

CODE OF ETHICS FOR DIRECTORS, SENIOR MANAGEMENT AND OTHER EMPLOYEE

1. INTRODUCTION

As per Regulation 17(5)(a) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors shall lay down a code of conduct for all members of board of directors and senior management of the listed entity. Further, as per Section 149 (8) of the Companies Act, the company and independent directors shall abide by the provisions specified in Schedule IV i.e. Code for Independent Directors

V MARC INDIA LIMITED is committed to conduct its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. This Code of Business Conduct and Ethics for the Board and Senior Management (the 'Code') reflects the business practices and principles of behavior that support this commitment. This code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. This Code of Ethics is applicable to all the Directors, Senior Management and other employees of **V MARC INDIA LIMITED**

It helps in maintaining and following the standards of business conduct of the Company. The purpose of the Code is to deter wrongdoing and promote ethical conduct in the Company. These are essential so that we can conduct our business in accordance with our stated values.

Ethical business conduct is critical to a business. Accordingly, every member of the Board and Senior Management personnel shall read and understand this Code and its applicability to the performance of his or her responsibilities, uphold these standards in day-to-day activities, and comply with: all applicable laws; rules and regulations and all applicable policies and procedures adopted by the Company that govern the conduct of its employees. The directors and officers of the Company must not only comply with applicable laws, rules and regulations but should also promote honest and ethical conduct of the business. They must abide by the policies and procedures that govern the conduct of the Company's business. Their responsibilities include helping to create and maintain a culture of high ethical standards and commitment to compliance, and to maintain a work environment that encourages the stakeholders to raise concerns to the attention of the management.

For any further clarifications they may contact Head of HR / Secretarial Department of the Company

As it is applicable to all the employees, at the time of joining the organization, they should sign the acknowledgment form at the end of this Code and return the form to the HR department indicating that they have received, read and understood, and agreed to comply with the Code.

Additionally, all members of the Board of Directors and Senior Management personnel shall affirm compliance with the Code of Conduct of Board of Directors and Senior Management on an annual basis.

Further, for the purpose of annual affirmation, the core management team shall comprise of such members of management as determined by the Company under Layer 1 of the System-Driven Disclosures in respect of Regulation 7(2) (b) of PIT Regulations.

2. SCOPE

The scope of the Policy is to put in place a mechanism for Board of Directors and Senior Management including all key personnel to act in accordance with the highest standards of personal and professional integrity, while carrying out their day to day affairs for the **V MARC INDIA LIMITED**.

3. HONEST AND ETHICAL CONDUCT

All Officers are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, not only on Company's premises and offsite but also at company sponsored business, social events as well as any places.

Honest conduct is understood as such conduct that is ethical, free from fraud or deception and conforming to the accepted professional standards. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

4. CONFLICTS OF INTEREST

A conflict situation may arise:

- a) When an employee, officer, or director takes action or has interests that may make it difficult to perform his or her work objectively and effectively,
- b) The receipt of improper personal benefits by a member of his or her family as a result of one's position in the Company
- c) Any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company,
- d) The receipt of non-nominal gifts or excessive entertainment from any person/company with which the Company has current or prospective business dealings,
- e) Any significant ownership interest in any supplier, customer, development partner or competitor of the Company,
- f) Any consulting or employment relationship with any supplier, customer, business associate or competitor of the Company.

The directors, officers and employees should be scrupulous in avoiding 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, he/she shall make full disclosure of all facts and circumstances thereof to the Board of directors or any Committee / officer nominated for this purpose by the Board and a prior written approval should be obtained.

5. CORPORATE OPPORTUNITIES

Directors, officers and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Directors, officers, and employees are expressly prohibited from:

- a. Taking for themselves personally, opportunities that are discovered through the use of Company's property, information, or position,
- b. Competing directly with the business of the Company or with any business that the Company is considering.
- c. Using Company's property, information, or position for personal gain. If the Company has finally decided not to pursue an opportunity that relates to the Company's business activity, he/she may pursue such activity only after disclosing the same to the Board of directors or the nominated person/committee.

6. CONNECTION WITH PRESS/TV/RADIO

The Chairman and Managing Director will appoint a Sr. Level officer of the Company as 'Spokesman' who would interact with the media/ radio/ press. No other officer except with the permission of CMD will make any statement in press/ media. No officer of the Company can criticize the Company in any article / in radio/ TV broadcast etc.

7. CONFIDENTIALITY

Confidential proprietary information generated and gathered in our business is a valuable asset. All key personal and employees shall maintain the confidentiality of confidential information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The Confidential information includes all non-public information (including private, proprietary, and other) that might be of use to competitors or harmful to the Company or its associates. Whenever feasible, key personnel should consult the Legal & Secretarial Department, if they believe they have a legal obligation to disclose confidential information. The use of confidential information for his/her own advantage or profit is also prohibited.

