

CODE OF CONDUCT & ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

1. INTRODUCTION

The Code is named as “Code of Conduct & Ethics for the Directors and Senior Management Personnel” and is governed in terms of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Schedule IV of the Companies Act, 2013 on the Code for Independent Directors.

This Code is applicable to all the Directors on the Board of Directors and Senior Management Personnel of **Syrma SGS Technology Limited** (Syrma/the Company). The Directors and the Senior Management Personnel of the Company undertake to abide by this Code of Conduct.

2. DEFINITIONS:

- a) “Act” shall mean the Companies Act, 2013 and rules made thereunder including any modifications, amendments or re-enactments thereof.
- b) “Applicable Laws” shall mean the Companies Act, 2013 and rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other extant law or regulations applicable to the Company.
- c) “Directors” or Board Members” or “Board” shall mean all Directors on the Board of Directors of the Company.
- d) “Code” shall mean this Code of Conduct for Directors and Senior Management Personnel of the Company and as may be amended from time to time.
- e) “Compliance Officer” shall mean Company Secretary of the Company or any other person authorized by the Board.
- f) “Disclosure Authority” shall mean the Officials authorised for the purpose of disclosures under Regulation 30 of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015.
- g) “Senior Management Personnel” shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.



3. PRINCIPLES ENSRINED UNDER THE CODE

Every Director and Senior Management Personnel of the Company and its material subsidiaries shall ensure the following guiding principles of the Code. The Independent Directors shall, in addition to satisfying the above requirements, also comply with the duties cast on them under the Companies Act, 2013 more specifically mentioned in ***the Code of Conduct for Independent Directors*** annexed as **Annexure-A**.

a) Honest and Ethical Conduct:

The Directors and Senior Management Personnel shall act in accordance with the highest standards of personal and professional integrity, honestly, fairly, ethically with loyalty and conduct their powers of office in good faith, in a professional, courteous and respectful manner. They should act in the best interests of the Company as a whole and in a manner to enhance and maintain the reputation of the Company, and fulfill their fiduciary duties to the stakeholders of the Company. They are also expected to act in good faith, with responsibility, due care, competence, diligence and independence. They should treat their colleagues and other associates of the Company with dignity and shall not misbehave with any of them in any manner.

b) Conflicts of Interest:

The Directors and Senior Management Personnel should be scrupulous in avoiding 'conflicts of interest' and should avoid any relationship, influence or activity that may impair the ability to make objective and fair decisions. They should not accept any position of influence or of pecuniary interest in any other organization or company. They are also responsible for effective control and appropriate use of all Company's resources entrusted to them in the official discharge of their duty.

c) Confidentiality of Information:

Every Director and Senior Management Personnel shall maintain the confidentiality of confidential information pertaining to the Company, or that of any customer, supplier or business associate of the Company for which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated for business reasons. Any information shall be shared with any outsider only on "need to know" basis, and in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The confidential information includes all non-public information (including private, proprietary, and other) that might be of relevance to any competitors, or disclosure of which might result into information asymmetry or may be harmful to the interests of the Company, its associates or any investors. The use of confidential information for his/her own advantage or profit is also prohibited.



The Directors and Senior Management Personnel shall refrain from disclosing any material events or information about the Company on any platform, to any person, on any media including social media in any context, or on Mainstream Media, except with the approval of the Chairman and the Disclosure Authority.

The Directors and Senior Management Personnel shall refrain themselves from sharing any unpublished information about the Company in any form including by way of any article or post or while addressing any lecture, seminar, meets with analysts, investors etc.

d) Corporate Business Opportunities:

The Directors and Senior Management Personnel owe a duty to the Company to advance its legitimate interests when the corporate business opportunities to do so arise and are expressly prohibited from improper use of information/property or taking improper advantage of their position.

e) Protection and Proper Use of Company's Assets:

Every Director and Senior Management Personnel should protect Company's assets and property as well as assets of other organizations that have been entrusted to the Company. Except as specifically authorized, the Company's assets should be used only for legitimate business purposes.

f) Compliance with Laws, Rules, and Regulations:

The Directors and Senior Management Personnel shall endeavor to ensure compliance with all applicable laws, rules, regulations applicable to the Company, policies & procedures adopted by the Company.

Transactions, directly or indirectly, involving securities of the Company should not be undertaken without complying with Code of Conduct for Prohibition of Insider Trading.

g) Payment or gift from others:

The Directors and the Senior Management Personnel of the Company and their immediate relatives shall not accept any gratification in any form, including any gifts, from persons or firms who deal with the Company where the gift is being offered in order to directly or indirectly, influence any business decision, any act or failure to act, any commitment of fraud or opportunity for the commitment of any fraud.

h) Action initiated or order passed:

Any action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against any Director or Senior Management Personnel, if the same is in relation to the Company, shall be forthwith be informed to the Disclosure Authority.



i) Fraud or Defaults

The Directors and Senior Management Personnel shall not (a) commit or be an accomplice in any Fraud of any nature, whatsoever, against the Company or any other person; (b) Default in the payment of the interest or repayment of principal amount, either in part or in full, on the date of its becoming due and payable to any person, which has or may have any impact on the Company.

