

## LUMINA DATAMATICS LIMITED

### CODE OF CONDUCT & ETHICS

Title	Code of Conduct & Ethics Policy		
Department	Legal & Secretarial	Version	1.0
Date of Effect	January 18, 2023	Date of Next Review	March 31, 2026

#### 1. Objective

Lumina Datamatics Limited (“the Company/ Lumina Datamatics”) strives to ensure high professional and ethical standards in all our business activities with a view to the best interest of the Company and its shareholder. Values encapsulate the spirit of the Company and form the essence of the Company. These guidelines serve two purposes first, to assist in making the right decision. Second, it helps create confidence in minds of our customers, investors, suppliers and society at large with respect to our integrity and sincerity. However, the objective of this policy is to ensure no employee will be misguided by a sense of loyalty or profitability to ignore moral decency or disobey any applicable law.

#### 2. Scope

The policy shall apply to all directors and employees of Lumina Datamatics Limited (“Lumina Datamatics”) including directors and employees of its subsidiaries.

#### 3. Definitions

- i) “Company” shall mean and include Lumina Datamatics Limited and its subsidiaries operating in India and overseas.
- ii) “Board” shall mean the Board of Directors of Lumina Datamatics Limited and its subsidiaries operating in India and overseas.
- iii) “Employee” shall mean and include all those staff who is employed directly or indirectly by the Company.

#### 4. Code of Conduct

##### a. Conflict of Interest

The term ‘Conflict of Interest’ relates to situations in which financial or personal consideration may compromise, or have the appearance of compromising our judgment of professional duties.

Directors and Employees shall not engage in any business, relationship or activity, which may be in conflict with interests of the Company. A conflict of interest occurs when personal interest of a Director or Employee conflicts in any way, or even appears to conflict, with the interest of the Company as a whole. A conflict of interest also arises when a Director or Employee or a member of his or her immediate family is likely to receive undue personal benefit as a result of his or her position as a Director or Employee of the Company. Accepting simultaneous employment with a Company supplier, customer, developer or competitor, or taking part in any activity that enhances or supports a competitor’s position.

Some of common circumstances:

- i) Engaging in any activity/employment which interferes with the performance or responsibility to the Company, or is in conflict with, or prejudicial to the Company.
- ii) Material investment in a company, customer, supplier, developer or competitor or in any activity that is likely to compromise their responsibility to the Company.
- iii) Conducting the Company's business with a relative or with a firm/company in which a relative/related party is associated in any significant role.

**b. Advertisement Policy**

- The Company acknowledges that advertising is an essential instrument for effective brand building and communicating with consumers.
- In accordance with the Company philosophy, it is necessary to ensure that all advertisements of the Company products and services are done ethically and in a legitimate manner.
- Advertising must not misrepresent or be likely to mislead the consumer as to the character, quantity, composition or quality of the product advertised.
- All advertisements should as per the brand guidelines laid by the Marketing Communications team and should be approved by them.

**c. Compliance with law**

- Directors and Employees shall respect and obey the laws of the jurisdictions in which Lumina Datamatics operates and comply with all applicable laws, rules, regulations, agreements, guidelines, standards and internal policies, including other requirements incidental thereto.
- They should comply with all environmental, safety and fair dealing laws.
- Directors and Employees should be ethical and responsible when dealing with the company's finances, products, partnerships and public image.
- Directors and Employees who is unfamiliar or uncertain about the legal rules involving Company business conducted by him/her should consult the Legal Department of the Company before taking any action that may compromise the Company or that individual.
- No illegal discrimination or harassment based on race, color, religion, sex, national origin or any other protected class will be tolerated.

**d. Other Directorships**

- Directors must report / disclose their directorships in other companies to the Board on an annual basis. If there is any change in directorships in other companies during the course of the year, Directors must promptly advise the same to the Board which will be noted by the Board at the next meeting.
- Directors and Employees shall not accept the directorship / advisor or hold any other capacity of a direct competitor of the Company.
- Any employee shall act as the director / advisor or hold any other capacity in any other company after making proper disclosure to the Company Secretary/Compliance Officer.

**e. Respect in the workplace**

- Directors and Employees shall deal fairly with customers, suppliers and competitors.
- Any kind of discriminatory behaviour, harassment or victimization will not be allowed.
- Directors and Employees should conform with equal opportunity policy in all aspects of their work, from recruitment and performance evaluation to interpersonal relations.
- Directors and Employees shall not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

**f. Dealing with the Internal Customers**

The Directors and Employees shall practice and encourage the spirit of free discussion and debate in the Company and shall show respect for all the co-workers, irrespective of their grade, position, pay, authority, caste, creed, race or sex.

