

Draft

PCS Technology Limited Terms and Conditions of Appointment of Independent Directors

Date:

Mr. _____
Address

Dear Sir,

Sub: Appointment of Independent Director under Companies Act, 2013

We are pleased to inform you that the members of the Company at its Annual General Meeting held on 17th September, 2014 have approved your appointment as Non-Executive Independent Director of the Company ('Independent Director') as recommended by the Board at its meeting held on 30th May, 2014 as an Independent Director on the Board of Directors (the "Board") of PCS Technology Limited (the "Company").

This letter of appointment sets out the terms and conditions covering of your appointment consistent with the Companies Act, 2013 & Rules framed thereunder (the "Act") and the listing agreement with the stock exchanges (the "Listing Agreement").

1. Appointment

Your term of appointment as an Independent Director on the Board will be effective from the 1st April, 2014 for a period of 5 (five) consecutive years. We are pleased to inform you that since the Board have already inducted you as a member of the various Board Committees in the past you continue to act as a Member on the following committees of the Board ("Committees"):

- a)
- b)
- c)

Your appointment on such Committee(s) will be subject to applicable law.

As an Independent Director you will not be liable to retire by rotation.

Further, this tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable regulations & also subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013 and the listing agreement.

You will be eligible for re-appointment for another term as per the applicable regulations,

subject to your fulfilling the criteria for being an Independent Director and not being disqualified to be a Director. Further, the re-appointment shall be on the basis of report of your performance evaluation by the Board of Directors. The re-appointment would require Special resolution of shareholders and any other necessary approvals. Further, The Company is at liberty to disengage Non Executive Independent Director earlier subject to compliance of relevant provisions of Companies Act, 2013.

2. Board Committees

The Board of Directors (the Board) may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations.

3. Training of the Board

The Company will provide suitable training to independent directors to familiarize them with the Company, their roles, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc..

4. Expectations, Role Functions and Duties

You are expected to provide your guidance in the area of expertise, in the functioning of the Board and committee of the Board you may be nominated. In addition to routine board meetings you should allow time for committee meetings, preparatory work and travel, and ensure that you are in position to make the necessary overall time commitment.

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the listing agreement. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature.

The duties and liabilities that came with your appointment would be as per the applicable laws and the Articles of Association of the Company. The laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Rules thereunder) and the Listing Agreement with the Stock Exchange. You will follow the 'Code for Independent Director' as per Schedule IV of the Companies Act. 2013, & PCS Code of Conduct. You are required to make disclosure of your interest as per the requirements of Section 184 of the Companies Act. 2013.

As an Independent Director, you shall have the same general legal responsibilities to the Company as that of any other director. The Board, as a whole, is collectively responsible for ensuring the success of the Company by directing and supervising the Company's affairs.

As an Independent Director, you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective inputs in relation to the Company's strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance. You are also expected to observe and comply with applicable laws, the charter documents of the Company and the rules,

regulations and policies of the Company, in relation to your directorship and the business of the Company.

Your role, functions and duties will be those normally required of an Independent Director under applicable law, including the Act and in conformity with Section 149(8) read with Schedule IV of the Act and Clause 49 of the Listing Agreement, including in relation to attendance of meetings, maintenance of confidentiality, safeguarding the interests of the stakeholders, bringing objective judgment, asking clarifications, etc. An illustrative list of your role, functions and duties are summarized in Annexure A.

In addition, your conduct will be governed by applicable law, including the guidelines for professional conduct set out under the Code of Independent Directors, as provided in Section 149(8) read with Schedule IV of the Act (refer Annexure-B), the duties of directors as set out under Section 166 of the Act and the duties and responsibilities as set out under Clause 49 of the Listing Agreement. The aforementioned guidelines for professional conduct and duties and responsibilities of directors shall be deemed to be incorporated into this letter of appointment and shall form an integral part of this letter.

5. Remuneration and Reimbursement of Expenses

You will also be entitled to sitting fee for attending the meetings of the Board or Committee thereof either personally or through Video Conference or other audio visual means or for any other purpose whatsoever as may be decided by the Board of Directors from time to time. The remuneration and fee payable shall be subject to applicable tax deduction at source. Currently the Company pays Rs. 10,000/- as the sitting fees for each meeting of the Board and Committee meeting.