Unauthorised use or distribution of proprietary information violates the Company's policy and could be illegal. Such use or distribution could result in negative consequences for both the Company and the individuals involved, including potential legal and disciplinary actions. We respect the propriety rights of other companies and their proprietary information and require our key personnel to observe such rights

Your obligation to protect the Company's proprietary and confidential information continues even after you leave the Company, and you must return all proprietary & confidential information in your possession upon leaving the Company

8. USE INSIDER INFORMATION

The Company considers that using non-public information to trade in securities, or providing a family member, friend or any other person with a "tip", is illegal. All non-public information should be considered inside information and should never be used for personal gain. All key personnel are required to familiarise themselves and comply with the Company's Code of Conduct for Prevention of Insider Trading, copies of which are distributed to all employees, officers and directors and are available from the Company Secretary. You should contact the Company Secretary, with any questions about your ability to buy or sell securities.

9. FAIR DEALING

The Company is an equal opportunity employer providing equal access to employment opportunities and fairness in dealings at all levels without discrimination on the basis of race, colour, religion, gender, nationality, disability or age.

Each director, officer, and employee should deal fairly with customers, suppliers, competitors, and employees of group companies. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

10. PROTECTION AND PROPER USE OF COMPANY'S ASSETS

All directors, officers and employees should protect Company's assets and property and ensure its efficient use. Theft, carelessness, and waste of the Company's assets and property have a direct impact on the Company's profitability. Company's assets should be used only for legitimate business purposes.

11. COMPANY FUNDS

Every Directors / Senior Management Personnel is personally responsible for all Company funds over which he or she exercises control. Company's representatives should not be allowed to exercise control over Company's funds. Company's funds must be used only for company's business

purposes. Directors and Senior Management Personnel must not use the Company's funds for any personal purposes.

12. DISCLOSURE

Key personnel shall make utmost efforts to comply with all the applicable Compliance and Accounting Disclosures. Further, they shall also provide true and fair information or data to the public at large in their communications. The Company reports and documents are required to be filed with or submitted to the Securities and Exchange Board of India, stock exchanges in India, Registrar of Companies and other regulatory agencies and true and fair information must be provided to all such regulatory agencies. The public communications of the Company shall include full, fair, accurate, timely and understandable disclosure.

Accordingly, the Officers must ensure that they and others in the Company comply with company's disclosure controls and procedures, and our internal controls for financial reporting.

All key personnel shall sign the acknowledgment form as per **Annexure A** to this Code and return the same to the Compliance Officer indicating that they have received, read, understood, and agree to comply with the Code. In case of any clarifications or suggestions required in the matter, the key personnel may get in contact with the Company Secretary Department. The aforesaid acknowledgement (undertaking) shall be provided by the key personnel at the time of their joining the Company.

As mandated under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 all members of the board of directors and senior management personnel shall affirm compliance with the code of conduct of board of directors and senior management on an annual basis. A format of such affirmation is provided at **Annexure B** to this Code

The Managing Director & CEO of the Company shall give a Declaration in the Corporate Governance Report to be published every year in the Annual Report, stating that all the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.

Further, as required under Regulation 26(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 all senior management personnel of the Company are required to make disclosures to the board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large in the Format attached to this Code. For the purpose of this disclosure, conflict of interest relates to dealing in the shares of listed entity, commercial dealings with bodies, which have shareholding of management and their relatives etc. A format of such disclosure is provided at **Annexure C** to this Code.

13. COMPLIANCE WITH GOVERNMENTAL LAWS, RULES AND REGULATIONS/ INTERNAL COMPANY POLICIES

Officers must comply with all applicable governmental laws, rules and regulations. Officers must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers, and to know when to seek advice from the **Legal & Secretarial department**. Violation of applicable laws and regulations may subject the key personnel to 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. The Company shall devote the necessary resources to establish such procedures as may be reasonably necessary to create a culture of accountability and facilitate compliance with this code. Officers must also comply with the company's internal policies.

Further, the Independent Directors shall specifically comply with all the duties enumerated under Schedule IV to the Companies Act, 2013 or any other applicable statute as may be in force from time to time.

This Code does not summarize all laws, rules, and regulations applicable to the Company. However, the key personnel may consult the Legal & Secretarial department in case they have any queries.

14. REGULATION AND MONITORING OF INSIDER TRADING

The Board of Directors of the Company has approved a code for corporate disclosure practices, namely, Code of Practices and Procedures for Fair Disclosure and Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons. The Promoters, Directors, KMPs (Key Managerial Persons as defined under the Companies Act, 2013) and Designated Persons (as defined under the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons) must not indulge in any form of insider trading nor assist others, to derive any undue advantage from unpublished price sensitive information. Furthermore, they would adhere to all the Code stipulations regarding sale and purchase of the securities of the Company.

