

## **CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT TEAM OF THE COMPANY**

### **1.INTRODUCTION**

The purpose of laying down this Code of Conduct for Board Members and Senior Management Team of the Company is to conduct the business of the Company in accordance with the applicable laws, rules and regulations of Stock Exchange, where the securities of the Company are listed and to set standards of business conduct.

The Code is applicable to the following persons:

- All the members of the Board of Directors of the Company, and
- All the members of the Senior Management Team of the Company.

Senior Management Team shall mean and include:

- Executive Directors,
- Functional Heads at the Corporate Level.

### **2. COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

The policy of the company is to comply strictly with all laws governing its operations and to conduct its affairs in keeping with the highest moral legal, and ethical standards. Accordingly, all the members of the Boards of Directors and members of the Senior Management Team shall respect and obey the laws of the jurisdictions in which the company operates and comply with all applicable laws, rules, regulations agreements, guidelines, standard and internal policies including other requirements incidental thereto. The Directors and members of Senior Management Team are expected to have knowledge of laws and regulations affecting their job responsibilities and avoid any involvement in acts known to be illegal, unethical or otherwise improper. Where in doubt, the Directors and members of the Senior Management Team may seek assistance from the Chairman, Managing Director or the Compliance Officer or from the legal circle of the company.

### **3. STANDARD OF CONDUCT AND BEHAVIOUR**

Board Members and Senior Management Team shall be fair and transparent and should be perceived to be as such by third parties and take due care and diligence in performing their duties of office and in exercising their powers attached to that office. They shall uphold highest standards of etiquettes, decorum and decency. Further, they shall maintain transparency and truthfulness in all communications and shall also maintain every relationship with due respect and dignity.

### **4. CONFLICT OF INTEREST**

The policies and procedures under this code requires that Board Members and Senior Management Team of the company shall avoid any activity or association that creates or appears to create a conflict between the personal interest of the Board Members and Senior Management Team and the company's business interest.

Further, they shall not engage in any business, relationship or activity, which might detrimentally conflict with the interest of the Company and also shall not engage in any kind of Insider Trading by virtue of access to the Company information and its working.

### **5. DISCLOSURES STANDARDS**

As a public company, the company is committed to full, fair, accurate, timely and understandable disclosure in report and documents that it files with or submits to, the regulatory authorities and in other public

communication of the company.

In support of this commitment, the Board Members and Senior Management Team of the company shall be responsible for the establishment and compliance with the disclosure and reporting requirements and internal controls over the financial reporting.

### **6. BUSINESS INTEGRITY**

Board Members and Senior Management Team shall act in accordance with the highest standards of personal and professional integrity, honesty, and ethical conduct, while working or representing the Company.

Further, they shall not accept gifts, donations, hospitality and/or entertainment beyond the customary level from existing or potential suppliers, customers or third parties, which have business dealings with the Company.

## **7. CONFIDENTIALITY AND SECRECY**

Board Members and Senior Management Team shall maintain the confidentiality of information entrusted to them in carrying out their duties and responsibilities, except where disclosure is approved by the Company or legally mandated or if such information is in the public domain. This obligation shall apply not only during tenure with the Company but thereafter as well.

## **8. SAFETY AND PRECAUTIONS**

Board Members and Senior Management Team shall protect and safeguard all the Company assets and equipments from any misuse and/or damage.

## **9. EQUAL AND FAIR TREATMENT**

Board Members and Senior Management Team shall ensure that there is no discrimination, whatsoever, on account of caste, colour, creed, gender or religion and work environment is free from all kinds of harassment, including physical, verbal, psychological and sexual.

## **10. ENVIRONMENTAL PROTECTION**

Board Members and Senior Management Team shall contribute towards taking complete and proper care of the external environment and shall conserve the resources for a proper ecological balance.

## **11. MEDIA COMMUNICATION**

Any kind of relationship or communication, on behalf of the Company with media, including print and electronic, shall be done only by persons so authorized for the purpose.

## **12. 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.

### **I. 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.

### **II. 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.

### **III. 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 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.

#### **IV. Manner of appointment:**

- (1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :
  - (a) the term of appointment;
  - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
  - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
  - (d) provision for Directors and Officers (D and O) insurance, if any;
  - (e) the Code of Business Ethics that the company expects its directors and employees to follow;
  - (f) the list of actions that a director should not do while functioning as such in the company; and
  - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any
- (5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

## **V. Re-appointment:**

The re-appointment of independent director shall be on the basis of report of performance evaluation.

## **VI. Resignation or removal:**

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

## **VII. Separate meetings:**

- (1) The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
- (2) All the independent directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
  - (a) review the performance of non-independent directors and the Board as a whole;
  - (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
  - (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## **VIII. Evaluation mechanism:**

- (1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

### **13. COMPLIANCE WITH CODE**

Suspected violation of this code shall be reported to the Chairman of the Board. All reported violations shall be appropriately looked into and dealt with accordingly.

### **13. WAIVERS AND AMENDMENTS OF THE CODE**

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to modification. 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 website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

### **14. ACKNOWLEDGEMENT**

The Directors and Senior Management Team of the company shall read and fully understand this code of conduct and ethics and abide by the policies, procedures and principles contained therein.