

CODE FOR INDEPENDENT DIRECTORS

(As per Schedule IV of the Companies Act, 2013)

PREAMBLE

Code of Conduct for Directors and Senior Management of the Company was earlier approved by the Board of Directors of the Company. The said Code of Conduct continues to remain in force. However, the same does not include Code of Conduct for Independent Directors as required under Section 149(8) of the Companies Act, 2013 and Clause 17(5)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (SEBI LODR) Regulations, 2015. As per the Section 149(8) of the Companies Act, 2013 the Company and Independent Directors shall abide by the provisions specified in Schedule IV of the Act. Also, as per the Clause 17(5)(b) of (SEBI LODR) Regulations 2015 as amended from time to time, the Code of Conduct of the Company shall suitably incorporate the duties of Independent Directors as laid down in the Companies Act, 2013.

In order to comply with the aforesaid provisions, the Code of Conduct for Independent Directors is devised (which is supplemental to the existing Code of Conduct for the Board Members and Senior Management of the Company), as under:

"The Independent Directors of the Company shall abide by the Code for Independent Directors as provided in Schedule IV of the Companies Act, 2013 and this has been adopted by the Board of 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.

GUIDELINES OF PROFESSIONAL CONDUCT

An independent director shall:

- ❖ uphold ethical standards of integrity and probity;
- ❖ act objectively and constructively while exercising his duties;
- ❖ exercise his responsibilities in a bona fide manner in the interest of the company;
- ❖ devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- ❖ 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;
- ❖ 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;
- ❖ refrain from any action that would lead to loss of his independence;
- ❖ where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- ❖ assist the company in implementing the best corporate governance practices.

ROLE AND FUNCTIONS

The independent directors shall:

- ❖ 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;

- ❖ bring an objective view in the evaluation of the performance of board and management;
- ❖ scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- ❖ satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- ❖ safeguard the interests of all stakeholders, particularly the minority shareholders;
- ❖ balance the conflicting interest of the stakeholders;
- ❖ 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;
- ❖ moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

DUTIES

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 their 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.

SEPARATE MEETINGS

The Independent Directors of the Company shall hold at least one meeting in a year with the attendance of the independent Directors and members of the Management and all the Independent Directors of the Company shall strive to be present at such meeting.