

## **Code of Conduct for Non-Executive Directors**

Non-Executive Directors of a company will always act in the interest of the company and ensure that any other business or personal association, which they may have, does not involve any conflict of interest with the operations of the company and their role therein.

Non-Executive directors will comply with all applicable laws and regulations of all the relevant regulatory and other authorities as may be applicable to them in their individual capacities.

Non-Executive directors will safeguard the confidentiality of all information received by them by virtue of their position.

The duties of the Independent Directors shall include duties as laid down in the Companies Act, 2013. The duties of the Independent Directors as prescribed in Schedule IV, 'Code of Conduct for Independent Directors' of the Companies Act, 2013 are enclosed as Annexure A.

Independent Director, for the purpose of this Code of Conduct shall mean Independent Director as defined under the Companies Act, 2013 and the Listing Agreements entered into with BSE Limited.

### **Duties of Independent Director**

The Independent Director shall:

- 1) Undertake appropriate induction and regularly update and refresh his 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 committees of the Board of Directors, of which he/ she is a member;
- 4) Participate constructively and actively in the committees of the Board in which he/she is a chairperson or member;
- 5) Strive to attend the general meetings of the company;
- 6) Where he/she has 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 his/ her concerns are recorded in the minutes of the Board meeting;
- 7) Keep himself/ herself well informed about the company and the external environment in which it operates;
- 8) Not 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 himself 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 shall also 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 behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 12) Act within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees; and
- 13) Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is approved by the Board or required by law.