



DYNAMATIC[®] CODE OF CONDUCT
FOR THE MEMBERS OF THE BOARD OF DIRECTORS
A DYNAMATIC[®] MANAGEMENT SYSTEM (DMS) DOCUMENT

DYNAMATIC TECHNOLOGIES LIMITED

The Dynamic[®] Code of Conduct for the Members of The Board of Directors

Introduction

Dynamic Technologies is committed to conducting its business operations in accordance with the applicable laws, rules and regulations of the Countries it operates in, and, with the highest standards of business ethics, transparency and ethical conduct. The Dynamic[®] Code of Conduct for the Members of the Board of Directors exemplifies the business practices and code of behavior which form the foundations of the Company's business philosophy and operations.

The Dynamic[®] Code offers guidance and support to the Members of the Board of Directors in recognizing matters pertaining to business ethics, to devise mechanisms to effectively handle ethical issues and to help foster an enterprise wide culture of integrity and transparency. It is expected that every Director will assimilate the principles embodied in the Code of Conduct and uphold the spirit of the Code in the performance of his/her responsibilities as a Director of Dynamic Technologies.

The Dynamic[®] Code expects every Director to:

1. Demonstrate high standards of integrity & commitment as well as exhibit independence of thought and judgment
2. Represent the interests of the Company's shareholders and fulfill their fiduciary obligations to them
3. Dedicate time, energy and attention for the diligent performance of his/her duties, including making reasonable efforts to attend Board and Board Committee meetings and being prepared for the decision-making process at meetings by reviewing, in advance, the materials distributed and raising reasonable inquiries.
4. Comply with and apply the provisions of the Dynamic[®] Code in the performance of his/her duties, functions and responsibilities
5. Conduct themselves in a manner which enhances and maintains the reputation of the Company

It falls to the Members of the Board of Directors to define, detail and preserve the relevance of the Code of Conduct through periodic revisions, which reflect the legal and regulatory developments.

Compliance Officer

Ms. G Haritha, as Company Secretary and Compliance Officer of the Company, has been designated to administer the Dynamic[®] Code of Conduct. The Directors may exercise their discretion in submitting any report or complaint pertaining to the Dynamic[®] Code to the Chairman of the Board of Directors, either directly or through the Compliance Officer.

Compliance with Applicable Laws

The Directors must comply with all applicable laws, rules and regulations in the discharge of their duties and responsibilities, including the Securities Laws, Insider Trading Laws and the Company's Insider Trading Compliance Policies.

Conflict Of Interest

The most important precept in the Dynamic[®] Code of Conduct is that every member of the Board of Directors must be free from conflicts of interest that can adversely influence their judgment, objectivity or loyalty to the Company in the discharge of their directorial responsibilities, duties and functions. It is essential that the Directors be highly sensitive to potential conflicts of interest, and, assume complete responsibility for safe-guarding themselves from any situation or conduct which might create an appearance of a conflict of interest.

The Company recognizes that the Members of the Board may be involved in legitimate financial, business and social activities that fall outside the purview of their roles and responsibilities as Directors of the Company. However,

every director must exercise the utmost care in ensuring that any situation of actual or potential conflict of interest is identified and avoided.

The most common situations which lead to conflicts of interest are when a Director or a member of his/her immediate family accepts improper personal benefits which is a consequence of his/her position as the Director of the Company or when an particular action or personal interest of a Director impedes the performance of his duties, functions and responsibilities in an impartial, independent manner. Other circumstances that can reasonably be construed as conflicts of interest include:

1. Working in any capacity for a competitor, customer, supplier or other third party, while being a Director of Dynamatic®
2. Competing with the Company for the purchase or sale of property, products, services or any other interests.
3. Directing business to a supplier organisation which is either owned, managed by, or which employs a relative of friend of the Director.
4. Receiving loans or guarantees of obligations as a consequence of one's position as Director
5. Accepting bribes, kickbacks or any other improper payments in exchange for services relating to the conduct of the business of the Company.
6. Accepting gifts from associates of the Company directly, or through a family member, where the gift has being given with the intention of influencing the Director's actions as a Member of the Board, or where the acceptance of a gift could otherwise reasonably create the appearance of a conflict of interest.

