

**DUDIGITAL GLOBAL LIMITED**  
**CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**

**Background**

This Code of Conduct (“the Code”) shall be called ‘the Code of Conduct for Board Members and Senior Management Personnel’ of Dudigital Global Limited (hereinafter referred to as “the Company”).

The Code has been framed in compliance with the provisions of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Regulation 46(2) (d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) requires every listed company to publish a code of conduct for its Board of Directors and senior management personnel on its website.

**Definitions**

- **“Board” or “Board of Directors”** shall mean the Board of Directors of the Company.
- **“Company”** shall mean Dudigital Global Limited.
- **“Compliance Officer”** shall mean the Company Secretary of the Company and in his absence any senior officer, so designated by the Board for the purpose of compliance with the Code.
- **“Director”** shall mean a member of the Board.
- **“Listing Regulations”** shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- **“Senior Management”** shall mean officers/personnel of the Company who are members of the core management team excluding the Board of Directors and 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.

All other words and expressions used but not defined in this policy, but defined in the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

In the Code, words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa.

### **Applicability**

This Code shall apply to Directors and Senior Management of the Company.

The independent directors of the Company are subject to certain additional duties as laid down by the Companies Act, 2013 which are set out separately in the Code of Conduct for Independent Directors.

### **Scope**

The Board of Directors (the Board) and the Senior Management of the Company agree to abide by the following Code of Conduct:

- a) Exhibit high standards of integrity, commitment and independence of thought and judgement. Must act in good faith with honesty and accountability and with due care, competence and diligence.
- b) Use such degree of skill as may be reasonable to expect from a person with his/her knowledge or experience;
- c) Dedicate sufficient time, attention and energy to the deliberations at the meetings to ensure diligent performance of their duties;
- d) Act in good faith in order to promote the objects of the company and not seek to influence any decision of the Board for any consideration other than in the interests of the Company;
- e) Bring an open and independent mind to the Board / committee meetings and should not make a decision about a matter before attending and participating in the deliberations of the meeting;
- f) 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;
- g) Not allow personal interest to conflict with the interest of the Company or to come in the way of discharge of duties of office. They shall not engage in any activity, business, or relationship, which may be in conflict with the interest of the Company or prejudicial to the Company's interest;
- h) Notify the other Directors about the material personal interest in any matter and must not vote on such matter;
- i) Make reasonable efforts to attend Board meetings, meetings of the committees of the Board where the Director is a member and general meetings of shareholders, regularly. Inform the chairman of the Board / committee or the Company Secretary of the Company well in advance in case he is not in a position to attend a Board /committee meeting and apply for the grant of leave of absence;
- j) 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;
- k) Not assign his office and any assignment so made shall be void;

**DUDIGITAL GLOBAL LIMITED**

**CIN: L74110DL2007PLC171939**

**Registered Address: C-4, SDA Community Centre, Hauz Khas, New Delhi - 110016**

**Contact No: 011-40450533, Website: [www.dudigitalglobal.com](http://www.dudigitalglobal.com), E-mail: [cs@dudigitalglobal.com](mailto:cs@dudigitalglobal.com)**

- l) Exercise authority and power with due care and diligence and whilst discharging the fiduciary responsibility of office in the best interest of the Company and all the stakeholders;
- m) Abide by policies and business principles of the Company;
- n) Comply with all applicable laws, rules and regulations;
- o) Observe strict confidentiality of the information acquired in the course of discharge of duties of office and not use the same for any personal purpose or advantage;
- p) Deal fairly with customers, suppliers, employees and other business partners;
- q) Maintain high ethical and professional standards in all dealings;
- r) Not to conduct anything in a manner as may bring disrepute to office or tarnish the reputation and image of the Company;
- s) The Directors and Senior Management shall also promptly disclose their relationships with other individuals, firms or body corporate wherever such relationship may affect their independence of judgment while performing their duties and responsibilities towards the Company;
- t) Shall not use assets/property except as specifically authorized and that too only for the legitimate business purposes;
- u) Any other obligation and duties as mentioned under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **Periodic Review**

Once in every year or upon revision of this Code, every Director must accord consent to comply and the Senior Management personnel must give an undertaking for compliance of the same.

New Directors shall accord their consent while joining the Board and New Senior Management personnel shall give an undertaking at the time when their employment begins.

The aforesaid consent or undertaking shall be in line with "Annexure-I" attached herewith.

### **Amendment to the Code**

The Code may be amended from time to time by the approval of the Board of Directors of the Company.

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To,  
The Board of Directors  
Dudigital Global Limited

**Sub: Confirmation of compliance with the Code of Conduct for Board and Senior Management as per Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/ Ma'am,

I, (Name of Director/ Senior Management Personnel), (Designation) of Dudigital Global Limited, do hereby confirm that I have read and understood the Code of Conduct applicable to the Board of Directors and Senior Management of the Company and that to the best of my knowledge and belief, I have complied with the requirements of this Code during the preceding financial year (mention previous year) and / or I affirm that I will comply with the requirements of this Code during the current financial year (mention current year).

(Signature)  
(Name of Director/ Senior Management Personnel)  
(Designation)  
(DIN, if any)

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