



*Linaks Microelectronics Limited*  
*12.6 Km, Barabanki Road, Chinhhat Lucknow- 227105*

## **LINAKS MICROELECTRONICS LIMITED**

**CIN:L32101UP1986PLC007841**

### **MODEL CODE OF CONDUCT**

For the Board of Directors and Sr. Officers of the Company

#### **INTRODUCTION**

This Code of Conduct (hereinafter referred to as the “Code” for the members of the Company, Board of Directors and Sr. Officers of the Company) is laid down by the Board of Directors in line with the requirements of the amended clause 49 of the Listing Agreement as notified by SEBI vide its circular and **Regulation 17(5) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.**

“OUR CODE” is a public statement that Linaks Microelectronics Limited is committed to doing the right thing. It serves as a valuable resource to help employees and others make informed, ethical decisions based on guiding principles.

The Code is aimed to set out the broad guidelines for the ethical business conduct by the Board Members and Senior Officials of the Company and ensure compliance with the requirements specifically under the revised clause 49 of the Listing Agreement with an underlying objective to discourage wrong practices as per **Regulation 12(1) SEBI (Prohibition of Insider Trading) Regulations, 1992** and promote ethical conduct of the business of the Company.

The Code is formulated in line with the interest of all the stakeholders of the Company namely, the shareholders, business partners and employees of the Company.

This Code is exhaustive in nature and should be construed accordingly. In case of any difficulty in interpreting the provisions of the Code. The Directors and Officers can seek clarifications from the Board/Company Secretary/Compliance Officer/General Counsel.

References to Laws in this Code include references to Rules, Regulations and Listing Guidelines applicable to Company listed on the Bombay Stock Exchange.



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**The Code is applicable to the following persons, referred to as “Officers”:**

1. All the members of the Board of Directors of Company; Functional Heads.
2. All the professionals/or senior managers serving in the role of finance, tax, accounting purchase and Investor Relations.
3. All the Business Unit Heads.
4. Other senior level employees.

#### **I. COMPLIANCE WITH LAWS:**

Every Director is expected to comply, in letter and in spirit, with all the laws applicable to his or her service as a Director. The Board and its committees function in compliance with applicable laws. Any director may contact the legal officer or Company Secretary as the case may be for a briefing on any point of law and procedure. Further, as and when necessary, the Board may retain outside Counsel. If Director discloses his interest, direct or indirect in other Companies or entities (either as Director, shareholder or otherwise) under Section 184 of Companies Act, 2013 that will be deemed to be sufficient compliance with the code.

#### **II. PRESERVATION OF PRICE SENSITIVE INFORMATION:**

Officers shall maintain Confidentiality of Information with regard to trading in Company’s securities as it is largely governed by the Code of Conduct for Linaks Microelectronics Limited as per Prevention of Insider Trading regulations formulated pursuant to the **Regulation 12(1) SEBI (Prohibition of Insider Trading) Regulations, 1992 (hereinafter referred to as the Insider code)**. The Compliance Officer provides communications in this areas from time to time. When, in possession of any unpublished price sensitive information, a Director/Officer should not deal in securities of the COMPANY directly or indirectly and should act in the manner outlined and provided for in the above said Code. The Compliance Officer will be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of “Price sensitive information”, pre-clearing of designated employees’ and their dependents’ trades, through their respective Division Heads, monitoring of Trades and implementation of the Model Code under the overall supervision of the Board.



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### **III. CONFLICT OF INTEREST**

Officers are expected to dedicate their best efforts to advancing the Company's interest and to make decisions in the best interest of the Company and independent of outside influences. An Officer's duty demands that he avoids and disclose actual and apparent conflict of interest. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. Examples include:

- Corporate Business Opportunities
- Acceptance of gifts/ payments
- Outside Employment / consultancy
- Outside Directorships
- Business Interests
- Related Parties

Every Director/Officer will inform the audit Committee of any situation that may involve or give the appearance of any conflict of Interest. The Audit Committee is responsible for assessing any conflict of Interest, reporting to the Board whether the situation assessed impacts the independence of a Director/Officer and recommending the consequential action plan.

### **IV. PROPER USE OF CORPORATE ASSETS AND CORPORATE OPPORTUNITIES:**

Directors/Officers may use Company's assets only for legitimate business purposes of Company. Directors will not indulge in the following:

1. Take for themselves personal opportunities that are discovered through the use of Company Property, information or position;
2. Use Company, property, information or position for personal gain.
3. Compete with the company directly or indirectly for the Business opportunities that the Company is pursuing.



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## **V. DUTIES OF INDEPENDENT DIRECTOR OF THE COMPANY**

Every Independent Director of the Company shall:

1. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member
2. keep themselves well informed about the Company and the external environment under which it operates;
3. pay sufficient attention and ensure adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
4. not disclose confidential information including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information unless such disclosure is approved by Board or by law;
5. ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interest of a person who uses such mechanism are not prejudicially affected on account of such use;
6. acting within his authority, assist in protecting the legitimate interest of the Company, shareholders and its employees;
7. participate constructively and actively in the committee of the Board in which they are chairperson and members
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethical policy;
10. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;

## **VI. FAIR DEALING:**

Directors/Officers will endeavor to deal fairly and honestly with other persons and entities in carrying out their duties as Directors/officers and in all dealings in relation to COMPANY.

## **VII. DISCLOSURES TO SEBI AND PUBLIC:**

The Company is committed to provide full, fair, accurate, timely disclosure in Reports and Documents that are filed with or submitted to the SEBI, Registrar of Companies (ROC) and other public communications. Accordingly, Company's Officers must ensure that they and other Employees in the Company comply with disclosure controls, procedures and internal controls in financial reporting including Compliance with the SEBI Insider Trading Regulations, 2015, SEBI Takeover Code and all other Rules and Regulations of SEBI, and other Regulatory Authorities, Laws as may be applicable from time to time.



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#### **VIII. CONFIDENTIALITY:**

Directors will maintain the confidentiality of information entrusted to them by Company or its Clients or learnt about in the course of their service as Directors/Officers, except when such disclosure is legally mandated or authorized by the legal department of Company or outside Counsel engaged by the Company as the case may be.

For the purpose of this section of the Code, the term “Confidential Information” includes all non-public information relating to COMPANY whether or not such information is detrimental to the interests of Company.

#### **IX. VIOLATIONS OF THE CODE:**

All illegal or unethical behavior including an act of insider trading violates of this Code and will be dealt with appropriately. Directors/Officers will promptly report any violation of Laws, rules and regulations relating to the code or any other unethical or illegal behavior to the Chairman or the Compliance Officer for further action.

#### **VIII. WAIVERS:**

It is not anticipated that waivers of this Code would be sought or appropriate. In the rare and unusual circumstances, any waiver of this code shall be made only by the Board of Directors and must be disclosed to the shareholders within a reasonable time period.

#### **IX. AMENDMENTS:**

The Board may amend this Code after due assessment and seeking recommendations whenever deemed necessary.

#### **X. ACKNOWLEDGEMENT OF RECEIPT OF CODE OF ETHICS FOR MEMBERS OF BOARD OF DIRECTORS AND SR. OFFICERS:**

The Code of Conduct has been duly received and read by the Board of Directors and Senior Officers and other employees associated with the Company and fully understood the standards and ethics expected to be adhered, observed and agree to comply with the same with such modifications, as may be made to in the future.