These are but a few examples of situations that can result in a conflict in interests, and, not the entire spectrum of likely situations, which can cause or be interpreted as conflicts of interest. It is not possible to clearly define all potential situations of conflicts of interest and the Dynamatic® Code does not make any attempt to do so. It is possible that the Members of the Board may face conflicts of interest from time to time in the performance of their directorial duties and responsibilities, and therefore,

it remains the responsibility of the Directors to identify and openly acknowledge any potential or actual conflict of interest.

The Directors are urged to approach the Chairman of the Board for any clarifications or advice they may require regarding actual or potential conflicts of interest. A Director's actual or potential conflict of interest with the Company should be brought to the immediate notice of the Chairman of the Board, who will review the situation to determine the appropriate course of action, including whether deliberation or action by the entire Board is necessary. Directors involved in any situation of conflict or potential conflict of interest with the Company shall recuse themselves from any discussion or decision relating thereto.

Corporate Opportunity

Every Director is expected to use his powers responsibly and act in good faith in the best interests of the organization.

The Dynamatic® Code of Conduct explicitly prohibits any Member of the Board of Directors from threatening the business interests of the Company in any manner. A director should not compete against the Company or take for himself/herself the business opportunities that either, rightfully belong to the Company or are identified either through the use of the Company's resources or by the use of the Director's position as a member of the Board. Under no circumstances should a Director use corporate property, privileged information or his/her position for personal gain.

Confidentiality

Dynamatic® being a Technology Company, places the utmost importance on the preservation of confidentiality of information – both, corporate as well as information that is entrusted to it by its stakeholders especially customers and suppliers. The term "confidential information" includes, but is not restricted to, non-public information that might be of use to competitors of the Company or harmful to the Company or its customers, if disclosed.

Upholding the confidentiality of information is fundamental to the Company's business. Every member of the Board of Directors has the duty to preserve and protect the confidentiality of information that they are privy to during the performance of their duties and responsibilities. A director's responsibility towards maintaining confidentiality continues even after the expiry of their tenure on the Board.

Any information entrusted to, disclosed or acquired by any Director of the Company must be treated as confidential, except when a disclosure is authorized by the Company or is deemed necessary by law, regulations or legal proceedings. The Directors are encouraged to consult the Chairman of the Board of Directors or the Compliance Officer when faced with a legal obligation to disclose confidential information.

Fair Dealing

Every Director must endeavor to deal fairly with all stake holders of the Company, avoiding bias, discrimination, caprice or self-interest.

No Director should abuse the privileges of his/her position by utilizing classified information to exploit any stakeholder of the Company, be it customers, suppliers, competitors or employees at any level. Information must not be manipulated, withheld, misrepresented in any way or abused for unfair advantages or unethical gain. Gifts, material benefits, personal favours, or entertainment in any form, which can affect independent judgment or result in a personal obligation, should neither be proffered nor accepted.

Proper Use & Protection of Company Assets

The Directors are expected to discharge their

responsibilities and duties in a manner that protects the Company's assets and ensures its efficient and rightful use for legitimate business purposes.

Reporting Illegal or Unethical Behavior

If any Director believes he/she has observed illegal or unethical conduct by an employee, manager, director or any person purporting to act on behalf of the Company or a violation or possible infringement of the Dynamatic® Code of Conduct, he/she is strongly urged to bring the matter to the notice of the Chairman of the Board or the Compliance Officer so as to enable the Company to adopt the best course of action suitable to the situation. The Company will make every effort to maintain confidentiality to the extent permissible under the law.

Public Company Reporting

Dynamatic® as a public company is legally required to ensure that the information it files with the Securities and Exchange Board of India (SEBI) and the concerned Stock Exchanges where the securities of the Company are listed, is complete, accurate, comprehensible and timely. Every director is expected to cooperate proactively in furnishing the Company with the relevant, accurate information and documents to meet its public disclosure requirements.

Amendment, Modification and Waiver of the Dynamatic® Code

The Dynamatic® Code of Conduct may be amended, modified or waived only by the Company's Board of Directors and must be publicly disclosed if required by any applicable law or regulation. As a general policy, the Board will not grant waivers to the Code.

Dynamatic Technologies Limited



www.dynamatics.com

Dynamatic Limited, UK



www.dynamatic.co.uk

Oldland Aerospace Limited, UK



www.oldlandcnc.co.uk