

Code of Conduct

The Board of Directors play an important role in ensuring good governance and thus the Board has laid down the following Code of Conduct which shall be applicable to all Board members and Senior Management of the Company.

The Board members and Senior Management shall observe highest standards of ethical conduct and integrity and shall work to the best of their ability and judgement.

Objectives

- Promote ethical and honest behavior.
- Act with competence, diligence and in good faith without misrepresenting or concealing material facts.
- Comply with statutory rules and regulations.
- Honour commitments.
- Avoid personal, financial or business activities that could conflict with the Company's interests and provide timely disclosure as mandated under the Companies Act, 2013 and Listing Regulations.
- Respect the confidentiality of internal Company information and ensure that any such confidential information is not misused for personal gain.

Code of Conduct for Board Members and the Senior Management

- The Directors of the Company shall comply with the provisions of Section 166 of the Companies Act, 2013. They shall discharge their duties as a Director of the Company as laid down under the provisions of the Companies Act, 2013.
- Subject to the provisions of the Companies Act, 2013, they shall act in accordance with the Company's Articles of Association.
- Maintain and help the Company in maintaining the highest degree of Corporate Governance practices.
- Act in utmost good faith and exercise due care, diligence and integrity in performing their official duties.
- Ensure usage of the Company's assets, properties, information and intellectual rights for official purposes only or as per the terms of their appointment.
- Not seek, accept or receive, directly or indirectly, any gift, payment or favour in whatsoever form from the Company's business associates, which can be perceived as being given to gain favor in dealings with the Company and shall ensure that the Company's interests are never compromised.
- Maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.
- Not commit any offence involving moral turpitude or any act contrary to law or opposed to public policy.

- Not communicate with any member of the press or publicity media or any other outside agency on matters concerning the Company except through the designated spokesman or as authorized otherwise.
- Not, without the prior approval of the Board, accept employment or a position of responsibility with any other organization for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interests to conflict with the interests of the Company.
- In conformity with applicable legal provisions, disclose personal and/or financial interests in any business dealings concerning the Company and shall declare disclose information about their relatives (spouse, dependent children, dependent parents) including transactions, if any, entered into with them.
- Ensure compliance of the prescribed safety and environmental related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify him/her from his/her association with the Company.
- Ensure compliance with all SEBI Regulations as also regulations issued and set by other statutory and regulatory bodies as may be applicable to them from time to time.
- The Directors of the Company shall make all the required disclosures from time to time to the Board as per provisions of relevant applicable laws and regulations.

Additional Code of Conduct for Independent Directors

- The Independent Directors shall follow "Code of Independent Directors" as laid down vide Schedule IV to the Companies Act, 2013 and conduct themselves and perform their roles and duties as laid down in the referred Schedule.
- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.
- 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.
- Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member.
- Participate constructively and actively in the Committees of the Board in which they are chairpersons or members.
- Strive to attend the general meetings of the Company.
- 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.
- Keep themselves well informed about the Company and the external environment in which it operates.
- Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.
- 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.

- 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.
- Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
- Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees.
- 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.

Amendment

The Board of the Company shall review and may amend this Code of Conduct from time to time.