CODE OF CONDUCT FOR INDEPENDENT DIRECTORS

(PURSUANT TO SECTION 149(8) & SCHEDULE IV OF COMPANIES ACT, 2013)

1. GENERAL PROVISIONS

This Code is a professional conduct guideline for Independent Directors on the Board of Directors of the Company.

Adherence to these standards by Independent Directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of various stakeholders including the investment community, particularly minority shareholders and regulators.

Implementation of best Corporate Governance practices by Independent Directors enhances the Company's governance and management efficiency; improves its image and contributes to the overall growth of the Company's shareholders value.

This Code is for specific use of the Company and its Independent Directors.

This Code takes into account the Principles of Corporate Governance and other Corporate Governance practices.

The Code takes into account the specific legal compliance for the Independent Directors of Companies, as per the Act and also applicable laws and rules.

This Code is a live document intended to be improved and amended based on best practices and evolving practices on Independent Directors in due course.

Subject to the requirements of Section 149(8) & Schedule IV of the Companies Act, 2013 and other applicable laws, compliance with this Code is compulsory for all Independent Directors on the Board of Directors of the Company.

2. 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 practice;

---

3. 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) scrutinize 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;

(5) balance the conflicting interest of the stakeholders;

(6) 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;

(7) Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

---

4. 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.

---

5. 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 there under and that the proposed Director is independent of the management.

(4) The appointment of Independent Directors shall be formalized through a letter of appointment, which shall set out:

(a) the term of appointment;
(b) the expectation of the Board from the appointed Director;
(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;
(g) the remuneration, mentioning periodic fees, reimbursement of expenses and commission, if any.

---

6. RE-APPOINTMENT

The re-appointment of Independent Director shall be on the basis of report of performance evaluation conducted by the Nomination and Remuneration Committee of the Board and the Board itself.

---

7. 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 180 (one hundred and eighty days).

(3) Where the Company fulfils the requirement of Independent Directors even without filling the vacancy, replacement shall not apply.

---

8. SEPARATE MEETINGS

(1) The Independent Directors shall hold at least one meeting in a year without Non-Independent Directors.

(2) All Independent Directors shall strive to be present.

(3) The meeting shall:
(a) review performance of Board;
(b) review performance of Chairperson;
(c) assess flow of information.

---

9. TERMS AND CONDITIONS OF APPOINTMENT

1. Tenure/Term
2. Fiduciary duties
3. Expectation
4. Code of Business Ethics & Insider Trading
5. Evaluation
6. Fees/Commission

EVALUATION MECHANISM

(1) Evaluation by entire Board excluding the Director being evaluated.

(2) Based on evaluation, continuation or extension shall be decided.

****