CODE OF CONDUCT FOR NON-EXECUTIVE DIRECTORS

Non-Executive Directors of a Company would:-:

- *Always act in the interest of the company and ensure that any other business or personal association which the director has does not involve any conflict of interest with the operations of the company and his/her role therein.*
- *Comply with all applicable laws and regulations of all the relevant regulatory/ies and other authorities as may be applicable to such Directors in their individual capacities.*
- *Safeguard the confidentiality of all information received by them by virtue of their position.*

The Independent Directors shall –

- *regularly update and refresh their skills, knowledge 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 the director is a member;*
- *participate constructively and actively in the committees of the Board in which the director are chairperson or member;*
- *strive to attend the general meetings of the company;*
- *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 behavior, actual or suspected fraud or violation of the code of conduct or ethics policy;*
- *acting within directors authority, assist in protecting the legitimate interests of the company, shareholders and its employees;*
- *not disclose confidential information unless such disclosure is expressly approved by the Board or required by law.*
- *any other code recommended by the Nomination Remuneration Committee and accepted by the Board from time to time.*

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