

CODE OF CONDUCT

Preamble:

This Code of Conduct sets forth the general expectations of the Company for its Board of Directors and Senior Management personnel, and describes standards of ethical behavior that each Director and Senior Managerial Person is expected to uphold. The code is intended to serve as a basis for ethical decision making in the conduct of professional work. This code, consisting of imperatives formulated as statements of personal responsibility identifies the elements of commitment and dedication.

All directors and senior managerial personnel must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its stakeholders.

Applicability:

This Code of Conduct shall be applicable to the Board of Directors; and all members of management, one level below the executive directors, including all functional heads.

Compliance with the Code:

The Directors and the managerial personnel shall consciously adhere to and adopt this Code in true letter and spirit. The Code shall at all times conform to the requirements of the applicable laws. The Company will modify the Code to reflect the changes required by any applicable law with a written notice of any such change to the Directors etc.

Honesty, Integrity, Responsibility & Accountability in Performance of Duties:

The Directors and Senior Managerial persons shall act:

- ❖ honestly, fairly, ethically and with integrity;
- ❖ in good faith, responsibility, due care, competence, diligence and with full accountability for their action;
- ❖ In a professional, courteous and respectful manner.

Conflict of interest:

The Directors and Senior Managerial persons shall not engage in any business or activity, which may be in conflict with the interest of the company. If such a situation arises the Directors and Senior Managerial persons shall act in the best interest of the Company. Such situations may arise amongst others if any officer engages in a business activity/employment, which interferes with the performance of his duties towards the Company or otherwise is in conflict with, or adversely affects the business of the Company.

Confidentiality:

The Directors and Senior Managerial persons shall not use, disclose and divulge to a third party, directly or indirectly, any confidential information, acquired in the course of their service as Director/ Manager, for their personal advantage or for the advantage of any other entity.

Prohibition on Insider Trading:

No officer shall, either on his own behalf or on behalf of any other person, deal in securities of the Company when in possession of any Unpublished Price Sensitive Information and communicate, counsel or procure, directly or indirectly any Unpublished Price Sensitive Information to/from any person, except where the communication required is in the ordinary course of business or profession or employment or under any law.

Health, Safety & Environment:

The Directors and Senior Managerial persons shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs with all regulations regarding the preservation of the environment.

Use of Corporate Information, Opportunities and Assets:

Directors may not compete with the Company or use opportunities that are discovered through the use of Company information or their position with the Company for their own personal benefit or for the benefit of persons or entities outside the Company. Directors and Senior Managerial persons may not waste or improperly use any Company asset.

Compliance with applicable laws:

The Directors and Senior Managerial persons shall comply with all laws, rules and regulations, as may be applicable to the Company from time to time.

Enforcement and disciplinary actions:

The Code is of paramount importance to the Company, its stakeholders and its business partners. Therefore, all Directors and Senior Managerial persons should scrupulously adhere to this Code. The Company will take appropriate disciplinary action for willful or deliberate non-compliance with this Code of Conduct.

Reporting of Violations:

Directors and Senior Managerial persons should communicate any suspected violations of this Code promptly to the Chairperson of the Audit Committee. Suspected violations shall be investigated by or at the direction of the Board or the Audit Committee, and appropriate action shall be taken in the event that a violation is confirmed.

Waiver:

Waivers of a provision of this Code can only be made by the Board of Directors, and shall be granted only in very exceptional circumstances. The Company shall disclose any such waiver and the reasons for it, in accordance with legal and regulatory requirements. A Director and Senior Managerial persons who becomes aware of a circumstance that may require a waiver shall promptly bring the circumstance to the attention of the Chairperson of the Audit Committee or the Board, as the case may be.

Continual Updation of the Code:

This code is subject to continuous Updation and review in line with any changes in law, company's vision and philosophy, business plan or otherwise as may be deemed necessary by the Board.
