officer (CEO).

All financial transactions with/ by the Company shall be conducted in a fair and transparent manner. No one should manipulate, falsify or alter the transactions in the books of accounts. Internal accounting and audit procedures shall fairly and accurately reflect all the Company's transactions.

## 6. Use of Company's Assets and Resources

The assets of the Company should not be misused but employed for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment, machinery, systems, materials, etc. as well as intangible assets such as proprietary information, relationship with customers and suppliers, etc.

# Parsvnath Developers Limited

Registered Office: Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110032

CIN: L45201DL1990PLC040945; Phone No: 011-43010500, 011-43050100; Fax No: 011-43050473

e-mail address: [secretarial@parsvnath.com](mailto:secretarial@parsvnath.com); Website: [www.parsvnath.com](http://www.parsvnath.com)

## 7. Confidentiality and Fair Dealings

- a) All trade related information, secrets, confidential and privileged information, customer information, employees related information, strategies, administration, research in connection with the company and commercial, legal, scientific, technical data that are either provided to or made available to each member of the Board and the Senior Management Personnel in any manner and in any form to facilitate their work must be used for Company's business purposes only.
- b) Any publication or publicly made statement that might be perceived or construed as attributable to the Company, made outside the scope of any appropriate authority in the Company, should include a disclaimer that the publication or statement represents the views of the specific author and not the Company.

## 8. Gifts and Donations

The Company, its Directors and Members of Senior Management shall not receive or offer, directly or indirectly, any gifts, donations, remunerations, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business or uncompetitive favours or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted/ offered and reported to the Board.

## 9. Third Party Representation

Parties that have business dealings with the Company such as consultants, agents, contractors, suppliers shall not be authorised to represent the Company if their business conduct and ethics are known to be inconsistent with this Code.



# Parsvnath Developers Limited

Registered Office: Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110032

CIN: L45201DL1990PLC040945; Phone No: 011-43010500, 011-43050100; Fax No: 011-43050473

e-mail address: [secretarial@parsvnath.com](mailto:secretarial@parsvnath.com); Website: [www.parsvnath.com](http://www.parsvnath.com)

## 10. Duties of Independent Directors

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 he is 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;

# Parsvnath Developers Limited

**Registered Office:** Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110032  
**CIN:** L45201DL1990PLC040945; **Phone No:** 011-43010500, 011-43050100; **Fax No:** 011-43050473  
**e-mail address:** [secretarial@parsvnath.com](mailto:secretarial@parsvnath.com); **Website:** [www.parsvnath.com](http://www.parsvnath.com)

- (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 behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his 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.

An independent director shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently with respect of the provisions contained in the Listing Agreement.

# Parsvnath Developers Limited

Registered Office: Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110032  
CIN: L45201DL1990PLC040945; Phone No: 011-43010500, 011-43050100; Fax No: 011-43050473  
e-mail address: [secretarial@parsvnath.com](mailto:secretarial@parsvnath.com); Website: [www.parsvnath.com](http://www.parsvnath.com)

## 11. Disclosure of Information

- a) Board Member and Senior Management Personnel should disclose to the Board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the Company.
- b) Board Member and Senior Management Personnel should conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision-making.

## 12. Violations of the Code of Conduct

- a) Each Board Member and Senior Management Personnel is required to help enforce this Code as a part of his/her job and also of his or her ethical responsibility.
- b) Each Board Member and Senior Management Personnel shall be alert to possible violations and report the same to the Board of Directors of the Company.
- c) The Company will take appropriate action against any such person whose actions are found to violate the Code, after giving him a reasonable opportunity of being heard. Where laws have been violated, the Company will cooperate fully with the appropriate authorities and regulators.

# **Parsvnath Developers Limited**

Registered Office: Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110032

CIN: L45201DL1990PLC040945; Phone No: 011-43010500, 011-43050100; Fax No: 011-43050473

e-mail address: [secretarial@parsvnath.com](mailto:secretarial@parsvnath.com); Website: [www.parsvnath.com](http://www.parsvnath.com)

## **13. Amendment or Modification**

Any amendment or modification to this Code would be approved by the Board of Directors of the Company.

## **14. Clarification on Code of Conduct**

Any Board Member and Senior Management Personnel requiring any clarification regarding this Code may contact Company Secretary.

## **15. Compliance with the Code of Conduct**

All Board Members and Senior Management Personnel shall confirm compliance of the Code alongwith deviation / explanation, if any, to the Board annually within 30 days from end of the Financial Year.

A declaration to this effect signed by Managing Director & CEO shall be incorporated in the Annual Report of the Company.

# Parsvnath Developers Limited

Registered Office: Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110032  
CIN: L45201DL1990PLC040945; Phone No: 011-43010500, 011-43050100; Fax No: 011-43050473  
e-mail address: [secretarial@parsvnath.com](mailto:secretarial@parsvnath.com); Website: [www.parsvnath.com](http://www.parsvnath.com)

## ANNEXURE - A

NAME

ADDRESS

---

The Board of Directors  
Parsvnath Developers Limited  
Parsvnath Metro Tower,  
Near Shahdara Metro Station,  
Shahdara,  
Delhi - 110 032

THROUGH COMPANY SECRETARY

Dear Sirs,

Subject: 'Code of Conduct for Board Members and Senior Management Personnel' under Clause 49 II E of the Listing Agreement with the Stock Exchanges (Code)

I, \_\_\_\_\_, son of \_\_\_\_\_, resident of \_\_\_\_\_  
have read and understood the Code and hereby confirm / affirm the  
compliance with the provisions of the Code as prescribed under Clause 49 of  
the Listing Agreement during the Financial Year \_\_\_\_\_ and shall comply  
with the same during the Financial Year \_\_\_\_\_.

SIGNATURE

DATE:  
PLACE:

# Parsvnath Developers Limited

Registered Office: Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi - 110032

CIN: L45201DL1990PLC040945; Phone No: 011-43010500, 011-43050100; Fax No: 011-43050473

e-mail address: [secretarial@parsvnath.com](mailto:secretarial@parsvnath.com); Website: [www.parsvnath.com](http://www.parsvnath.com)

## ANNEXURE - B

### FORM

The Board of Directors  
Parsvnath Developers Limited  
Parsvnath Metro Tower,  
Near Shahdara Metro Station,  
Shahdara,  
Delhi - 110032

Dear Sirs,

Subject : 'Code of Conduct for Board Members and Senior Management Personnel' under Clause 49 II E of the Listing Agreement with the Stock Exchanges (Code)

I, \_\_\_\_\_, occupying the position of \_\_\_\_\_ in Parsvnath Developers Limited ("the Company") do hereby confirm that I have read and understood the Code and place on record that:

- a) During the Financial Year ended March 31, \_\_\_\_\_, there was no material commercial and financial transaction in which I had personal interest in conflict with that of the Company at large;
- b) In compliance with Clause 49 of the Listing Agreement, which *inter alia*, requires confirmation / affirmation of the Code on an annual basis by all the Senior Management personnel, I have complied with the Code during the Financial Year \_\_\_\_\_ and shall be complying with the same during the Financial Year \_\_\_\_\_.

Date: March 31, \_\_\_\_\_

Signature: \_\_\_\_\_

Place: