



## LADAM AFFORDABLE HOUSING LIMITED

### CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

#### **1. INTRODUCTION:**

Integrity, transparency and trust form part of the core beliefs of all activities at Ladam Affordable Housing Limited ("LAHL") (hereinafter referred to as "the Company"), which has been the basis of its growth and development. In terms of provisions of Regulation 17(5)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), it is mandatory that a separate legal and ethical standard of conduct is laid and be made applicable to all Board Members and all Senior Management Personnel of the Company. Hence to meet this requirement, this Code of Conduct has been formulated by the Board. This Code broadly lays down the general principles to be followed by the Board Members and the Senior Management Personnel as a guide for making ethical decisions.

- 1.1 This Code of Conduct shall be called "The Code of Conduct for Board Members and Senior Management Personnel" of Ladam Affordable Housing Limited (hereinafter referred to as the "LAHL" or "the Company" and this Code of Conduct as "this Code").
- 1.2 This Code envisages that the Board of Directors of the Company and Senior Management Personnel should act within the framework of and in compliance with the applicable laws.
- 1.3 The purpose of this Code is to enhance integrity, ethics & transparency in governance of the Company, and thereby reinforce the trust and confidence reposed in the Management of the Company by the shareholders and other stakeholders. The Board Members and Senior Management Personnel are expected to familiarize themselves with this Code and to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.
- 1.4 This code is in alignment with Company's Vision and Values to achieve the Mission & Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company.
- 1.5 This Code shall come into force with effect from **20<sup>th</sup> February 2026**.



## LADAM AFFORDABLE HOUSING LIMITED

### 2. **DEFINITIONS AND INTERPRETATION:**

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

2.1 The term “Company” or “LAHL” shall mean Ladam Affordable Housing Limited.

2.2 The term “Board / Board of Directors” shall mean the collective body of the Directors of the Company.

2.3 The term “Board Members” shall mean the Members on the Board of Directors of the Company.

2.4 The term “Whole-time Directors shall mean the Board Members who are in whole-time employment of the Company.

2.5 The term “Non-Whole-time Directors” shall mean the Board Members who are Part-time Directors and not in whole time employment of the Company.

2.6 The term “Independent Director” shall mean an Independent Director as defined in section 2(47) and Section 149(6) of Companies Act, 2013.

2.7 The term “Senior Management Personnel” shall mean the officers and personnel of the listed entity 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 Company Secretary and the Chief Financial Officer.]

2.8 The term “Relative” shall mean ‘relative’ as defined in Section 2 (77) of the Companies Act, 2013 and Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014.

2.9 The term “Conflict of Interest” means where the interests or benefits of one person or entity interferes with the interests or benefits of the company.

In this Code, words importing masculine shall include feminine and words importing singular shall include plural or vice versa.



## LADAM AFFORDABLE HOUSING LIMITED

### 3. **APPLICABILITY:**

3.1 This Code shall be applicable to the following persons:

- a) All Whole time Directors including the Chairperson and Managing Director of the Company.
- b) All Non-Whole Time Directors including Independent Directors unless specifically exempted from provisions of this Code.
- c) All Senior Management Personnel.

3.2 The Whole-time Directors including the Chairperson and Managing Director of the Company and Senior Management Personnel should continue to comply with other applicable and/or to be made applicable policies, rules and procedures of the Company.

### 4. **DUTIES OF DIRECTORS:**

In terms of Section 166 of the Companies Act, 2013, a director shall:

- act in accordance with the articles of the Company;
- 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;
- exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- 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;
- 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;
- not assign his office and any assignment so made shall be void.
- Further in terms of para III (Duties) of Schedule IV of Companies Act, 2013, the Independent Directors shall:
- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;



## LADAM AFFORDABLE HOUSING LIMITED

- 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;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 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 that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- keep themselves well informed about the Company and the external environment in which it operates;
- 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;
- 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;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- 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.

Notwithstanding anything contained in the Companies Act, 2013, an independent director or a non-executive director (not being promoter or key managerial personnel), shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with his knowledge, attributable through business processes, and with his consent or connivance or where he had not acted diligently.

Tel. No. 022 4662 9797  
CIN : L65990MH1979PLC021923

Email ID : [compliances@ladam.in](mailto:compliances@ladam.in)  
Website : [www.ladamaffordablehousing.com](http://www.ladamaffordablehousing.com)

Registered Add.: Ladam House, C-33, opp. ITI, Wagle Industrial Estate, Thane (W) - 400 604.



## LADAM AFFORDABLE HOUSING LIMITED

### 5. **CONFLICT OF INTEREST:**

The Board Members and Senior Management Personnel of the Company shall not involve in taking any decision on a subject matter in which a conflict of interests arises or which in his/her opinion is likely to arise and shall make disclosures to the competent authority relating to all material financial and commercial transactions, if any, where they or any of their relative have personal interest that may have a potential conflict with the interest of the company at large.

The Director and Senior Management of the Company shall not be present at the meeting where discussion on the resolution relating to contract or arrangement with a related party is being taken. Conflicts can arise in many situations. It is not possible to cover every possible conflict situation 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) They should not engage in any activity/employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.
- b) They and their immediate families should generally refrain from investments in such companies/ entities whereby their responsibility to the Company is compromised.
- c) They should avoid conducting Company business with a relative or with a firm/company in which a relative/related party is associated in any significant role.

