

## **Code of Conduct for Board Members and Senior Management**

With a view to ensure that the fiduciary responsibility of the Board and Senior Management have towards different stakeholders in the Company the Board adopts this Code of Conduct. As a part of this fiduciary responsibility the Board members and Senior Management act as trustees in the interest of all stakeholders in the Company by avoiding or balancing conflict of interest as permitted between stakeholders for the ultimate benefit of the Company and consequently the stakeholders. In the observance of the Code, the Directors in their capacity as Directors, per se, have a directional role and the Executive Directors and Senior Management personnel have executive responsibility.

**Senior management** shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

The code comprises the following:

### **Ethical and Moral Behavior**

Standards of fair dealing and personal integrity will be observed  
All actions relating to the Company shall be conducted ethically and by not committing, condoning, encouraging or ratifying illegal or immoral acts  
Maintain standards and actions avoiding Gender and social class specific harassment, discrimination and exploitation.

### **Conduct of Business**

Conduct of Business will be consistent with the Core values, which are as under:-

- People orientation
- Customer Sovereignty
- Innovation and Entrepreneurship
- Corporate Social Responsibility as feasible
- Transparency and Integrity
- Passion for superior performance
- Safe, healthy and clean environment for all stakeholders

### **Conflict of Interest**

- Any activity, situation, relationship or influence that may impair the ability to make objective and fair decisions is to be avoided.
- Any kind of interest whether financial or others of a material nature in any dealing, contract or otherwise by any agency with the Company shall be disclosed at first opportunity.
- Taking up any position of influence or of pecuniary interest in any organization whose business or activity is in direct competition with that of the Company shall be avoided.
- Assets of the Company are not to be used for any purpose other than that of the Company. Opportunities discovered through the use of corporate property, information, position or activity shall be disclosed fully in writing and shall not be used or exploited for personal gain unless the rules of the Company permit it.

### **Confidentiality of Information**

Any information in whatever form relating to the Company, its business and customers/vendors and its intellectual property, existing and future, acquired/discovered in the course of business including technology and processes, which is confidential shall not be divulged

## **Compliance with Laws, Rules and Regulations**

All laws, rules and regulations both statutory and internal are to be complied with. The compliance and reporting systems in force from time to time shall be adhered to.