You will be paid such remuneration by way of sitting fees for attending meetings of the Board and its Committees as may be decided by the Board from time to time in compliance with applicable law. The remuneration shall be subject to applicable taxes and the Company may withhold therefrom any amounts as are required to be withheld pursuant to applicable law. Any tax liability arising in respect of payments made pursuant to your remuneration shall be borne solely by you.

In addition to the remuneration described above the Company will, for the period of your appointment, reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties.

6. Insurance

The Company will take an appropriate "Directors' and Officers' liability insurance" (D & O policy) and pay the premium for the same covering the personal liability of directors and officers for claims made against them while serving on the Board and / or as an officer of the Company. It is intended that the Company will assume and maintain such cover for the full term of your appointment.

7. Membership of other boards

It is accepted and acknowledged that you may have directorships/ business interests other than those of the Company. As a condition precedent to your appointment commencing, you are required to declare your directorships, appointments and interests to the Board in writing in the prescribed form. Thereafter, you need to make additional/ fresh disclosures whenever there is a change or potential change in your disclosed interest and also annually before the commencement of each financial year. Additionally, you shall also give an annual declaration that you meet all the criteria for independence as specified in Section 149 of the Act.

8. Confidentiality

(i) All information in relation to the Company acquired during your appointment and tenure as an independent director is confidential and should not be disclosed to third parties unless required by law.

(ii) As a director, you are subject to and bound by the prohibition and restrictions against insider trading and disclosure of unpublished price sensitive information, as prescribed under the Act and the regulations issued by the Securities and Exchange Board of India ("SEBI"). You would have to strictly abide by the Code of Conduct for Prevention of Insider Trading of the Company under SEBI (Prohibition of Insider Trading) Regulations, 1992 (as amended or replaced from time to time).

9. Mechanism for evaluating Board members

Your performance evaluation will be done by the Board of Directors annually, without your participation. You will participate in reviewing the performance of non-independent directors and the Board as a whole, performance of the Chairperson and other independent directors.

10. Independence

The Board of Directors of the Company inter alia has given due consideration to your declaration of being qualified as "independent" in accordance with the Companies Act, 2-13 and the Listing Agreement with the Stock Exchange. You are expected to continue to be qualified as 'Independent' during the tenure and provide periodic declaration to the effect as required by regulations. You will be identified as 'Independent Director in the Annual Report and other documents and publications of the Company. If circumstances change and you believe it may not be possible for you to retain your independence you should discuss this with the chairman as soon as possible.

11. Prohibition on insider Trading and Code of Conduct.

Directors are prohibited from dealing in the Company's shares during the period when the

trading window is closed. Further, directors being designated officers of the Company for the purpose of insider trading guidelines are to pre-clear all trades (buy/sell/gift) from the Chairman of the Company and the Compliance officer. You are required to comply with the applicable insider trading laws and regulations. You will follow the Code for Independent Director' as per schedule IV of the Companies Act, 2013 (as annexed herewith) and "PCS Code of Conduct" (Annexure C) which is enclosed with this letter of appointment.

12. Governing Law and Jurisdiction

This letter and any non-contractual obligations arising out of or in connection with this letter are governed by, and shall be constructed in accordance with the laws of India and subject to the exclusive jurisdiction of the Court of India

13. Other Terms and Conditions

Evaluation

Your performance will be evaluated as per the requirements of the Act and the Listing Agreement.

Termination

(i) You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board stating out the reason for resignation. Further, your appointment may be terminated in accordance with applicable law.

(ii) Continuation of your appointment is contingent on your willingness to continue as an independent director, and you getting re-appointed by the shareholders in accordance with applicable law. You will not be entitled to compensation in case the shareholders of the Company do not re-appoint you at any time.

Liability

Subject to applicable law, for any breach of your duties you will be liable to consequence prescribed under applicable law and in relation to the Company, you would be liable for such acts of omission or commission by the Company which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance, or where you have not acted diligently.

14. Conflict of Interest

It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition precedent to commencement of your appointment, you are required to declare to the Company any such directorships, appointments and interests to the Board. Thereafter you are required to declare to the Company whenever there is any change in the circumstances which may affect your status as an independent director.

15. **Miscellaneous**

Your appointment is also subject to the maximum permissible directorships that one can hold under applicable law, including as per the provisions of the Act and the Listing Agreement.

You will not be an employee of the Company and this letter shall not constitute a contract of employment.

You will be provided with the details of our Board members, Senior Management Team, Organisation Chart, Board Committees, Financial performance, Applicable Policies/Codes, Schedule IV of the Act, being the Code for Independent Directors, etc. We trust you will find these useful and informative.

16. **Contact Person**

Mr. _____, the Company Secretary having email id:- _____ phone no. _____ shall remain in regular touch with you to provide all required clarifications/information, as you may require relating to our Company.

Kindly confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

This letter of appointment does not constitute a contract of employment in any manner and should be treated accordingly.

Yours Sincerely

Chairman of the Board.

Encl : Annexure A;

Annexure B- Schedule IV –Code of Conduct for Independent Director;

Annexure C - PCS Code of Conduct.

Annexure -A

1. Role and Functions

As an Independent Director on the Board, you will be responsible for some tasks individually and some collectively with the other Directors of the Company. Accordingly, you are expected to:

- (i) 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;
- (ii) bring an objective view in the evaluation of the performance of board and management;
- (iii) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (iv) satisfy yourself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (v) safeguard the interests of all stakeholders.
- (vi) collectively determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management
- (vii) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholders' interest.

2.. Your Duties

As an independent Director you will:

- (i) undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the Company;
- (ii) 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;
- (iii) strive to attend all meetings of the Board and of the Committees of which you are a member;
- (iv) attend meeting(s) of the independent directors of the Company to:
 - (a) review the performance of non-independent directors and the Board as a whole;
 - (b) review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors; and
- (v) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties;
- (vi) participate constructively and actively in any Committees in which you are a chairperson or member;
- (vii) strive to attend the general meetings of the Company;
- (viii) where you 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 your concerns are recorded in the minutes

- of the Board meeting;
- (ix) keep yourself well informed about the Company and the external environment in which it operates;
 - (x) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the Company;
 - (xi) 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;
 - (xii) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
 - (xiii) acting within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
 - (xiv) 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.

In addition to the above, your conduct will be governed by applicable laws and guidelines as may be applicable and in force from time to time. The aforementioned guidelines for professional conduct and duties and responsibilities of directors shall be deemed to be incorporated into this letter of appointment and shall form an integral part of this letter.

Annexure – B

SCHEDULE IV read with section 149(8) of the Companies Act 2013

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfillment 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 clarification 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 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.

IV. 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 thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out:
 - (a) the term of appointment;
 - (b) the expectation of the Board from the appointed director: the Board-level committee(s) in which the director is expected to serve and its tasks;
 - (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; and
 - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.

- (6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. 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 one hundred and eighty days from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

- (1) The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
- (2) All the independent directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
 - (a) review the performance of non-independent directors and the Board as a whole;
 - (b) review the performance of the Chairperson of the company, taking into account the views of executive and non-executive directors;
 - (c) assess the quality, quantity and timelines of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - (d) assess the quality, quantity and timeliness of flow of information between the co.

VIII. Evaluation mechanism:

- (1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

Annexure- C

PCS TECHNOLOGY LIMITED

CODE OF BUSINESS CONDUCT & ETHICS FOR BOARD MEMBERS, SENIOR MANAGEMENT AND EMPLOYEES

1 Introduction

- 1.1 This Code of Conduct (hereinafter referred to as “**Code**”) has been adopted by PCS Technology Limited (hereinafter referred to as “**the Company**”) to comply with applicable law and the rules and regulations of the Stock Exchanges on which the securities of the Company are listed. The principles prescribed in this Code are general in nature and lay down broad standards of compliance to Clause 49 of the Listing Agreement with the Stock Exchanges.
- 1.2 This Code is applicable to the Board Members (hereinafter referred to as “**Directors**”) and the Senior Management Personnel (hereinafter referred to as “**Senior Management**”) and employees of the Company.
- 1.3 The principal duty of the Board of Directors, along with the Senior Management, is to ensure that the Company is well managed in the interests of its shareholders.
- 1.4 The purpose of this Code is to demonstrate the ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence reposed in the Management by the stakeholders and business partners. It represents the underlying core ethical values and commitment to lay standards of integrity, transparency, fairness, accountability and pursuit for excellence. All Directors and Senior Management and employees, must adhere to, comply with and uphold the provisions of this Code and the standards laid down under the provisions of this Code and the standards laid down hereunder in their in their day-to-day functioning.
- 1.5 The Code comes into force with effect from **1st day January, 2006 and as amended w.e.f. 21st May, 2014.**
- 1.6 All Directors and Senior Management shall sign the acknowledgement form annexed as **Appendix I** hereto and return the form to the Company Secretary indicating that they have received, read and understood the provisions of this Code, and agree to comply with the same. All Directors and Senior Management shall be required to affirm compliance with this Code on an annual basis, within 30 days of the close of every financial year to the Company Secretary, in the form annexed hereto as **Appendix II.**

2 Definitions

2.1 In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

“**Directors**” means all the members of the Board of Directors of the Company including the Non-Whole-time Directors.

