



CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

WOMANCART LIMITED

1. PREAMBLE

- 1.1 This Code of Conduct shall be called the “**Code of Conduct for Directors and Senior Management of Womancart Limited** (the “Company” or “WC”). The Code is made to maintain the high standards of transparency, business conduct ethics, corporate culture and the values. The Board of Directors shall act within the authority conferred upon them and in the best interest of shareholders, creditors, employees, and business associates. The Directors and Senior Management Personnel are also expected to:
- a. comply with all applicable laws, regulations, confidentiality obligations and other corporate policies, of the Company.
 - b. follow all policies, procedures, and internal control systems of the Company.
 - c. act honestly, in good faith and in the best interests of the Company
- 1.2 This Code of Conduct is made as required by **Regulation 17(5)** of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as the “Listing Regulations”).

2. APPLICABILITY AND APPROVAL OF BOARD

- 2.1 The Board has adopted the Code at its meeting held on 26.06.2023 which can be amended from time to time and shall come into effect from the date of listing of the Equity Shares of the Company.
- 2.2 This Code is applicable to the **Board and the Senior Management**. The rules and principles set forth in this Code are general in nature and the compliance with this Code shall be ensured read with other applicable policies and procedures of the Company. The directors and senior management personnel may contact the compliance officer for the purposes of this Code for assistance in interpreting the requirements of this Code. All Directors and Senior Management shall affirm compliance with the Code on an annual basis.

3. DEFINITIONS & INTERPRETATIONS

- 3.1 Unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:
- a. “**Board**” shall mean the Board of Directors of the Company.
 - b. “**Directors**” shall mean directors on the Board.
 - c. “**Company**” shall mean the Womancart Limited.
 - d. “**Code**” shall mean the Code of Conduct for the Board of Directors and Senior Management of the Company.
 - e. “**Compliance Officer**” shall mean the Company Secretary of the Company.
 - f. “**Senior Management Personnel**”
- 3.2 In this Code, words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

4. CONDUCT SPECIFICATIONS

4.1 Conflict Of Interest

Directors and Senior management Personnel shall avoid being in situations that give rise to conflict between the personal interests of the person and the interest of the Company. If any such situation arises and is unavoidable then Directors and Senior management Personnel shall disclose the matter in writing to the Board.

4.2 Confidential Information

The Directors and Senior Management Personnel should maintain confidentiality of information entrusted to them in carrying out their duties and responsibilities and of the matters which are discussed at the Board/ Committee Meetings.

4.3 Company Property

The Directors and Senior Management Personnel shall at all-time ensure proper use of Company's funds, assets and property. They shall use it for legitimate business purpose not for their personal gains.

4.4 Compliance with Laws, Rules & Regulations

The Directors and Senior Management Personnel are required to comply with all applicable laws, rules and regulations, both in letter and spirit and they shall also report to the Compliance Officer any possible violation of law, rules, regulation of this Code.

4.5 Discrimination

The Directors and Senior Management Personnel should avoid discrimination and harassment in any form, on the basis of race, religion, gender, caste, colour, disability, marital status or any other factor. Respect shall be given to all the individuals in the Company.

4.6 Financial Reporting and Records

The Company shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards, which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company conducts its business affairs. Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required records shall be accessible to Company auditors and other authorised parties and government agencies. There shall be no wilful omissions of any Company transactions from the books and records, no advance income recognition and no hidden bank account and funds. Any wilful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of the code apart from inviting appropriate civil and/or criminal action under the relevant laws.

4.7 Gift & Donations

No Director/Senior Management Personnel of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended to obtain business favours. Subject to this

clause, nominal gifts of commemorative nature, for special events/ achievements or in the course of social relations and normal business courtesies may be accepted/ given.

4.8 Honesty & Integrity

All Directors and Senior Management Personnel of the Company shall conduct their activities on behalf of the Company and on their own behalf, with honesty, integrity and fairness. All Directors and Senior Management Personnel shall act on a fully informed basis, in good faith, responsibility, due diligence and care. They shall fulfil their duties with ethical standards and with high level of Integrity and shall not indulge in dishonest activities.

4.9 Insider Trading

Every Director and Senior Management Personnel shall not derive any benefit from Unpublished price Sensitive Information and shall not disclose or transmit the same to any person who is not an employee or Director of the Company, unless such disclosure is required as per the requirements of any law, or any lawful agreement to which the company is a party.

4.10 Internal Control System

The Directors and Senior Management Personnel shall maintain adequate internal controls for financial reporting.

4.11 Policies Of Company

Every Director and Senior Management Personnel shall strictly adhere to the policies of the company.

4.12 Non-Compete

The Directors and Senior Management Personnel shall not take up directly or indirectly any activities competing with the business of the Company.

4.13 Other Directorships- Disclosures

The Directors should promptly disclose their appointment/ cessation from directorship of other companies.

4.14 Related Party Disclosures

The Directors and the Senior Management Personnel shall make disclosure to the Company with respect to any transaction with the Company in which such person is interested and in respect of which a conflict of interest can arise between the Company and the person concerned including the name of the related party and the nature of relationship.

Such disclosure shall be in accordance with the Companies Act, 2013 and the **Indian accounting Standard 24 (IND AS 24)** issued by the council of the Institute of Chartered Accountants of India in respect of "Related Party Disclosures".

4.15 Safety

Every Director and Senior Management Personnel shall maintain healthy and safe work environment for all the employees in the company.

DUTIES OF DIRECTORS

Without limiting the details of the duties mentioned in the Companies Act, 2013, the Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading framed there under and other applicable laws, the duties of a director are as under:

As per **Section 166** of the Companies Act, 2013, the director shall:

- I. Act in accordance with the articles of the Company;
- II. 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;
- III. Exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- IV. 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;
- V. 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;
- VI. Not assign his office and any assignment so made shall be void.

5. COMPLIANCE OFFICER

The Company Secretary shall act as compliance officer for the purpose of the Code, who shall be available to Directors and Senior Management Personnel to help them to comply with the code.

6. NON-COMPLIANCE OF CODE

Any suspected violation of this code shall be promptly reported to the Board or Chairman of the Audit Committee. All reported violations shall be investigated promptly and appropriate action including disciplinary action such as termination of employment, suspension and/ or penalty, as deemed necessary.

7. AMENDMENT

The provisions of this Code can be amended/ modified by the Board from time to time and all such amendments/ modifications shall take effect from the date stated therein. All directors and Senior Management Personnel shall be duly informed of such amendments and modifications.

8. WEBSITE

Pursuant to **Regulation 46** of the Listing Regulations, this Code and any amendments thereto shall be posted on the website of the Company: <https://www.womancart.in/>

For and on behalf of Womancart Limited

For WOMANCART LIMITED

Madhu Sudan

Madhu Sudan Pahwa
Managing Director
DIN: 07661541