

## **Directors' Code of Conduct**

### **1. Insider Trading**

A Director shall refrain from making personal gains, for himself/herself or on behalf of spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law, friends or any other third parties, from information received because of his/her privileged professional positions. A Director shall not use any information or opportunity received by him/her in his/her capacity as a Director in a manner that would be detrimental to the Company's interests.

### **2. Disclosure of Company's Information**

A Director shall maintain secrecy of the Company's policy, strategy, business plans and any information which are confidential in nature. He or she shall not disclose such information or give any indication based on such information to anyone, who is not privy to such information, within or outside the Company.

### **3. Use and Disclosure of Client and Employee Information**

Information obtained directly or indirectly from a client or an employee shall be used only for the specific purpose or transaction for which it was given or collected and shall not be shared with others or be disclosed without the consent of the relevant party.

### **4. Conflict of Interest**

A Director shall inform the Board in writing if any conflict arises between his/her personal interest and the Company's interest. Conflict of interest may arise due to a Director's diverse business interests and involvements. If any such conflict arises, the Director shall consider his/her role as a Director of the Company and give opinion or take decision, keeping in mind the best interests of the Company. Such matters shall be settled amicably and in the best interests of the Company.

### **5. Transactions with the Company**

In cases of transactions with the Company, where a Director of the Company has a direct or indirect interest, the following conditions are required to be met:

- a) The transaction meets the Company's usual criteria for evaluating new business;
- b) The concerned director shall disclose his/her interest in writing to the

- c) The director concerned shall not participate in the decision of the transaction;
- d) The circumstances are noted in the minutes of the Executive Committee meeting dealing with the matter; and
- e) The transaction has the unanimous approval of the Board.

#### **6. Involvement in Competing Business**

A Director shall not be involved in a business which is in direct or indirect competition with the Company or any business the Company has plans to do in the immediate future. Involvement through himself/herself or on behalf of spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as involvement of the Director.

#### **7. Compliance of Laws**

A Director shall comply with all applicable laws, rules, regulations and notifications issued by the competent authorities from time to time.

#### **8. Annual Compliance**

I have complied with this code during the year.