



## D-LINK (INDIA) LIMITED

### Code of Conduct for Board of Directors and Senior Management Personnel

#### 1. Introduction:

- 1.1 D-Link (India) Limited recognizes ethical and lawful conduct of business and adherence to all applicable laws, rules and regulations. This code is intended to guide the Board of Directors and Senior Management Personnel in all business dealings of the Company, provide mechanisms to report any unethical conduct, and to help foster a culture of honesty and accountability.
- 1.2 Pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the board of directors of a listed entity is required to lay down a code of conduct for all members of board of directors and senior management of the Company.
- 1.3 In compliance with the SEBI Listing Regulations, the board of directors of the Company ("Board") has laid down this Code for the Board and the senior management personnel of the Company.

#### 2. Definitions & Interpretations:

- 2.1 **"Board or Board of Directors"** shall mean all the members of the Board of Directors of the Company.
- 2.2 **"Code"** shall mean this Code of Conduct for Board of Directors and Senior Management Personnel of the Company and as may be amended from time to time.
- 2.3 **"Company"** shall mean D-Link(India)Limited.
- 2.4 **"SEBI Regulations"** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modification(s) or re-enactment(s) thereof



for the time being in force.

- 2.5 **"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.
- 2.6 **"Independent Directors"** shall mean an Independent Director as per the provisions of the Companies Act, 2013 read with the rules made thereunder and the Listing Regulations (as amended/ revised from time to time).
- 2.7 **"Conflict of Interest"** means where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

### **3. Applicability of the Code:**

This Code applies to the Board and the Senior Management Personnel

This Code shall come into force with effect from October 1, 2014, and amended from time to time.

The independent directors of the Company are subject to the Code for Independent Directors as stipulated in Schedule IV of the Companies Act, 2013.

### **4. Purpose:**

The purpose of the Code of Conduct is to create an environment where all the Board of Directors and executives in Senior Management of the Company maintain and comply with the ethical standards that are laid down. This Code of Conduct will act as a guide in the performance of duties & responsibilities & ensure compliance with the Company's commitment to:

- Act diligently, honestly and in good faith and in the best interests of all the stakeholders of the company;
- Promote honest and ethical Conduct of the affairs of the Company.
- Maintain a corporate climate in which the integrity and dignity of each individual is valued and promoted.
- Assure compliance with laws, rules and regulations that govern the Company's business activities.

- Assure the proper use and safeguard of the Company's assets.
- Act in a manner to enhance and maintain the reputation of the company.
- Understand the business and the environment in which the Company is operating and take initiatives to further the business goals and consolidate its position in the marketplace;
- Inform the Board of any potential conflicts of interest in any transaction and abstain from discussion and voting on any matter in which the Director has or may have conflict of interest.
- Maintain confidentiality of all information relating to the company that is not in the public domain.
- Comply with the requirements of stock exchange regarding insider trading.
- Make available and share all appropriate information with fellow members which may help the Board in the conduct and sound operation of the company's business activities.

## **5. Principles:**

This Code is designed to provide all Directors and members of Senior Management with guidelines for appropriate professional conduct. It is intended not as a statement of new beliefs or a codification of new rules of conduct, but as a reaffirmation of enduring values and practices. The Board of Directors and Senior Management Personnel, by virtue of their positions of authority, must be ethical role models for all employees. An important part of a manager's leadership responsibility is to exhibit the highest standards of integrity in all dealings with customers, both internal and external. Managers must avoid even implicit or unspoken approval of any actions that may be detrimental to the reputation of D-Link and must always exercise sound business judgment in the performance of their duties.

## **6. Responsibilities:**

The Board of Directors and Senior Management is expected to -

- a) dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and decision making by reviewing in advance any materials distributed and making reasonable inquiries.
- b) Seek to comply with all Corporate Policies.
- c) act in the best interests of, and fulfill their fiduciary obligations to, the Company's shareholders and all other stakeholders.
- d) conduct themselves in a professional, courteous and respectful manner.

- e) comply with all applicable laws, rules and regulations.
- f) act in a manner to enhance and maintain the reputation of the Company.
- g) respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as an Executive, except when authorized or legally required to disclose such information.
- h) not use confidential information acquired in the course of their service as Executive in senior management of the Company for their personal advantage.
- i) comply with the Code of conduct for insider trading.
- j) where a decision is not unanimous, a dissenting Director may disclose the fact that he/she dissented.

## **7. Code of Conduct**

The Board and Senior Management Personnel of the Company should:

- a) act in accordance with the articles of the Company.
- b) 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 the environment.
- c) exercise their duties with competence, due and reasonable care, skill, diligence, in good faith and in the best interests of the Company and shall exercise independent judgement.
- d) not be actively involved in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- e) not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners, or associates and if found guilty of making any undue gain, they shall be liable to pay an amount equal to that gain to the Company.
- f) not assign one's office and any assignment so made shall be void.
- g) demonstrate the highest standards of integrity, business ethics, and corporate governance.
- h) provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board with the best interests of the Company and its stakeholders in mind. They should enable the Company's management in taking appropriate decisions by providing constructive inputs based on their experience and judgement.
- i) give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management.
- j) Conduct themselves in a professional, courteous and respectful manner.

- k) Act in a manner to enhance and maintain the reputation of the Company.
- l) Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service except when authorized

## 8. Conflict of Interest

- a. **Confidential Information:** Confidential information, whether technical, operational, or commercial, should not be disclosed to anyone for personal gain or otherwise. Such information is confidential and for the exclusive use of the Company.

