

## **CODE OF CONDUCT FOR BOARD OF DIRECTORS** **Seya Industries Ltd**

*The following principles govern the conduct of the Board:*

### **1. Honesty and Integrity:**

- i. Directors shall act honestly and with integrity in all of their dealings for the Company.
- ii. Directors will not make promises or commitments that the Company does not intend, or would be unable to honour.
- iii. Directors shall adhere to the truth, and not mislead directly or indirectly nor make false statements, nor mislead by omission.

*In performing their Board and Board Committee functions, the Directors will:*

- i. act diligently, honestly and in good faith
- ii. represent the interests of the stakeholders of the Company
- iii. exhibit high standards of integrity, commitment and independence of thought and judgment
- iv. dedicate sufficient time, energy and attention to ensure the diligent performance of his or her duties
- v. provide leadership in advancing the Company's Mission, Aspiration, values and leadership attributes
- vi. discharge their duties, as members of the Board and any Board Committees on which they serve, in accordance with their good faith business judgment and in the best interests of the Company and its stakeholders
- vii. become and remain familiar with the Company's business and economic environment in which the Company operates and understand the Company's principal business plans, strategies, and objectives, operations results and financial conditions, and relative marketplace position
- viii. commit the time necessary to prepare for, attend in person or telephonically, as appropriate and actively participate in regular and special meetings of the Board and of the Board committees on which they serve; and
- ix. Comply with every provision of this Code.

### **2. Conflicts of interests:**

Directors must avoid any conflicts of interests with the Company. Directors will not enter into, without the prior approval of the disinterested members of the Board, any transaction or relationship with the Company in which they have a financial or personal interest (either directly or indirectly, such as through any relative (as defined under Section 2(41), Section 6 read with Schedule IA of the Companies Act, 1956 or any statutory modification or re-enactment thereof), or an Organisation with which the Director is affiliated, or any transaction or situation which otherwise involves a conflict of interest. However in case of dealing with the Company, the Director will always be at arm's length to avoid the possibility of actual or perceived conflicts of interest.

### **3. Corporate Opportunities:**

Directors should not make use of Company's property, information, or position for themselves. No Director may compete with the Company or use of Company property, information, or position, for improper personal gain.

### **4. Confidentiality:**

Pursuant to their fiduciary position, Directors should maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company, its business, customers or suppliers that comes to them, from whatever source, except when disclosure is authorised or legally mandated. For the purpose of this code, "confidential information" includes all non-published information relating to the Company, its business, joint venture partners, intellectual property, outside agencies or employees. Directors will not use confidential information obtained by them as a Director of the Company for personal financial gain, nor will that information be used to obtain financial benefit for any other person or business.

### **5. Protection and Proper use of Company Assets:**

Directors should not misuse the assets of the Company but it should be employed for the purpose of conducting the business of the Company. These include tangible assets such as equipment & machinery, systems, facilities, resources as well as intangible assets such as intellectual property rights, proprietary information & so on.

### **6. Insider Trading:**

Directors should observe Company policies applicable to them as reflected in Company's Code of Conduct for Prevention of Insider Trading as well as the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 or any statutory modification thereof with respect to the purchase & sale of and dealing in the Company's securities.

### **7. Compliance with laws and Company Policies:**

Directors should comply, and endeavor to ensure that management is causing the Company to comply, with applicable laws, rules and regulations. In addition, if any Director becomes aware of any information that he or she believes constitutes evidence of a material

violation of the securities or other laws, rules or regulations applicable to the Company or the operation of its business, by the Company any employee or another Director, then such Director should bring such information to the attention of the Chairman of the Board.

#### **8. Accountability:**

The Code referred to herein is applicable to all Directors, who are accountable for compliance of this code. The Directors are required to acknowledge the receipt of this Code as per Annexure A. Directors should communicate any suspected violations of this Code promptly to the Chairman of the Board. Suspected violations will be investigated as per the direction of the Board and appropriate action will be taken to that effect.

#### **9. Amendments of the Code**

The Board shall review and reassess the adequacy of this code as may be necessary, and make any amendments that it deems appropriate. All Board members shall affirm compliance with the code on an annual basis. Any amendment or waiver of any provision of this code must be approved in writing by the Company's Board of Directors and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

#### **10. Compliance with the Code**

All the Directors are required to certify annually to the Board about the compliance with this Code. Such certification may be substantially in the form attached as Annexure B to this code.

### **CODE OF CONDUCT FOR SENIOR MANAGEMENT**

*Seya Industries Ltd* 's commitment to ethical and lawful business conduct is the fundamental shared value of our Board of Directors, management and employees and critical to the Company's success. In furtherance of this commitment, the Board of Directors of the Company has approved the Code of conduct for Senior Management of the Company (the "Code") and is published on the Company's website. The Code is applicable to the Senior Management of the Company. The term "Senior Management" shall include personnel viz. President, Vice-President, General Managers and all Functional Heads of the Company (hereinafter referred to as "Officers").

