



NATRINAI VENTURES LIMITED

Code of Conduct for Directors, Senior Management and Independent Directors

(Adopted by the Board of Directors on May 31, 2025)

CIN: U40100TZ2015PLC021605

Registered Address: No.114, E4, 4th Floor, Sreemathi Mariammal Towers, Race Course,
Coimbatore Racecourse, Coimbatore, Coimbatore South, Tamil Nadu, India, 641018

This Policy for Code of Conduct for Board of Directors and Senior Management was adopted by the Board of Directors of Natrinai Ventures Limited (the “**Company**”) and shall be applicable with effect from the date of listing of Company’s equity shares on Stock exchanges.

Regulation 17(5) (a) and (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the Board of Directors to lay down a Code of Conduct for all members of the Board of Directors and Senior Management of the listed entity. The code of conduct shall suitably incorporate the duties of independent directors as laid down in the Companies Act, 2013. The Chief Executive Officer (“**CEO**”) and the Chief Financial Officer (“**CFO**”) or any other officials who hold powers, duties and responsibilities of a CEO/ CFO are required to certify every year that there are, to the best of their/ his knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violate this Code.

1. GOVERNING LAWS

This Code shall be governed by the provisions of the Companies Act, 2013, and the Rules and Regulations made thereunder and all other applicable laws for the time being in force.

2. PURPOSE

This Code broadly lays down the general principles to be followed by the Board of Directors and the Senior Management of the Company as a guide for discharging their respective duties and responsibilities as members of the Board or Senior Management of the Company, as the case may be. The purpose of this Code is to promote and enhance transparency in corporate governance and to ensure that the affairs of the Company are conducted in an ethical manner and are in compliance with the applicable laws and regulations.

3. APPLICABILITY

This Code is applicable to the Board of Directors and the Senior Management Personnel of Natrinai Ventures Limited (the “**Company**”). The Board of Directors (the “**Board**”) and the Senior Management Personnel are expected to familiarize themselves with this Code, understand, adhere to, comply with and uphold the provisions of this Code in their day-to-day functioning.

4. DEFINITIONS

“**Act**” means the Companies Act, 2013 and the Rules made thereunder including any amendment thereof.

“**Duties of Directors/ Independent Directors**” shall mean and include duties as laid down in the Companies Act, 2013 including any amendment thereof and enumerated in Annexure 1.

“**Key Managerial Personnel**”, in relation to a Company, means –

- └ the Chief Executive Officer or the Managing Director or the manager;
- └ the Company Secretary;
- └ the Whole-Time Director;
- └ the Chief Financial Officer; and
- └ such other officer as may be prescribed.

“**Senior Management Personnel**” shall mean personnel of the Company who are members of its core management team excluding Board of Directors and would normally comprise all members of management one level below the Board of Directors, including all functional heads and the Key Managerial Personnel. The word ‘senior management’ shall have the same meaning as assigned to it under Regulation 16(1)(d) of the SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015 and as may be amended from time to time

Words and expressions used and not defined in this Code but defined in the Act and Rules made thereunder shall have the meanings respectively assigned to them in the Act.



- 7) To 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) To 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) To 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) To report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- 12) To act within their 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.

COMMUNICATION WITH MEDIA

Only the Chairman and other Whole Time Director(s) with the consent of Chairman can interact with the media on any matter pertaining to the Company. No members of the Board and Senior Management Personnel of the Company can comment on any article/ in radio/ TV broadcast etc.

ANNUAL COMPLIANCE REPORTING

All members of the Board of Directors and Senior Management Personnel are required to affirm compliance with this Code on an annual basis within ten (10) days of the closure of the financial year as per format prescribed in Annexure 2. The Annual Report shall contain a declaration signed by the CFO and the CEO, if any, or any other official who holds the powers, duties and responsibilities of a CEO/ CFO stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with this Code under the Management Discussion Analysis of the Corporate Governance Report of the Company.

NON COMPLIANCE WITH THIS CODE

If a member of the Board of Directors or Senior Management Personnel of the Company contravenes the provisions of this Code then such contravention shall be reported to the Board of Directors and the concerned person shall be punishable with such fine as prescribed in the Section 166 of the Act.

REVIEW/ AMENDMENT

The Board of Directors may review and amend this Code, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.



11. Report concerns about unethical behavior, 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.

For NATRINAI VENTURES LIMITED,



WHOLE-TIME DIRECTOR & CEO
DIN : 07281907