If such related party transaction is unavoidable, it must be fully disclosed to the board of the Company.

Transactions/ dealing done on arm's length basis shall not be considered to be conflict of interest.

Competent Authority, in case of Board Members shall be Board of Directors and Director (HR) in case of Senior Management Personnel.

### 6. **COMPLINACE WITH LAW & REGULATION:**

The Board Members and Senior Management Personnel shall comply with all laws, rules and regulations as applicable including those relating to the business of the



## **LADAM AFFORDABLE HOUSING LIMITED**

Company. In addition, if any Board Member, Senior Management Personnel and/or Employees of the Company becomes aware of any information that he or she believes constitutes evidence of a material violation of any securities or other laws, rules or regulations applicable to the Company or the operation of its business, by the Company, any employee or another Board Member, then such Board Member, Senior Management Personnel and/or Employees of the Company should bring such information to the attention of Managing Director of the Company.

### **7. BUSINESS OPPORTUNITIES:**

In carrying out their duties and responsibilities, Board Member, Senior Management Personnel and Employees of the Company should avoid:

- a) appropriating corporate business opportunities for themselves that are discovered through the use of Company property or information or their position as Board Member;
- b) using Company property or information, or their position as Board Member, Senior Management Personnel and Employees of the Company, for personal gain; and
- c) Competing with the Company.

A corporate business opportunity is an opportunity

- a) which is in the Company's line of business or proposed expansion or diversification,
- b) which the Company is financially able to undertake and
- c) which may be of interest to the Company.

A Board Member, Senior Management Personnel or Employees of the Company who learn of such a corporate business opportunity and who wish to avail of, it should disclose such opportunity to the Company's Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in such opportunity, then, and only then, may the Board Member, Senior Management Personnel or Employees of the Company avail of it, provided that the Board Member, Management Personnel or Employees of the Company have not wrongfully utilized the Company's resources in order to acquire such opportunity.



## LADAM AFFORDABLE HOUSING LIMITED

### **8. CONFIDENTIALITY OF INFORMATION:**

Any information concerning the Company's business, performance, its customers, suppliers, etc., which is not in the public domain and to which the Directors/Senior Management personnel have access or possesses such information must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required under any law. No Director /Senior Management personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

### **9. INSIDER TRADING:**

The company has adopted a Code of Conduct for Prevention of Insider Trading which all Board Member, Senior Management Personnel and Employees of the Company should observe with respect to the purchase and sale of the Company's securities. Board Member, Senior Management Personnel and Employees of the Company should direct questions regarding the application or interpretation of these guidelines to the Compliance Officer.

### **10. FAIR DEALING:**

In carrying out their duties and responsibilities, Board Member, Senior Management Personnel and Employees of the Company should endeavour to deal fairly, and should promote fair dealing by the Company, its employees and agents, with customers, suppliers and employees.

Board Member, Senior Management Personnel and Employees of the Company should not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

### **11. REPORTING:**

While every Director/Senior Management person has to himself ensure compliance with this code, any instance of violation or possible violation of this code by the concerned Director/ Senior Management person or by any other Director/ Senior Management person shall be immediately reported to the Board through the compliance officer.



## LADAM AFFORDABLE HOUSING LIMITED

### **12. AMEDMENTS TO THE CODE:**

The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time and all such amendments/ modifications shall take effect from the date stated therein. However, Chairman and Managing Director is authorized to approve modifications in the Code from time to time pursuant to any statutory or regulation requirement which shall be informed to the Board for information. All Directors and Senior Management shall be duly informed of such amendments and modifications.

### **13. PLACEMENT OF CODE OF CONDUCT:**

Pursuant to Regulation 46(2)(d) of the SEBI LODR Regulations, this Code and any amendment thereto shall be hosted on the website of the Company.

### **14. ENFORCEMENT OF CODE OF CONDUCT:**

- A. Company Secretary shall be the Compliance Officer for the purpose of this Code.
- B. Each Board Member and Senior Management Personnel shall be accountable for fully complying with this Code.
- C. Compliance Officer shall report breach of this Code, if any, which comes to his notice to the Board of Directors of the Company.
- D. The Company shall ensure confidentiality and protection to any person who has, in good faith, reported a violation or as suspected violation of law or of this Code or other
- E. Company policies, or against any person who is assisting in any investigation or process with respect to such a violation.

### **15. CONSEQUENCES OF NON COMPLINACE OF THIS CODE:**

- 15.1. In case of breach of this Code by the Non-Whole-time Directors, the same shall be considered by the Board of Directors for initiating appropriate action, as deemed necessary.



## LADAM AFFORDABLE HOUSING LIMITED

15.2. In case of breach of this Code by the Whole-time Directors and Senior Management Personnel, the same shall be dealt with in accordance with the CDA Rules of the Company.

### **16. ACKNOWLEDGEMENT OF RECEIPT OF THE CODE:**

All Board Members and Senior Management Personnel shall acknowledge receipt of this Code or any modification(s) thereto, in the acknowledgement form as at **Appendix-II** and forward the same to the Company Secretary indicating that they have received, read, understood and agreed to comply with this code.



## LADAM AFFORDABLE HOUSING LIMITED

### CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

#### ACKNOWLEDGEMENT FORM

I ....., have received and read the Company's "CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL ("this Code"). I have understood the provisions and policies contained in this Code and I agree to comply with this code.

Signature : .....

Name : .....

Designation .....

Date : .....

Place : .....