All the Officers covered by this Code are expected to follow the stipulated guidelines in the Code.

This Code is intended as a source of guiding principles, since no code or policy can anticipate every situation that may arise. This Code has been designed to deter wrongdoing and to promote:

- ✓ Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- ✓ Full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to Registrar of Companies, Securities & Exchange Board of India (SEBI), Stakeholders, Stock Exchanges or to any other government authorities, or otherwise makes public ;
- ✓ Commitment to enhance stakeholder's value and provide them proper timely service and also to comply with all regulations & laws that govern stakeholders' rights.
- ✓ Not disclosing the Company's confidential information to the outside public.
- ✓ The prompt internal reporting of violations of this code.
- ✓ Accountability for adherence to this code.
- ✓ To own up the responsibility for the failure and mistakes.

#### **1. CONFLICT OF INTEREST**

An Officer of the Company shall avoid any type of conflict of interests. The conflict of interests may be of the following nature:

A. Employment / Outside employment: All the Officers of the Company are expected to devote their full attention to their assignments and work areas in the Company. Officers are prohibited from engaging in any activity that interferes with their assignments and work areas in the Company. Our Code prohibits simultaneous employment with outside agencies or competitors of the Company, or from taking part in any activity that enhances or supports a competitor's position. Additionally, Officers must disclose to the Managing Director (MD), any interest that may conflict with the business of the Company.

B. Outside Directorships: Any Officer serving on the Board of another Company will be treated as a conflict of interest. Officers must first obtain approval of the MD before accepting any such directorship.

C. Business Interests: If an Officer is considering investing in any outside agencies or competitor of the Company, he or she must first take care to ensure that these investments do not conflict with their responsibilities to the Company. As per the Code prior approval of the MD is required before making such an investment.

D. Related Parties: All the Officers should avoid conducting Company business with a relative, or with a business in which his relative is associated in any significant role. Relatives include spouse, siblings, children, parents, grandparents, grandchildren, step relationships, and in-laws. The Company discourages the employment of relatives of Officers in positions or assignments within the same department. Further the Company should ensure that the Officer is not involved in selection or in assessment of related employees. Further the Company prohibits the employment of such individuals in positions that have a financial dependence or influence (e.g. an auditing or control relationship, or a supervisor / subordinate relationship).

E. Payment or gifts from others: All the Officers shall not accept any offer, payment either directly or indirectly or promise to pay or authorisation to pay any money, gift, or anything of value from outside agencies. Officers may accept nominal gifts such as sweetmeats, diaries, small mementos or gifts given at family functions. Gifts given by Company to outside agencies should be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety. The nature and cost must always be accurately reported in the Company's books and records.

F. Corporate opportunities : Officers should not use the corporate opportunities for their own personal gain, unless the opportunity is disclosed fully in writing to the MD and the MD declines to pursue such opportunity.

G. Industry associations : Officers should take care not to conflict their industry associations with the Company's business interests.

H. Other situations: As stated earlier this Code is not an exhaustive Code, therefore any other situation not mentioned in the Code may arise, it would be impractical to attempt to list all possible conflict of interest. Therefore the other situations will depend on circumstances of the case.

## **2. SOCIAL BEHAVIOUR:**

Officers are expected to conduct themselves in a manner befitting the Company image during Company or corporate parties. Officers must maintain sobriety during such parties and associated social drinking. Any kind of excess or extremity must be avoided. Lack of concern in this regard can cause unpleasantness and tarnish Company's image.

## **3. MISCONDUCT:**

Officers shall maintain discipline in the Company and any misconduct will attract disciplinary action by the Company.

## **4. POWER OF ATTORNEY:**

All authorisations / Power of Attorney, issued by the Company in favour of Officers shall stand revoked after cessation of their employment with the Company. Even while serving the notice period, such Officer should with due discretion use the authorisation / Power of Attorney. Upon such cessation of employment, the Officer should forthwith return all originals and copies to the concerned head of the department. If for any reason any Officer fails to return such documents, the Company will have the right to withhold the dues of the concerned Officer.

## **5. DONATION:**

Officers should not offer or give any Company funds or property as donation to any government agency or its representative, directly or through intermediaries, in order to obtain any favourable performance of official duties from the government agencies.

## **6. HONORARIA:**

Officer should not receive any honoraria unless the Officer first receives express authorisation from the MD for speaking at the events. Officers are permitted to get reimbursed for expenses like travel, lodging and boarding etc. and acceptance of nominal gift is permitted from the organisation that requested the speech / presentations etc.