**g. Dealing with the External Customers**

Each Director and Employee should deal fairly with clients, vendors, and competitors. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

**h. Protection of Company Property**

Protection of Company's Assets is a key responsibility of every person associated with the Company. The Directors and Employees shall protect the assets of Lumina Datamatics and ensure their efficient and proper use. All company assets should be used for legitimate business purposes. The assets of Lumina Datamatics should not be used for other than business requirements of the company. Incidental personal use, if reasonable, does not amount to violations under this code.

It is expected that Company property – equipment and intellectual property rights such as patents, trademarks, copyrights, designs, strategies, plans, trade secrets and similar items that are not in the public domain – will be used only in the course of, and for, Company business, with proper care and safeguards.

**i. Confidentiality**

- Directors and Employees shall safeguard the Company's confidential information and also that of any customer, supplier or business associate of the Company as part of their duties to maintain confidentiality, except when disclosure is authorized or legally mandated.
- They shall not use any confidential information for their own personal advantage or benefit.
- All confidential information shall be used for Company's business purposes only.

**j. Bribery / Kickbacks / Gift and Hospitality**

Bribery is an offer or receipt of any gift, loan, fee, reward or other advantage to or from any person as an inducement to do something which is dishonest, illegal or a breach of trust.

The Company does not make, and shall not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine action by an official. Kickbacks are typically payments made in return for a business favor or advantage. All associates must avoid any activity that might lead to a facilitation payment or kickback being made or accepted.

The Directors and Employees of Lumina Datamatics shall not accept any personal gifts which , because of their value, personal significance, position, role or the time at which they are offered, could be interpreted to adversely affect business decisions or likely to compromise their personal or professional integrity.

Gifts on account of celebrations, memorial in nature, business meals, and gifts received because of personal relationship and not because of official position, mementos received because of attending widely held gatherings as panelist / speaker and other customary gifts which are not improper and do not in any way, influence the business decisions, are allowed under this policy.

*For more details, please read the company's Anti-Corruption and Bribery Policy.*

**k. Job duties and authority**

- All employees should fulfill their job duties with integrity and respect toward customers, stakeholders and the community.
- Supervisors and managers must not abuse their authority. Delegation of duties should be done taking into account the team's competencies and workload.
- Likewise, the team members should follow team leaders' instructions and complete their duties with skill and in a timely manner.

**l. Absenteeism and tardiness**

Employees should follow their schedules, be punctual when coming to and leaving from work.

**m. Collaboration & Open Communication**

- Directors and Employees will be truthful, and accurate in their communication.
- Effective communication is vital to avoid any kind of misrepresentations, misstatements and misleading impressions. All communication material shall be prepared against this backdrop and should be adequately backed by documentation to support any claims or statements made.

**n. Benefits**

Employees should not abuse their employment benefits. This can refer to time off, insurance, facilities, subscriptions or other benefits our Company offers.

## 5. Independent Directors

In addition to the Compliance of this Code, Independent Directors are required to adhere to the provisions of Schedule IV of the Companies Act, 2013.

## 6. Breach of the Code of Conduct & Ethics

The Board of Directors for this purpose shall determine appropriate action in response to any breach of this Code of Conduct & Ethics policy.

## 7. Disclosure

The Code of Conduct & Ethics shall also be posted on Company's website to enable all employees to follow the Code in letter and spirit.

## 8. Other obligations

The Directors and Employees shall

- Dedicate sufficient time, energy and attention to uplift and better the Company's performance.
- Endeavor to attend all the meetings (including committee meetings, if any), proceedings and occasions as are required of the person in a constructive and active manner for the benefit, growth and development of the Company.
- Not make any statement or any other commitment without proper authority or with full knowledge that it is false.
- Never compromise the interest of the Company.
- 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.
- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company and the external environment in which it operates.
- Seek appropriate clarification and amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense 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 meeting.
- Ascertain and ensure that the Company has an adequate 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 behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy.

## 9. General

- Information contained in this Code of Conduct & Ethics, in any Company policies and procedures or in other related communication (verbal & written) shall constitute and shall not be construed to constitute a contract of employment for a definite term or a guarantee of confirmed employment.

- This policy and procedure will be continuously reviewed and updated and hence this Code of Conduct is subject to modification.
- Should you have any questions, you can contact the Legal & Secretarial Department for assistance.

Approved by

**For and on behalf of Board of Directors**

Sd/-

**Sameer L. Kanodia**  
**Managing Director & CEO**