

LANDMARC LEISURE CORPORATION LIMITED

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

This Code of Conduct is a set of principles that guide and govern the conduct of Company's directors and employees in all matters relating to Business.

The Code is a dynamic document and has been in line with the provisions of the Companies Act, 2013 as well as the amendments to the SEBI Listing Obligations from time to time.

1. COMPANY POLICY

Landmarc Leisure Corporation Limited maintains policy of having fair and transparent dealings in its day to day business conduct. The Company adheres at having high standards of business ethics and is dedicated towards timely compliance of all laws, rules and regulations and adopting efficient corporate governance practice.

2. APPLICABILITY

This Code of Conduct (hereinafter referred to as "Code") shall be applicable to the Board of Directors, Senior Management Personnel (Hereinafter referred as "Officers") and Key Managerial Personnel.

3. STANDARDS OF CONDUCT

The Directors, Officers and Key Managerial Personnel of the Company shall abide by the policies and procedures laid down under this Code and shall act in accordance to the standards enumerated in this code while performing their duties within the premises of the Company during working hours and also during such time when they represent the Company at any meetings, conferences etc. All the Directors, Officers and Key Managerial Personnel of the Company shall work with professionalism, honesty, and integrity in day to day conduct of business. All of them shall also be responsible for implementation of and compliance with this Code in professional environment. The contribution of every Director, Officer and Key Managerial Personnel with complete professionalism, honesty and integrity shall help the Company to timely compliance and increasing stakeholders' confidence.

4. CONFLICT OF INTEREST

The Directors, Officers and Key Managerial Personnel shall not engage themselves in any business activity which shall conflict with the interest of the Company and it shall

be the duty of every Director, Officer and Key Managerial Personnel to disclose such conflicts of interest to the Management.

A conflict of interest may arise directly or indirectly, where the interest or benefits of any such person conflicts with the interest or benefit of the Company. Conflict of interest is likely to arise in the following situations:

- a) The Directors, Officers and Key Managerial Personnel engages in any business associations with the suppliers, customers, developers or competitors of the Company and performs or causes to perform directly or indirectly any activity that interferes with their performance or reduces their ability to devote appropriate time and attention to the responsibilities towards the Company, or in any manner is prejudicial to the interest of the Company.
- b) The Director, Officer and Key Managerial Personnel derives any improper personal benefits for his family member or relatives as a result of one's position in the Company.
- c) The Director, Officers and Key Managerial Personnel shall not accept any gifts or donations or any kind of entertainment or any other favour, special treatment, benefit or service of whatsoever nature, whether in monetary terms or in kind, either directly or indirectly, from any person/company with which the Company has current or prospective business associations.

5. REGULATORY COMPLAINTS

The executive Directors, Key Managerial Personnel and the concern person shall comply with all the applicable laws, rules and regulations for the conduct of business activities. Any violations or non-compliances with regard to any of the applicable provisions of laws, rules and regulations shall be brought to the notice of the Management.

6. CONFIDENTIALITY AND FAIR DEALING

The Directors, Officers, Key Managerial Personnel and all the employees shall maintain complete confidentiality of information about Company, which they may have access to or have accessed during their employment and in day to day conduct of business activities or that of any customer, supplier or business associate of the Company. The use of confidential information either directly or indirectly, for own advantage or for personal benefits is not permitted.

7. PRICE SENSITIVE INFORMATION

The Directors, Officers and Key Managerial Personnel shall maintain confidentiality of the unpublished price sensitive information, more particularly information which is not

in public domain. The Directors, Officers and Key Managerial Personnel shall not pass on such information directly or indirectly to public or any third person by way of making a recommendation for purchase or sale of securities of the Company. The authorized

person shall disseminate such price sensitive information to the public or press. During the closure of the trading window the concern person, Directors, Officers and Key Managerial Personnel should not trade without taking prior approval from compliance officer.

Any price sensitive information received directly by any Director and Officer should be reported immediately to the compliance officer.

All the Directors, Officers and Key Managerial Personnel shall also comply with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the code of conduct prescribed by the Company as amended from time to time.

8. LIMITED ACCESS TO CONFIDENTIAL INFORMATION

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc. Files containing confidential information must be deleted /destroyed after use.

9. PROTECTION AND PROPER USE OF COMPANY'S ASSETS

The Executive Directors, Officers and Key Managerial Personnel shall be responsible for protection and appropriate use of Company's assets (tangible or intangible). It shall be duty of every Executive Director, Officer and Key Managerial Personnel to protect and preserve Company's assets and property and ensure its efficient use. Company's assets should be used only for legitimate business purposes.

10. VIOLATIONS OF CODE OF CONDUCT

In the event of any Director or Officer having knowledge of or suspects of any violation of applicable laws, rules or regulations or this Code, they must immediately report the same to the concern person. Such person should as far as possible provide the details of suspected violations with all known particulars relating to the issue. The Company will take appropriate action against the Officers who are guilty for violations of this Code, which may include termination of services, or any other action as decided by the Board unanimously depending upon case to case.

11. WAIVERS AND AMENDMENTS OF THE CODE

This code is subject to review, revision, alteration or modification. Any amendment or waiver of any provision of this code shall be approved by the Board of Directors.