“**Chairman**” means the person occupying the position of the Chairman of the Board of Directors of the Company.

“**Whole-time Directors**” means the Board Members who are in whole-time employment of the Company.

“**Non-Whole-time Directors**” means the Board Members who are not “Whole-time Directors” of the Company.

“**Senior Management**” means “Key Executives” of the Company in the level of Vice President and above including persons on contract employment occupying similar positions.

“**Employees**” means the persons includes permanent employees as well as those on probation in the Company.

“**Relative**” means “relative” as defined in Section 2(77) and to read with Clause 4 of the Companies (Specification of Definitions details) Rules 2014 of the Companies Act, 2013.

2.2 In this Code, words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

3 Guidelines for Conduct of Directors

The Directors and Senior Management shall take due care in performance of his/her duties, act in good faith and within the authority conferred upon them in the best interests of the Company and will:

- 3.1 make reasonable efforts to attend Board and committee meetings;
- 3.2 dedicate time and attention to the Company to the extent appropriate;
- 3.3 seek to comply with all applicable laws, regulations, confidentiality obligations and corporate policies of the Company; and
- 3.4 conduct themselves in a professional, courteous and respectful manner with due competence and diligence without allowing their independence, judgment to be subordinated.

4 Corporate Business Opportunities

A corporate business opportunity is an opportunity which is in the Company’s line of business or proposed expansion or diversification based on the Company’s business plan, which the Company is financially able to undertake and which may be of interest to the

Company. In carrying out their duties and responsibilities, the Directors, Senior Management and Employees are prohibited from:

- 4.1 appropriating corporate business opportunities for themselves that are discovered through the use of Company resources or information or their position as Directors or employees
- 4.2 using Company resources or information, or their position as the Directors or Senior Management Personnel, for personal gain; and
- 4.3 competing with the Company, directly or indirectly.

Notwithstanding what is stated in **4.3** of this Code:

- (i) A Director or Senior Management Personnel who learns of such a corporate business opportunity and who wishes to avail of it should first disclose such opportunity to the Company's Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in such opportunity, then, and only then, may the Director or Senior Management Personnel avail of it, provided that the Director or Senior Management Personnel has not wrongfully utilized the Company's resources in order to acquire such opportunity.
- (ii) Directors of the Company who learn of a corporate business opportunity (other than from the use of the Company's resources or information or their position as a Director of the Company), will not be obliged to disclose such a corporate business opportunity to the Board of the Company and can avail of such corporate business opportunity.

5 Conflicts Of Interest

5.1 A 'conflict of interest' occurs when the private interest of an employee, officer, senior management personnel or Director interferes in any way with the interests of the Company. A conflict situation may arise when an employee, officer, senior management personnel or Director takes action or has any interest that may make it difficult for him to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee, officer, senior management personnel or Director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. To avoid conflict of interest the Directors and Senior Management shall:

- (i) avoid all situations, decisions or relationships which give or could give rise to conflict of interest or make it difficult for them to perform their work objectively and effectively;
- (ii) avoid dealings with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company;
- (iii) avoid receiving, or permitting members of their immediate family to receive, improper personal benefits from the Company, including loans from or guarantees of obligations by the Company.

- (iv) inform the Board, at the earliest opportunity, any existing or potential conflict of interest situation.

6 Company Property

- 6.1 In carrying out their duties and responsibilities, all employees and Directors should endeavor to protect the Company's assets and proprietary information, and ensure that the same are not being misused by the Directors, Senior Management and the employees of the Company. Any suspected incident of fraud, mismanagement of Company assets or theft should be immediately reported for investigation to the Chairman of the Board or such other person as designated in this regard.

