CODE OF CONDUCT FOR DIRECTORS & KEY MANAGERIAL PERSONNEL

[As per the Companies Act, 2013 "the Act" & Rules made thereunder]

A Code of Conduct for Directors and Key Managerial Personnel (KMP) is a formal document outlining ethical standards, corporate responsibilities, and expected professional behaviour. It is typically adopted by companies (especially listed entities) to ensure good governance, accountability, and transparency.

I. Objective

This Code sets out the ethical standards and professional responsibilities expected from the Directors and Key Managerial Personnel (KMP) of the Company to ensure compliance, integrity, and accountability in corporate governance as per the Companies Act, 2013 and applicable Rules.

II. Applicability:

This Code is applicable to the following individuals:

- **Executive and Non-Executive Directors**
- **Key Managerial Personnel**, as defined in Section 2(51) of the Companies Act, 2013, which includes:
  - Chief Executive Officer (CEO) / Managing Director / Manager
  - Company Secretary
  - Whole-Time Director
  - Chief Financial Officer (CFO)
  - Any other officer designated as KMP by the Board

III. Duties of Directors (Section 166, Companies Act, 2013):

All Directors covered under this Code must:

- Act in accordance with the Company's Articles of Association.
- Act in good faith to promote the objects of the Company, in the best interests of its members, employees, shareholders, and community.

- Exercise duties with due and reasonable care, skill, and diligence.
- Not be involved in a situation where they have or may have a direct or indirect interest that conflicts with the interests of the Company.
- Not achieve or attempt to achieve any undue gain or advantage for themselves, relatives, partners, or associates.
- Not assign their office, as such assignment shall be void.

IV. Responsibilities of Key Managerial Personnel:

KMP shall:

- Act with honesty, transparency, and professionalism.
- Ensure full compliance with applicable provisions of the Companies Act, 2013 and other applicable laws, rules, and regulations.
- Protect the Company's assets, resources, and information.
- Avoid misuse of official position for personal gain.
- Discharge duties with diligence, fairness, and objectivity.
- Provide accurate and timely disclosures to the Board and regulators.

V. Ethical Standards:

All Directors and KMP must:

- Avoid actual or potential conflicts of interest and disclose any such interests under Section 184 of the Companies Act.
- Maintain confidentiality of Company information, unless legally obligated to disclose it.
- Comply with applicable laws including tax, employment, safety, environment, and corporate laws.
- Adhere to the Company’s internal policies, including HR, IT, legal, and financial protocols.

VI. Related Party Transactions:

Directors and KMP shall disclose any related party interests and comply with the provisions of **Sections 184 and 188** of the Companies Act, 2013. Approval from the Board or shareholders shall be sought as required.

VII. Insider Trading:

They shall not trade in the Company's securities based on unpublished price-sensitive information. Compliance with the **SEBI (Prohibition of Insider Trading) Regulations, 2015** and the Company's Insider Trading Policy is mandatory.

VIII. Annual Declaration:

Each Director and KMP must affirm compliance with this Code on an annual basis. The declaration shall be submitted to the Company Secretary, who will maintain a record.

IX. Reporting of Violations:

Violations of this Code or any unethical behaviour must be reported to the **Chairperson of the Board** or the **Audit Committee**, where applicable. Disciplinary action, including removal, may be taken for non-compliance.

X. Review & Amendment:

This Code may be reviewed and amended from time to time by the Board of Directors. Any changes will be communicated and will require fresh affirmation from all covered individuals.

XI. Acknowledgment:

All Directors and KMP must sign a statement acknowledging receipt of this Code and their commitment to comply with its provisions.