Any commitment of Fraud or Default in payment, as aforesaid, shall be reported by the Director or Senior Management Personnel immediately on the date of occurrence thereof to the Disclosure Authority. If the Fraud or Default has been committed by any Disclosure Authority, the defaulting official shall report the same to the Chairman of the Company.

j) Arrest

The Director and Senior Management Personnel shall intimate, or cause to have intimated, the instances of his/her arrest, whether in India or outside, immediately upon the occurrence of such event to the Disclosure Authority. In case of arrest of any of the Disclosure Authority, the defaulting Official shall report the same to the Chairman of the Company.

4. COMPLIANCE WITH CODE OF CONDUCT

Each Director and Senior Management Personnel shall adhere to this Code and affirm compliance with the Code on an annual basis in the format prescribed in **Annexure - B**. Any breach of the aforesaid Code brought to the notice of the Compliance Officer or any Member of the Board for necessary action.

5. AMENDS AND MODIFICATION

The Board of Directors of the Company can modify this Code unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with central, state or local regulations and / or accommodate organizational changes within the Company.



ANNEXURE-A**CODE FOR INDEPENDENT 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 other stake holders.

I.Guidelines of professional conduct:

An independent director shall:

- a. Uphold ethical standards of integrity and probity
- b. Act objectively and constructively while exercising his duties
- c. Exercise his responsibilities in a bona fide manner in the interest of the company
- d. Devote sufficient time and attention to his professional obligations for informed and balanced decision making
- e. 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
- f. 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
- g. Refrain from any action that would lead to loss of his independence
- h. Where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly
- i. Assist the company in implementing the best corporate governance practices

II.Role and functions:

The independent directors shall:

- a. 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
- b. Bring an objective view in the evaluation of the performance of board and management
- c. Scrutinise the performance of management in terms of achieving agreed goals and objectives and monitor the reporting of performance, considering applicability of performance evaluation provisions under Companies Act 2013.
- d. Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible
- e. Safeguard the interests of all stakeholders, particularly the minority shareholders
- f. Balance the conflicting interest of the stakeholders
- g. 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



- h. 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—

- a. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company
- b. 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
- c. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member
- d. Participate constructively and actively in the committees of the Board in which they are chairpersons or members
- e. Strive to attend the general meetings of the company
- f. 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
- g. Keep themselves well informed about the company and the external environment in which it operates
- h. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board
- i. 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
- j. 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
- k. Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy
- l. Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees
- m. 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:

- a. 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
- b. The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders
- c. 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

d. The appointment of independent directors shall be formalised through a letter of appointment, which shall set out:

- i. The term of appointment
- ii. 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
- iii. The fiduciary duties that come with such an appointment along with accompanying liabilities
- iv. Provision for Directors and Officers (D and O) insurance, if any
- v. The Code of Business Ethics that the company expects its directors and employees to follow
- vi. The list of actions that a director should not do while functioning as such in the company and
- vii. The remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any
- viii. 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
- ix. The terms and conditions of appointment of independent directors shall also be posted on the company's website where applicable.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation or such other prudent methods as may be decided by management considering the best interests of company.

VI. Resignation or removal:

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.

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 and as per the provisions of Companies Act, 2013 read with rules and applicable secretarial standards.

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:

a. If applicable, 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



- b. All the independent directors of the company shall strive to be present at such meeting
- c. The meeting shall:
 - i. Review the performance of non-independent directors and the Board as a whole
 - ii. Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors
 - iii. 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

VIII.Re-appointment:

- 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-B

(Please sign the acknowledgment form below and return it to the Compliance officer)

**The Board of Directors,
Syrma SGS Technology Limited**

ACKNOWLEDGMENT AND ADHERENCE OF CODE OF CONDUCT

This is to acknowledge that I, _____, have received a copy of the Company's Code of Conduct for the Directors and Senior Management Personnel ("the Code of Conduct"). I understand that compliance with applicable laws and the Code of Conduct and Ethics for the Directors and Senior Management Personnel is important and as a public company, the integrity of its business, its financial information and adherence to other policies is paramount.

Accordingly, I specifically agree and do affirm compliance on my part the Company's Code of Conduct and Ethics for the Directors and Senior Management Personnel formulated by the Board.

Signature

Director/ SMP 's Name:

DIN/ Employee Code:

Date:

