

**CODE OF CONDUCT, ETHICS & BUSINESS PRINCIPLES FOR
DIRECTORS & TEAM MEMBERS**

[as adopted by the Board of Directors at its Meeting held on 14th February, 2014]

FOREWORD:

The values and principles which govern the manner in which the following participants conduct themselves is elaborated in this Code of Conduct, Ethics and Business Principles (“Code”):

- M/s. Trident Tools Ltd (‘the Company’) and its subsidiaries from time to time;
- All the Directors on the Board of Company;
- Every team member of Company including the Directors of Company and its subsidiaries;

The Companies Act, 2013 read with Clause 49 of the Listing Agreement requires the Board of Directors to lay down a code of conduct for all Board members and senior management of the company (‘Code’) which has to be posted on the website of the company. All Board members and senior management personnel are required to affirm compliance with the Code on an annual basis. The annual report of the Company is required to contain a declaration to this effect.

I urge the Directors and team members to read this document carefully and take pride in upholding the high standards of corporate and personal behaviour on which Company’s reputation and respectability have been built since its birth.

The following procedures and guidelines are intended to deal with the most common practical implications of the above principles, but they cannot deal specifically with every potential situation that may arise. Where a team member is in doubt as to how a particular situation should be dealt with from an ethical standpoint, he/she may consult with the Compliance Officer of the company, or may seek independent professional advice. Where a team member wishes to take such advice, he/she should first consult with the Compliance Officer.

On behalf of the Board of Directors**1. NATIONAL INTEREST:**

1.1 Company shall be committed in all its actions to benefit the economic development of the countries in which it operates and shall not engage in any activity that would adversely affect such objective. It shall not undertake any project or activity to the detriment of the Nation’s interests or those that will have any adverse impact on the social and cultural life patterns of its citizens. Company shall conduct its business affairs in accordance with the economic development and foreign policies, objectives and priorities of the Nation’s government and shall strive to make a positive contribution to the achievement of such goals at the international, national and regional level as appropriate.

2. FINANCIAL REPORTING AND RECORDS:

2.1 Company shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which

represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company conducts its business affairs.

- 2.2 Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to company auditors, other authorised parties and government agencies. There shall be no willful omissions of any company transactions from the books and records, no advance income recognition and no hidden bank account and funds.
- 2.3 Any willful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of the Code apart from inviting appropriate civil or criminal action under the relevant laws.

3. COMPETITION

- 3.1 Company shall fully strive for the establishment and support of a competitive open market economy in India and abroad and shall co-operate in the efforts to promote the progressive and judicious liberalisation of trade and investment by a country.
- 3.2 Specifically, Company shall not engage in activities which generate or support the formation of monopolies, dominant market positions, cartels and similar unfair trade practices.
- 3.3 Company shall market its goods and services on its own merits and shall not make unfair and misleading statements about competitors' goods and services. Any collection of competitive information shall be made only in the normal course of business and shall be obtained only through legally permitted sources and means.

4. EQUAL-OPPORTUNITIES EMPLOYER:

- 4.1 Company shall provide equal opportunities to all its team members and all qualified applicants for employment without regard to their race, caste, religion, color, ancestry, material status, sex, age, disability and veteran status. Team members of Company shall be treated with dignity and in accordance with Company's policy to maintain a work environment free of sexual harassment, whether physical, verbal or psychological. Team member (Employee) policies and practices shall be administered in a manner that would ensure that in all matters equal opportunity is provided to those eligible and the decisions are merit-based.

5. GIFTS:

A company and its employees shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits that are intended to, or perceived to obtain business or uncompetitive favours for the conduct of its business. However, a Tata company and its employees may accept and offer nominal gifts which are customarily given and are of commemorative nature for special events.

6. GOVERNMENT AGENCIES:

6.1 Company, its Directors and its team members shall not offer or give any company funds or property as donation to any government agencies or their representatives, directly or through intermediaries, in order to obtain any favorable performance of official duties.

7. POLITICAL NON-ALIGNMENT:

7.1 Company shall be committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India. Company shall not contribute any amount or amounts, directly or indirectly, to any specific political party or for any political purpose to any person except in accordance with and in the manner and within the limits prescribed under the provisions of applicable laws.

8. HEALTH, SAFETY AND ENVIRONMENT:

8.1 Company 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 of the territory it operates in. Company shall be committed to prevention of the wasteful use of natural resources and minimization of any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

9. QUALITY OF GOODS AND SERVICES

9.1 Company shall be committed to supplying goods and services of the highest quality standards backed by efficient after-sales service consistent with the requirement of the customers to ensure their total satisfaction. The quality standards of the Company's goods and services should at least meet the required national standards and the Company should constantly endeavour to achieve the best international standards.