## **7. HEALTH, SAFETY & ENVIROMENT:**

It will be the responsibility of the Officers to comply with all the regulations of the Company concerning the health, safety and environment. However there would be special emphasis laid on individual initiatives & self – discipline.

## **8. COMPLIANCE WITH GOVERNMENTAL LAWS, RULES REGULATIONS AND COMPANY POLICIES :**

It is the duty of each and every Officer to comply, with applicable laws, rules and regulations. Officers must acquire appropriate knowledge of the legal requirements and also keep themselves updated of all the amendments relating to their duties. Violations of applicable governmental laws, rules and regulations may subject officers to individual, criminal or civil liability, as well as to disciplinary action by the Company. Such individual violations may also subject the Company to civil or criminal liability or the loss of business. In addition, if any Officer becomes aware of any information that he or she believes constituting evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company or the operation of its business, by the Company, then such Officer should bring such information to the attention of the MD.

## **9. INSIDER TRADING:**

Officers should observe Company policies applicable to them as reflected in "Company's Code of Conduct for Prevention of Insider Trading as well as the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 or any statutory modification or re-enactment thereof with respect to the purchase & sale of and dealing in the Company's securities.

## **10. PROTECTING COMPANY ASSETS :**

Officer should not misuse the assets of the Company but it should be employed for the purpose of conducting the business of the Company. These include tangible assets such as equipment & machinery, systems, facilities, resources as well as intangible assets such as intellectual property rights, proprietary information & so on.

## **11. COMPANY'S PUBLIC DISCLOSURES :**

It is the duty of the Officers to make sure that all the Company's filings with the government authorities, SEBI and stock exchanges, Registrar of Companies be accurate and timely. Depending on their position with the Company, Officers may be called upon to provide information to assure that the Company's public reports are complete, fair and understandable. The Company expects all of its Officers to take this responsibility very seriously and to provide information that is accurate, complete, objective, relevant, timely and understandable.

## **12. PRESERVING CONFIDENTIALITY:**

It is the duty of the Officers to protect the Company's confidential information. Officers must make sure that the Company information does not leak prematurely into the press or to competitors. Responsibility of the Officers extends beyond merely not revealing confidential Company material ; they also include its proper labelling, securing and disposal ; the safeguarding of confidential information that the Company receives from third parties under non-disclosure agreements ; and internal compliance with applicable intellectual property laws, such as those protecting patents, copyrights, trade secrets and trademarks.

a. Confidential information Officers shall not disclose the confidential information without any appropriate non-disclosure agreement. When such instances arise, simply make sure of execution of such agreement with appropriate parties. In addition Officers should report to the MD of any possible infringements of Company's confidential information.

b. Third – party information: Officers should not disclose confidential Company information to any third – party. Officers should take care not to accept any confidential information from third parties without a duly signed non-disclosure agreement. Even after the agreement is signed, try only to accept as much information as is necessary to accomplish ones business objectives. Also, please remember that Officers are Officers should also be sure to obtain legal licenses for any third-party software he / she uses in work, and that one has received a publisher's consent, or consult the information Technology department, before copying any publication or software in connection with ones work with the Company.

c. Outside Communications: Officers should not disclose Company confidential information on the internet or anywhere else unless one is authorised to do so as part of his / her job. Officer should never discuss about the Company with members of the media unless he / she has been explicitly authorised to do so.

d. Communication with the Financial Community: Officer should not disclose any confidential information to the financial community, the press or any other outside organisation without prior approval. Anyone who violates this policy may be subject to disciplinary action, including immediate termination.

## **13. ACKNOWLEDGEMENT:**

Officers are required to sign the acknowledgement form annexed to this code (Annexure I) and return the same to the Legal & Secretarial department indicating that they have received, read and understood, and agree to comply with the code.

## **14. VIOLATIONS OF THE CODE**

It is imperative that the Officers of the Company follow this Code. Violation of this Code could cause significant liability to the concerned Officer. The Company shall take appropriate action against any of its Officer found to be violating the principles and policies of this Code.

## **15. WAIVERS AND AMENDMENTS OF THIS CODE:**

Officer should take note that this Code is subject to modification and amendment. Any amendment or waiver of any provision of this code must be approved in writing by the Company's Board of Directors and promptly disclosed on the Company's web site and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment of waiver.

## **16. COMPLIANCE WITH THE CODE:**

Each Officer is required to certify the compliance with this code. Such certification may be substantially in the form attached as Annexure II to this code.

## **17. LAW OF LAND:**

Officers of the Company in India and abroad should comply with the laws and regulations of the Country in which they operate.