



DIANA'S CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

Introduction

The Company is in practice of good Corporate Governance and by the approval of its Board of Directors, has laid down a "Code of Conduct" for its Board of Directors, Key Managerial Personnel and other Senior Executives. The Company commits to create safe, supportive and productive work environment and expects its officials to strive for the same in their day to day activities and maintain the standard of business conduct of the Company in accordance with the Vision & Mission of the Company. The policy should be read and understood in accordance with the applicable laws, rules, regulations, and amendments or modifications, as made from time to time by the operation of governing laws. Any clarification in the subject matter shall be addressed by the Company Secretary of the Company.

"Senior Management" shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

Applicability

The devised Code of Conduct is applicable to the Board of Directors, Key Managerial Personnel (KMP) and any other Senior Executives of the Company.

Honest & Ethical Conduct

All the Directors, KMPs and Senior Executives of the Company shall discharge his/her responsibilities in accordance with the highest standards of personal and professional integrity, honesty, moral and ethical conduct. All the conducts in capacity of Director/KMP/Executive on behalf of the Company shall be fair and transparent.

Conflict of Interest

All the Directors, KMPs and Senior Executives of the Company shall avoid being in situations that may result in conflict of personal interest with that of the Company's Interests. The case where such material interest prevails, the concerned person should promptly disclose the matter to the Company Secretary of the Company.

Fair Dealing

No Directors, KMPs or Senior Executives of the Company shall take competitive advantage through illegal or any unfair means and practices. They shall deal fairly with all the Stakeholders of the Company, without any misrepresentation and malafide intention. They shall ensure fair and lawful competitive practices pertaining to the operations of the Company.



Equal Opportunities

All the Directors, KMPs and Senior Executives of the Company shall provide equal opportunities to all the employees of the Company and all qualified applicants for employment without discriminating between them, on the basis of race, caste, creed, religion, nationality, age, gender etc. They shall avoid harassment of the employees of the Company in any form whether physical, verbal or psychological. All the employees of the Company shall be treated with dignity irrespective of their designation.

Further, the Directors, KMPs and Senior Executives of the Company shall ensure that neither they nor any other person holding senior designation in the Company treats the employees at junior level to them in disgraceful way or deal with them in any unacceptable manner, rather the junior employees shall also be considered as the important assets of the Organisation.

Record keeping

The company requires keeping correct, true and accurate records of all its accounting and other information. It is necessary that all its employees should report correct information to its senior management and should not misguide them. All books, records and accounting of the company must reflect accurate and true position of the activities and status of the company, no misleading information should be there. As there are some of the documents which are meant for public reading also, and if they are not accurate or are misleading then this will reflect the company's position in darkness. Records are always retained or destroyed according to the Company's record retention policies and applicable law. In accordance with those policies, in the event of threatened or actual claims, litigation or governmental investigation, please consult the Company's Legal Department regarding retention or destruction of any related materials.

Healthy & Safe Work Environment

The Company shall ensure maintenance of a healthy and safe work environment. The Directors, KMPs and Senior Executives of the Company shall ensure the safety measures for the personnel engaged at the Company's offices, tea estate and factories. They shall give respect to human being and human values and be committed towards improving working environment for Company's personnel.

Further, wasteful use of natural resources shall be prevented and the Company shall strive for economic, social and environmental sustainability in the process of production and sale of its products and services.

Protection of the Company's Assets

Every Director, KMP and Senior Executive of the Company shall ensure efficient utilization of the Company's funds, assets and properties and shall protect them from being misused. Assets include tangible assets such as equipment and machinery, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property, and relationships with customers, suppliers and other stakeholders of the Company.

Insider Trading

The Directors and senior management endeavour to ensure compliance with all applicable laws, rules, and regulations applicable to the Company. Transactions, directly or indirectly, involving securities of the Company is not undertaken without complying with Code of Conduct for Prohibition of Insider Trading. Any information relating to company which is non-public information is not disclosed by anyone whosoever having knowledge of such information to any other person. Any investment decision taken on behalf of the information collected from inside the company is not only unethical but also illegal and shall be prosecuted for the same by the government agencies.

Adherence of the Independent Directors

Pursuant to section 149(6) & (7) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules 2014 along with Schedule IV for Code of Independent Directors, the Independent Directors shall adhere to the duties as follows –

- (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;
- (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.

Gifts and Gratitude

The Board Members and the Senior Management team neither receives nor offers or make directly/indirectly any illegal payments, gifts, donations or any benefits which are intended to obtain business or unethical favours and accept nominal gifts which are customary in nature or associated with festivals.

Confidentiality

Any information acquired during employment which is confidential to the Company should not be released, either during employment or subsequent to termination (by whatever means) to third parties without prior clearance from the Board of Directors of the Company unless required by law or by the rules of any stock exchange or regulatory body. All the Directors, KMPs and Senior Executives of the Company shall safeguard the confidentiality of all information received by them by virtue of their position.

Attention is also drawn to the requirements under the applicable regulations and the Company's prohibition of insider trading Code which concerns the disclosure of price sensitive information and dealing in the securities of the Company. Consequently one should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Board.

Prohibition on Misuse of Opportunities

Every Director, KMP and Senior Executive of the Company are prohibited from using Corporate property, information and position for their personal gain. They shall not undertake any business opportunity which arises out of Corporate property, information and position and compete with the Company. The situation where both personal and Company benefit is involved, they shall make sure that any use of concerned Corporate property or information is not solely meant for benefit of the Company and in case where contrary situation exists it should bring in the attention of the Management, for their view and necessary action.

Compensation & Disclosure

The Company adheres to provide full, fair, accurate and timely disclosure in its accounts, reports and other documents that are required to be filed with, or submitted to any regulatory authority in accordance with governing laws or to outside agencies or are presented in public domain by any means. Accordingly, the Directors, KMPs and Senior Executives of the Company must ensure that they and other personnel of the Company, complies with the said policy and should maintain the integrity of the data or information furnished by him/her.



Annual Compliance Reporting

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof, all board members and senior management shall affirm the compliance of this code on an annual basis. The Annual Report of the company shall also contain a declaration to this effect duly signed by CEO of the company.

Amendments & Modification to the Code

The provisions of this code can be modified /amended 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.

Placement of the Code on the website

This Code and any amendments thereto shall be hosted on the website (www.dianatea.in) of the company.

The revised Code Of Conduct of Board of Directors and Senior Management in line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was approved by the Board of Directors vide their meeting held on 14th February, 2019.