10. CORPORATE CITIZENSHIP:

10.1 Company shall be committed to be good corporate citizen not only in compliance with all relevant laws and regulations but also by actively assisting in the improvement of the quality of life of the people in the communities, in which it operates, with the objective of making them self-reliant. Such social responsibility would comprise: to initiate and support community initiatives in the field of community health and family welfare, water management, vocational training, education and literacy and encourage application of modern scientific and managerial techniques and expertise. This will be reviewed periodically in consonance with national and regional priorities. The Company would also not treat these activities as optional ones but would strive to incorporate them as integral part of its business plan. The Company would also encourage volunteering amongst its team members and help them to work in the communities. Company is encouraged to develop social accounting systems and to carry out social audit of their operations.

11. CO-OPERATION OF Company:

Company shall co-operate with other associate/ group Companies by sharing physical, human and management resources as long as this does not adversely affect its business interests and shareholder value.

In the procurement of products and services, Company shall give preference to another associate/ group Companies as long as it can provide these on competitive terms relative to third parties or bring to bear strategic support.

12. PUBLIC REPRESENTATION OF THE COMPANY AND THE GROUP:

12.1 Company respects the information requirements of the public and its stakeholders. In all its disclosures pertaining to the Company and business information to the public and others such as the media, the financial community, team members and shareholders, Company or other associate/group companies shall be represented only by specifically authorised directors and team members. It will be the sole responsibility of these authorised representatives to disclose information on the Company.

12.2 The Code of Corporate Disclosure Practices instituted by the Company shall always be adhered to.

13. THIRD PARTY REPRESENTATION:

13.1 Parties which have business dealings with Company or other associate/group companies but are not members of Company or other associate/group companies, such as consultants, agents, sales representatives, distributors, contractors, suppliers, etc. shall not be authorised to represent Company or other associate/group companies if their business conduct and ethics are known to be inconsistent with the Code.

14. USE OF THE BRAND:

14.1 The use of trade names and trademarks owned by Company shall be governed by manuals, codes and agreements to be issued by Company.

15. SHAREHOLDERS:

15.1 Company shall be committed to enhancing shareholder value and complying with all regulations and laws that govern shareholders' rights. The Board of Directors of Company shall duly and fairly inform its shareholders about all relevant aspects of the Company's business and disclose such information in accordance with the respective regulations and agreements.

16. ETHICAL CONDUCT:

Every Director and Team member of Company shall deal on behalf of the Company with professionalism, honesty, integrity as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties.

17. Every Director and Team member shall be responsible for the implementation of and compliance with the Code in his professional environment. Failure to adhere

to the Code could attract the most severe consequences including termination of employment of the team member.

18. REGULATORY COMPLIANCE:

18.1.1 Every Director and team member of Company shall, in his/her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he/she operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the Code, then the standards of the Code shall prevail.

19. CONCURRENT EMPLOYMENT:

19.1 No team member of Company shall, without the prior approval of the Board of Directors of the Company, accept employment or a position of responsibility (such as a consultant or a director) with any other company, nor provide "freelance" services to anyone.

20. CONFLICT OF INTEREST:

20.1 No director or team member of Company shall engage in any business, relationship or activity which might detrimentally conflict with the interest of the Company or the Group. A conflict of interest, actual or potential, may arise where, directly or indirectly:

20.1.1 a director or a team member of Company engages in a business, relationship or activity with anyone who is party to a transaction with the Company,

20.1.2 a director or a team member is in a position to derive a personal benefit or a benefit to any of his/her relatives by making or influencing decisions relating to any transaction, and

20.1.3 An independent judgment of the Company's or Group's best interest cannot be exercised.

20.2 The main areas of such actual or potential conflicts of interest would include the following:

20.2.1 Financial interest of director or functional heads of Company or his/her relatives including the holding of an investment in the subscribed share capital of any company or a share in any firm which is an actual or potential competitor, advertiser, supplier, customer, distributor, joint venture or other alliance partner of Company. (The ownership of up to 1% of the subscribed share capital of a publicly held company shall not ordinarily constitute a financial interest for this purpose.)

20.2.2 Director or team member of Company conducting business on behalf of his/ her Company or being in a position to influence a decision with regard to his/ her Company's business with a supplier or customer of which his/ her relative is a principal officer or representative, resulting in a benefit to him/her or his/ her relative.