In carrying out the Company's business, Executives often gain access to confidential or proprietary information about the Company, its suppliers, or joint venture partners. Executives must maintain the confidentiality of all such information, except when disclosure is authorized or legally mandated. Confidential or proprietary information of the Company and of other companies includes any non-public information that would be harmful to the relevant company or useful or helpful to competitors if disclosed.

- b) **Business Conduct:** The Board of Directors and Senior Management must follow sound business practices and principles, acting honestly and without deception. They are expected to uphold the highest professional standards. Senior management should commit fully to the company's interests, making decisions that benefit the company without outside influence. They must avoid any situation where their personal or family interests' conflict with the company.
- c) **Proper use of Company Assets:** The Board of Directors and Senior Management should safeguard the Company's assets and property, ensuring their use is solely for legitimate business purposes. They must also ensure these assets are used efficiently and effectively, preventing carelessness and waste.
- d) **Insider Trading:** Directors and Senior Management Personnel encompassed by this Code shall likewise abstain from trading in, or advising on the purchase or sale of, the securities of any other publicly traded company where they have access to material non-public information as a result of their engagement with the Company.

## 9. Code for Independent Directors

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

### A) Guidelines of professional conduct

An independent director shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising his duties;
3. exercise his responsibilities in a *bona fide* manner in the interest of the company;
4. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. refrain from any action that would lead to loss of his independence;
8. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9. assist the company in implementing the best corporate governance practices.

### B) Role And Functions:

The independent directors shall:

1. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. bring an objective view in the evaluation of the performance of board and management;
3. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. safeguard the interests of all stakeholders, particularly the minority shareholders;

6. balance the conflicting interest of the stakeholders;
7. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
8. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

## **C) Duties:**

The independent directors shall-

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.

## **10. Non-compliance of the code**

Suspected violations of this Code must be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations would be appropriately investigated.

## **11. Certification Of Compliance of Code of Conduct**

Each Board Member, KMP and Senior Management Personnel shall be accountable for fully complying with this Code.

- i. The Compliance Officer shall report breach of this Code, if any, which comes to his notice to the: (a) Board in the case of all Board Members, KMP and (b) Managing Director in the case of Senior Management Personnel.
- ii. The Company shall ensure confidentiality and protection to any person who has, in good faith, reported a violation or as suspected violation of law, of this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation.
- iii. Penalty for breach of this Code by Senior Management Personnel shall be examined by the Board of Directors for initiating appropriate action as deemed necessary.

The Board of Directors and Senior Management Personnel shall affirm the compliance with the code on Annual Basis as per Annexure-I and Annexure-II respectively.

The Annual Compliance Report shall be forwarded to the Company Secretary of the Company.

The Annual Report of the Company shall carry a declaration to this effect duly signed by the Managing Director or CEO of the company.

## **12. Amendment and waiver of the code**

Any amendment or waiver of any provision of this Code must be approved in writing by the Company's Board of Directors and promptly disclosed on the Company's web site.

To the extent any change/amendment is required in the Code in terms of any Applicable Laws or otherwise, the Board of Directors of the Company shall be authorised to review and amend the Code, to give effect to any such changes/amendments. Such amended Code shall be placed before the Board for noting and necessary ratification at its subsequent meeting.



Date of Amendment(s)
Effective from October 1, 2014
1 <sup>st</sup> Amendment: May 29, 2021
2 <sup>nd</sup> Amendment: June 1, 2021
3 <sup>rd</sup> Amendment: February 7, 2025



**ANNEXURE - I**

**SPECIMEN DECLARATION FORM FOR THE BOARD OF DIRECTORS**

Date:

To,  
Board of Directors  
D-Link (India) Limited  
Verna Goa

I, \_\_\_\_\_, Director of the Company certify that:

- (1) I have read and understand the D-Link Code of Conduct for Board of Directors (Prepared Pursuant to SEBI (LODR) Regulations 2015).
- (2) To the best of my knowledge and belief, there are no transactions entered into by me with the Company during the year which are fraudulent, illegal or violative of the code of conduct.
- (3) I am not in violation of any of the policies contained in the Code of Conduct and I am not aware of any violation that has not been reported in accordance with the procedures set forth in the Code.
- (4) I understand that failure to comply with the Code of Conduct may result violation of the Code of Conduct may also constitute a violation of law that may result in penalties. I will abide by and support the policies set forth in our Code of Conduct. I further understand my agreement to comply with the Code of Conduct.

Thanking you,



## ANNEXURE - II

### **SPECIMEN DECLARATION FORM FOR THE SENIOR MANAGEMENT PERSONNEL**

To,  
The Board of Directors  
D-Link (India) Limited  
Verna, Goa.

Name:  
Department:  
Designation:  
Date:

I, the undersigned, hereby certify that:

- (1) I have read and understood the D-Link Code of Conduct.
- (2) I am not in violation of any of the policies contained in the Code of Conduct and I am not aware of any violation that has not been reported in accordance with the procedures set forth in the Code.
- (3) To the best of my knowledge and belief, there are, no transactions entered into by me with the Company during the year which are fraudulent, illegal or violative of the code of conduct.
- (4) I understand that failure to comply with the Code of Conduct may result in disciplinary action, and that a violation of the Code of Conduct may also constitute a violation of law that may result in penalties for me and/or D-Link. I will abide by and advocate the policies set forth in our Code of Conduct. I further understand my agreement to comply with the Code of Conduct.

Thanking you.