7 Confidential Information

- 7.1 Directors and Senior Management should maintain the confidentiality of confidential information entrusted to them in carrying out their duties and responsibilities, except where disclosure is approved by the Company or legally mandated or if such information is already in the public domain. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. The Company's confidential information shall not be inappropriately disclosed or used for the personal gain or advantage of anyone other than the Company. These obligations apply while employed or serving as a Director of the Company even after employment or the Director's term with the Company ends.
- 7.2 In all its public appearances with respect to the disclosing information in relation to the Company's activities to the public, media, financial community etc., the Company shall be represented only by specifically authorised Directors and Senior Management personnel.

8 Compliance with Laws and Regulations

- 8.1 Every Director and Senior Management shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he or she operates.
- 8.2 In addition, if any Director or Senior Management of the Company becomes aware of any information that he or she believes constitutes evidence of a violation of laws, rules or regulations applicable to the Company or the operation of its business, he/she should bring such information to the attention of the Chairman of the Board or such other person as designated in this regard.

9 Insider Trading

- 9.1 The Directors and Senior Management shall comply with the Code of Conduct for Prevention of Insider Trading of the Company in dealing with the securities of the Company as applicable from time to time.

9.2 It is the responsibility of each Director and members of Senior Management to become familiar with and understand these laws, regulations, policies and codes, and to seek further explanations and advice concerning their interpretation, if required.

10 Encouraging The Reporting Of Illegal Or Unethical Behavior

Directors should endeavor to promote ethical behavior and to encourage employees to report evidence of illegal or unethical behavior to appropriate Company personnel. It is the policy of the Company to not allow retaliation against any employee who makes a good faith report about a possible violation of this Code.

Suspected violations of this Code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations will be appropriately investigated. When in doubt of the best course of action in a particular situation, Directors are encouraged to talk promptly to the Chairman of the Board or the Chairman of the Audit Committee. Directors are expected to fully cooperate in internal investigations of misconduct.

A director charged with a violation of this Code should not participate in a vote of a Committee or the Board concerning his/her alleged violation, but may be present at a meeting of the Board or of a Committee convened for that purpose.

11 No Rights Created

11.1 This Code sets forth guidelines for conduct of the Directors and Senior Management of the Company. This Code is not an expressed or implied contract of employment and does not create any contractual rights of any kind between the Company and its employees. In addition, all employees should understand that the Code does not modify their employment relationship, whether at will or governed by contract.

12 *Waiver and Amendments*

12.1 Any amendment to this Code must be approved by the Board of Directors and publicly disclosed as required by any applicable law or regulation.

12.2 Any waiver of this Code for the benefit of any executive officer or Director of the Company may be made only by the Company's Board of Directors and shall be disclosed promptly as required by applicable laws and regulations including the rules of any exchange on which the Company's securities are then listed or traded.

13 *Placement of the Code on Website*

13.1 Pursuant to Clause 49 of the Listing Agreement, this Code and any information and any amendments thereto shall be posted on the Website of the Company.

14 Enforcement of Code of Conduct

- 14.1 All Director and Senior Management shall be accountable for fully complying with this Code.

15 Consequences of Non-compliance of this Code

- 15.1 In case of Breach of this Code by the Directors, the same shall be dealt with by the Board of Directors for initiating appropriate action, as deemed necessary.
- 15.2 In case of breach of this Code by the Senior Management, the same shall be dealt with by Chairman / Managing Director for initiating appropriate action, as deemed necessary.

CODE OF BUSINESS CONDUCT & ETHICS FOR BOARD MEMBERS AND SENIOR MANAGEMENT AND
EMPLOYEES

ACKNOWLEDGEMENT FORM

I, have received and read the Company's **CODE OF BUSINESS CONDUCT & ETHICS FOR BOARD MEMBERS AND SENIOR MANAGEMENT AND EMPLOYEES ("this Code")**. I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature :

Name :

Designation :

Date :

Place :

CODE OF BUSINESS CONDUCT & ETHICS FOR BOARD MEMBERS AND SENIOR

MANAGEMENT AND EMPLOYEES

ANNUAL COMPLIANCE REPORT*

I, do hereby solemnly affirm to the best of my knowledge and belief that I have fully complied with the provisions of the **CODE OF BUSINESS CONDUCT & ETHICS FOR BOARD MEMBERS AND SENIOR MANAGEMENT AND EMPLOYEES** during the financial year ending 31st March,

Signature :

Name :

Designation :

Date :

Place :

* To be submitted by 30th April each year.