20.2.3 Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of the team member of

Company where such an individual is in a position to influence the decision with regard to such benefits.

- 20.2.4 Acceptance of gifts, donations, hospitality and/or entertainment beyond the customary level from existing or potential suppliers, customers or other third parties which have business dealings with the Company.
- 20.3 Notwithstanding such or other instances of conflict of interest existing owing to historical reasons, adequate and full disclosure by the interested directors should be made to the Board of Directors through Company Secretary/Compliance Officer. The interested team members should make similar disclosures to the Regional Director and also to the Chief of Human Resources, keeping the concerned Regional Human Resources team member in loop. It is also incumbent upon every director and team member to make full disclosure of any interest which the director and team member or the director's / team member's immediate family, which would include parents, spouse and children, may have in a company or firm which is a supplier, customer, distributor of or has other business dealings with his Company.
- 20.4 Every director who is required to make a disclosure as mentioned above shall do so, in writing, to the Board of Directors through the Company Secretary/Compliance Officer. A team member, who is required to make a disclosure shall do so, in writing, to the Regional Director & Chief of Human Resources, keeping the concerned Regional Human Resources team member in loop, who shall in turn will place it before the Board of Directors/Committee appointed by the Board and, upon a decision being taken in the matter, the Director/team member concerned will be required to take necessary action as advised to resolve/avoid the conflict.
- 20.5 If a director /team member fails to make a disclosure as required herein and the management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the team member or director concerned, the Board of Directors would take a serious view of the matter and consider suitable disciplinary action against the executive/ whole time / managing Director/ team member.
- 20.6 RECRUITMENT OF RELATIVES:
The directors/ team members of Company are prohibited from influencing the hiring/ recruitment of their relatives in any position with or without remuneration in the organization. In the event of any relative seeking an opportunity to be employed with the organization, the concerned director/ team member shall inform the Chief of Human Resources. The recruitment shall be done as per the rules laid down by the Company in conformance with the standards set for recruitment of team members in the Company. Also if any such relative is selected, the director/ team member must suggest to the relative to declare his/ her relationship while joining the Company.

A relative cannot be hired for a role in which he/ she will be working with his or her currently employed relative in the following roles:

- Team member & line manager

- Maker & checker
- Recommender & approver

If a team member gets married to another team member of the Company then the same needs to be declared to the Chief of Human Resources in writing. Such married team members cannot work in the above mentioned roles as per the rules of the company.

21. SECURITIES TRANSACTIONS AND CONFIDENTIAL INFORMATION:

21.1 The Director/ team member of Company and his/her immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company or the Group which is not in the public domain and thus constitutes insider information/ unpublished price sensitive information.

21.2 The Director/team member of Company shall not use or proliferate information which is not available to the investing public and which therefore constitutes insider information for making or giving advice on investment decisions on the securities of the respective Company on which such insider information has been obtained.

21.3 The Director and team members of the Company shall scrupulously and diligently follow the Code of Conduct for Prevention of Insider Trading in the Securities of the Company and the relevant regulations of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and other applicable regulations in force from time to time.

22. PROTECTING COMPANY ASSETS:

22.1 The assets of Company should not be misused but employed for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers, etc.

23. CITIZENSHIP:

23.1 The Director and team member of Company shall, in his/ her private life, be free to pursue an active role in civic or political affairs as long as it does not adversely affect the business or interests of the Company or the Group.

24. INTEGRITY OF DATA FURNISHED:

24.1 Every Director and team member of Company shall ensure, at all times, the integrity of data or information furnished by him to the Company.

25. REPORTING CONCERNS:

25.1 Every Director and team member of Company shall promptly report to the management any actual or possible violation of the Code or an event he/she becomes aware of that could affect his/her or Company's business or reputation.

26. COMPLIANCE WITH LAWS, RULES AND REGULATIONS:

26.1 Every Director and team member of Company who is subject to this Code of Conduct is required to comply with every applicable law in force and rules and regulations made thereunder. They are also expected to encourage and promote statutory compliance in its true letter and spirit. Should they come across or witness any non-compliance by any team member, they are expected to notify the same to the Board at the earliest.

27. MISCELLANEOUS:**27.1 Amendment to the Code**

Any amendment to this Code can be made by/ under the authority of Board of Directors and shall be intimated to all the team members without delay.

27.2 Waiver of/Exemptions from Code

Only the Board of Directors or any Committee thereof can grant any waiver from or exemptions from this Code. However the Board cannot grant exemptions or waivers which are in violations of or not in consonance with the true letter and spirit of any applicable law in force or rules and regulations made thereunder.

