

CODE OF CONDUCT

INTRODUCTION

This code of conduct is framed in terms of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“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 members
- Employees of the Company
- Key Managerial Personnel
- Senior Management Personnel of the Company.

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

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

DEFINITIONS

“**Act**” means the Companies Act, 2013.

“**Code**” means this code of conduct.

“**Committee(s) of the Board**” means a committee formed by the Board of the Company.

“**Committee**” includes a Committee of Board.

“**Company**” means Lux Industries Limited.

“**Compliance Officer**” means the Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for preservation of unpublished price sensitive information, monitoring of trades and implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

“**Confidential Information**” includes unpublished price sensitive information of the Company.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 one person or entity interferes with those of the Company.

“**Director**” means a member of the Board of Directors of the Company.



“Employee” means a person who is in the employment of the Company in part or full time basis and includes a person who is on probation, training, retainership, temporary or contractual basis, across all units, branches and offices of the Company.

“Independent Director” means a Director of the Company appointed as such in terms of the provisions of the Act and the Regulations.

“Key Managerial Personnel” shall have the same meaning as assigned in section 2(51) of the Act.

“Relative” means “relative” as defined in section 2(77) of the Companies Act, 2013 and rules prescribed thereunder.

“Regulations” refers to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Senior Management Personnel” means the officers of the Company who are members of its core management team excluding the Board of Directors and generally, the same would comprise of:

- a. All executive one level below the Board;
- b. All functional / departmental heads;
- c. Company Secretary; and
- d. Any other person who the Board may include within the definition of senior management personnel.

“Supplier” means vendor of product or services to the Company, including consultants, contractors and agents. It also includes any suppliers that the Company is actively considering using, even if no business ultimately is awarded.

“Unpublished price sensitive information or UPSI” shall have the same meaning as assigned to the SEBI (prohibition of Insider Trading) Regulations, 2015.

“Whole time Director” means a Director who are in whole time employment of the Company.

KEY REQUIREMENTS

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

- act in the best interest of, and fulfill their fiduciary obligations to the Company and its shareholders;
- act honestly, fairly, ethically and with integrity;
- 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;



- use their prudent judgment to avoid all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict their responsibilities within the Company;
- 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; and
- inform the Board, at the earliest opportunity, any existing or potential conflict of interest situation.
- shall be accountable to the stakeholders i.e. shareholders, debtors, creditors, contractors, suppliers, customers, Government etc. in discharge of the duties of the Company;
- shall assist the Company in implementing the best corporate governance practices.

DUTIES OF DIRECTORS

The Director(s) of the Company:

- shall act in accordance with the articles 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 and any assignment so made shall be void.

DUTIES OF INDEPENDENT DIRECTORS

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



- 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 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 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 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;
- 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 disclosures is expressly approved by the Board or required by law;
- hold atleast one meeting in a year without the attendance of non- Independent Directors and members of the management to:
 - a. review the performance of non –Independent directors and the Board as a whole;
 - b. review the performance of the chairperson of the Company, taking into account the views of executive directors and non-executive directors;



- c. assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

COMPLIANCES

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.

CONFLICT OF INTEREST

The Directors, Key Managerial Personnel and Senior Management Personnel of the Company shall not involve in taking any decision on a subject matter in which a Conflict of interest 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 relatives have personal interest that may have a potential conflict with the interest of the Company at large.

If any of the Applicable Persons is considering investment in any customer, supplier, developer or competitor of the Company, he/ she must ensure that the investments made do not compromise with his/ her responsibilities with the Company. The Company expects the full time attention from the Applicable Persons in regard to their duties towards the Company. The Company prohibits all of the Applicable Persons to engage in any business, profession, part-time jobs, that interface with the performance or responsibility or otherwise prejudicial to the interest of the Company.

The Applicable Persons should avoid conducting the 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.

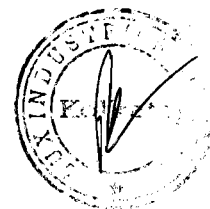
Under no circumstances any of the Applicable Persons should accept any offer, payment, promise to pay or authorization to pay any money, gift or anything of value from customers, vendors, consultants that is perceived as intended, directly or indirectly, to influence any business decisions, any act or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

CORPORATE OPPORTUNITY

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 to the Company.

OTHER DIRECTORSHIPS



Unless specifically permitted by the Board, the Directors, Key Managerial Personnel or Senior Management Personnel 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.

CONFIDENTIAL INFORMATION

The Confidential Information are the valuable assets of the Company. Such information which included process, list of customers, transaction details, vendor database, employees list must be protected and must be used only for the purpose of the business of the Company.

USE OF THE COMPANY ASSETS

Protecting Assets of the Company is the major key 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 and they shall not allow any other person to do so.

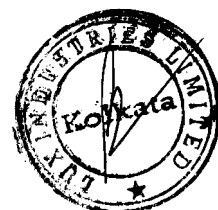
Every Applicable Person who has the control over the funds of the Company shall not allow any outsider to exercise control over the funds of the Company and they, having control over the fund shall be personally responsible for the safeguard of the funds. Reasonable steps should be taken to ensure that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

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.

RELATED PARTY DISCOLSURES

If there are any transactions proposed with any related parties within the knowledge of any of the Applicable Persons, they must report the same to the Compliance Officer for his 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.

SEXUAL HARASSMENT

The Applicable Persons shall maintain a work environment free from sexual harassment, whether physical, verbal or psychological. Disciplinary action shall be taken against any Director/ Employee found in breach of this Code, which may include civil or criminal prosecution before competent Court of Law. The Applicable Persons shall adhere to the Prevention of Sexual Harassment at Workplace Policy framed by the Company as available on the website of the Company.

HEALTH, SAFETY AND ENVIRONMENT

The Applicable Persons shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

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 at Mob: 9007021013 or Email: cs@luxinnerwear.com

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.

VIOLATION AND ACTION

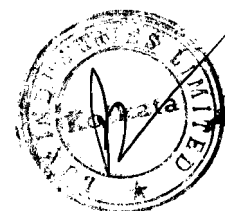
The violation of the Code of Conduct should be promptly reported to the Managing Director or any other person as may be decided by the Board. The Company will take appropriate action in case of violation. Disciplinary action includes immediate termination which shall be at the sole discretion of the 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.

REVIEW AND MODIFICATION

This Code is subject to continuous review and updation in the line with the changes in the law, Company's vision, business plans or otherwise as may be deemed necessary by the Board. This Code of Conduct has been last updated/amended at the meeting held on 20th January, 2018.

WAIVER

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



OUTSIDER'S RECOURSE

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.