The Company considers that using non-public information to trade in securities, or providing a family member, friend or any other person with a "tip", is illegal. All non-public information should be considered inside information and should never be used for personal gain. All key personnel are required to familiarise themselves and comply with the Company's Code of Conduct for Prevention of Insider Trading, copies of which are distributed to all employees, officers and directors and are available from the Company Secretary. You should contact the Company Secretary, with any questions about your ability to buy or sell securities.

15. EFFICIENT USE OF RESOURCES

All key personnel should perform their duties in a manner that protects the Company assets and other resources and ensures their efficient/optimum use. All resources provided by the Company should be used for legitimate business purposes only. The sole purpose of the Company's equipment, vehicles, supplies and electronic resources (including, hardware, software and the data

thereon) is the conduct of its business. They may only be used for the Company's business, consistent with the Company's guidelines.

16. PREVENTIVE MEASURES

The Audit Committee of the Board of Director's ('ACB') is responsible for establishing internal processes and controls for the efficient functioning of the Company. Key personnel should bring to the attention of the ACB any concerns or issues regarding internal process and control as well as report any deviations observed for remedial measures.

17. BREACH OF THE PROVISIONS OF THE CODE

It is one of the important responsibilities of the key personnel to help enforce this Code in the best interest of the Company. Key personnel should bring to the notice of the Human Capital Management (HCM) department any observed violation of this Code or any other policies of the Company or other rules or regulations governing the Bank or any probability of occurrence of such violations.

Open communication of issues and concerns by the key personnel without fear of retribution or retaliation is vital to the successful implementation of this Code. Key personnel shall cooperate in any internal or external investigations relating to such violations.

The Company will take appropriate action against any key personnel whose actions are found to violate the Code or any other policy or rules or regulations of the Company. Disciplinary actions may include immediate termination of employment at the Company's sole discretion.

18. Code of Conduct for Independent Directors

Additional Code of Conduct as applicable to the Independent Directors as per Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as "**Annexure E**". Further, as required under Regulation 17(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the duties of independent directors as laid down in the Companies Act, 2013 are reproduced in **Annexure E**.

19. WHISTLE BLOWING MECHANISM

Effective whistle blowing mechanism, namely, “Satark” procedure has been enabled in the organization to act as a deterrent to malpractices, encourage openness, promote transparency, underpin the Risk Management Systems and help protect the reputation of the organization. The framework envisages a policy that lays down the process for raising a ‘protected disclosure’, the safeguards in place for the individual raising a protected disclosure, the roles and responsibilities of all involved and also set the time lines for all processes to be followed. In all instances, the Organization retains the prerogative to determine when circumstances warrant an investigation and in conformity with the policy and applicable laws and regulations, the appropriate investigative process for employees. Satark Policy is available on the Company Website.

20. VIOLATIONS OF THE CODE

If any director, officer or employee who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, he/she must immediately report the same to the Board of Directors or any designated person/committee thereof. Such person should as far as possible provide the details of suspected violations with all known particulars relating to the issue. The Company recognizes that resolving such problems or concerns will advance the overall interests of the Company that will help to safeguard the Company's assets, financial integrity and reputation. Violations of this Code of Ethics will result in disciplinary action, which may even include termination of services of the employee. The Company's Board or any Committee/person designated by the Board for this purpose shall determine appropriate action in response to violations of this Code of Ethics.

21. INTERPRETATION OF CODE

Any question or interpretation under this Code of Ethics and Business Conduct will be handled by the Board or any person /committee authorised by the Board of the Company. The Board of Directors or any designated person/committee has the authority to waive compliance with this Code of business conduct for any director, officer or employee of the Company. The person seeking waiver of this Code shall make full disclosure of the particular circumstances to the Board or the designated person/ committee.

22. WAIVERS AND AMENDMENTS OF THE CODE

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to modification. Any amendment/ inclusion or waiver of any provision of this Code must be approved 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.

23. ACKNOWLEDGMENT

NO-CONSIDERATION IN RECRUITMENT PROCESS

The entire recruitment, selection and joining process followed by the company was completely transparent and highly appreciable. I have neither been asked for nor have I given any favour nor have I paid any consideration, monetary or otherwise, to any officer of the company or to any other person whomsoever during and for my recruitment/selection by the company.

RECEIPT OF CODE OF ETHICS

I have received and read the Company's Code of Ethics. I understand the standards and policies contained in the Code and understand that there may be additional policies or laws specific to my job. I agree to comply with the Code.

If I have questions concerning the meaning or application of the Code, any Company policies, or the legal and regulatory requirements applicable to my job, I understand I can consult the HR/ Secretarial Department, and that my questions or reports to these sources will be maintained in confidence.

Name and Designation

Signature

Date

Please sign and return this form to the HR department for filing in their respective file.