27.3 Ascertain what is expected from you:

In every situation team members are expected to know what is expected of them and should strictly act accordingly. As the team members are expected to meet novel situations every now and then, considering the level at which they are working, they are expected to take proper counsel from their senior or may consult the Compliance Officer.

27.4 The Code has been drafted in broad and general form to cover wide variety of situations. Therefore team members are expected to interpret the code in its true letter and spirit and avoid improper behavior.

This Code is intended to comply with the Companies Act, 2013 and the listing agreement. Notwithstanding anything herein to the contrary, this Code will be interpreted only in such manner so as to comply with the Companies Act, 2013 and the listing agreement. Any word not defined in this Code shall have the same meaning as defined under the Companies Act, 2013 and the listing agreement, including any amendments thereto. In case any word or provision as appearing in this Code is contrary to the meaning or provision as provided under the Companies Act, 2013 or the listing agreement, then the meaning or provision as provided under the Companies Act, 2013 / the listing agreement shall prevail.

This policy shall always be in conformity with the provisions of the Companies Act, 2013, listing agreement and any amendments thereto shall be deemed to form part of this Code.

ADDITIONAL CODE FOR THE DIRECTORS OF THE COMPANY ('BOARD MEMBER(S)'):**28.1 Duty to Attend Board/ Committee Meetings:**

28.1.1 It is imperative for the executive management to ensure that all papers related to the agenda for the meeting, including financial results and their variance analysis, reach the Board members at least 5 working days in advance of the Committee/ Board meeting, to enable Board members to read and understand all documents. Directors cannot meaningfully participate in Committees of the Board or Board meetings without first reading and understanding the documents.

28.1.2 To enable Board members plan their schedules, it is necessary to fix the date of future meetings well in advance, and it is good practice for the Board to agree on a calendar of Board meetings/Annual General Meetings dates for each six (6) month period. This also enables the Board members to know and observe the no-transaction/ trading window is closed period for the purchase/sale of company shares under the Code of Conduct for Prevention of Insider Trading in the Securities of the Company prior to the quarterly board meeting/ general meetings of the Company.

28.1.3 The Board Members should make concerted effort to attend all Board/ Committee meetings and in case he/ she is unable to attend the meeting, the same should be notified to the Chair and the Company Secretary. If it is apparent that a Board Member is likely to miss several Board meetings and therefore is unable to fulfill his/her obligations, he/she should consider his/ her continuation as a member of the Board and should consider recommending an alternate director.

28.1.4 Before coming to the meeting, Board Members should read and understand the agenda papers and other relevant documents sent along with the notice of meeting and be prepared for the discussions.

28.1.5 Board Members should participate actively and constructively in the discussions of the Board and should follow the guidelines agreed on by the Board regarding how it will govern and conduct itself. Members can express their views, opinions, contrary opinions on matters under discussion or consideration by the Board of Directors.

28.1.6 The Board of Directors from time to time constitutes various committees with specific reference. Board Members shall attend all the committee meetings and shall ensure that all the reference points are addressed within the prescribed time and format. Presently, the Board of Directors has constituted the following Committees:

- Audit Committee;
- Nomination & Remuneration Committee;
- Stakeholders Relationship Committee;
- Corporate Social Responsibility Committee.

28.1.7 Board Committee meetings need to be so scheduled as to give the Committees sufficient time to deliberate upon matters prior to the Board meeting. All Committees formed should formally meet, as often as necessary, and for this purpose Committee meetings may be scheduled one day prior to the Board meeting, especially the Audit Committee meeting.

28.2 **Active participation in the proceeding at the Board / Committee Meetings:**

28.2.1 The Board Members should participate actively in the proceedings at the Board/Committee Meetings of the Company and should provide a visionary leadership and make a positive contribution to the business and provide direction to the Company, ensuring that the Company is fulfilling its obligations to its stakeholders as well as its legal and regulatory requirements.

28.2.2 A director, if given any operational responsibility shall, while participating in the business of the Company, act honestly, in good faith and in the best interests of the Company, his/her fellow members and the community and should exercise due care, diligence and skill of a reasonably prudent person under comparable circumstances. It shall be their duty to oversee the management of the affairs and business of the Company while allowing and maintaining independence of operating management.

28.3 **Duty to Review Certain Reports/Compliances:**

28.3.1 The Board/ Committee Members are required to review certain reports/compliance statements about the affairs of the Company at such intervals as may be prescribed from time to time. Following is the indicative (but not exhaustive) list of such reports/compliance statements. The Board/ Committee Members may add or modify the reports as they may feel appropriate to ensure statutory compliance and smooth & transparent operations of the Company.

- Statutory Compliance Report;
- Annual and Quarterly Financial Statements along with necessary reports;
- Report on compliance of Code of Corporate Governance;
- Review of Company's Risk Management policies;
- Review of Company's investments and policy thereof;
- Annual Operating Plans and Budgets;
- Remuneration policies for Executive and Non-Executive Directors and Senior Management personnel;
- Review of Internal controls, Systems and Procedures;
- Implementation and review of internal codes including Code for Prevention of Insider Trading, Code of Corporate Disclosure Practices, Code of Ethics & Business Principles etc.

28.4 **Duties under the provisions of Section 166 of the Companies Act, 2013:**

- Subject to the provisions of the Companies Act, 2013, a director of a company shall act in accordance with the articles of the Company.
- A director of the Company shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its team employees, the shareholders, the community and for the protection of environment.

- A director of the Company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- A director of the Company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- A director of the Company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.
- A director of the Company shall not assign his office and any assignment so made shall be void.

28.5 **Duties of Independent Directors under Schedule IV of the Companies Act, 2013:**

The independent directors shall:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- 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;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the Company;
- 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;
- keep themselves well informed about the Company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 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;
- 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;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- 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.

29 CONFLICTS OF INTEREST:

- 29.1 While performing their duties, the Directors will carry out their responsibilities to the exclusion of any personal advantage, benefit or interest. The Directors acknowledge their obligations under the provisions of the Companies Act, 1956, the Disclosure and Investor Protection Guidelines issued by the Securities and Exchange Board of India and shall strictly comply with such applicable Indian and foreign laws, regulations and shall not act by themselves not aid or abet any person acting contrary to any such provisions, judgments, orders – judicial, quasi-judicial, administrative or otherwise issued by a competent authority.
- 29.2 The Directors shall avoid any situation involving a conflict, or the appearance of a conflict, between their personal interests and the performance of their official duties. If such a conflict arises, the Directors shall promptly inform the Board of Directors and withdraw from participation in decision-making connected with the matter. If the conflict is potential rather than actual, the Directors shall seek the advice of the Board about whether they shall reclude themselves from the situation that is creating the conflict.

30 CONTINUOUS DISCLOSURES:

- 30.1 Under Company law, Listing Agreements, and other applicable laws Directors are required to disclose certain information to the Company at regular intervals or as and when some development takes place in the previous disclosures made by the directors. A summary of such disclosure requirements is as under:

30.1.1 Disclosure of Interest in other Companies/Firms:

The Board Members will provide the Company Secretary (on appointment and at such intervals as may be prescribed or when requested by the Company Secretary and where significant changes occur in the interim) with details relating to their employment, other business interests and list of all companies/firms in which they are interested directly or through their relatives.

30.1.2 Disclosure of Certain Transactions:

Board Members agree that where the Company has entered into any contractual arrangement with a company or body in which a member has a declared interest, such support or arrangement shall be disclosed to the Board and same shall also be disclosed in the annual financial statements. If there is a conflict of interest or duty of a director in any transaction, he/she must account to the Company for any benefit he/she receives in the transaction unless otherwise decided by the Board and Members in their meeting.

30.1.3 Disclosure of serious defaults by the Companies/Firms where the Director has an interest:

Board Members shall ensure that any of the company(ies) where he/she is a director is not in serious default such as default in repayment of loan to financial institutions and interest thereof and repayment of public fixed deposits, non preparation of annual accounts, material breach of SEBI and other corporate

laws. Whenever, such situation arise directors shall get in touch with the Compliance Officer for appropriate further action and shall inform the Board. On annual basis a declaration in this regard in the specified format is to be submitted to the Company.

31 COMMUNICATION PROTOCOL:

31.1 Generally, all communication by a non-executive Board member to a team member or associate should to be routed through the Chairman, Managing Director or lastly the Compliance Officer. However, there could be task forces formed comprising of non-executive Board members and team members and in such event, the non-executive Board members may freely communicate with the team members on their specific task forces.

32 PUBLIC STATEMENTS:

32.1 Directors shall always bear in mind the Code of Corporate Disclosures. Directors shall make public statement or express any opinions to the press only in the manner approved by the Board of Directors. When making public statements on matters related to the Company, the Directors shall make it clear whether they are speaking on behalf of the Board.

SCHEDULE IV
(of the Companies Act, 2013)
CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. 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 practices.

II. 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. Scrutinise 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;
6. Balance the conflicting interest of the stakeholders;
7. 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;
8. Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. 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 behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. Acting within their 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.