



PRITHVI EXCHANGE (INDIA) LIMITED

CODE OF CONDUCT FOR BOARD OF DIRECTORS

AND

SENIOR MANAGEMENT

**[Pursuant to Regulation 17(5) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Code of Conduct for Board of Directors and Senior Management

Introduction

This Code of Conduct (“the Code”) shall be called ‘Code of Conduct for Board of Directors and Senior Management of “Prithvi Exchange (India) Limited” (hereinafter referred to as “the Company”). The Code has been framed in compliance with the regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

The purpose of this code is to ensure that the members of the Board and the Senior Management conduct the business with the highest standards of integrity, honesty, ethics, conduct and governance and also to ensure that they act in an efficient and transparent manner in the conduct of the activities of the organization.

Applicability

The Code of conduct shall apply to:

1. All the directors of the company.
2. Members of the senior management of the company (i.e., KMPs).

The Code

The members of the Board, senior management of the company must observe and abide with the following code of conduct:

1. To act honestly, diligently and in good faith and integrity in all their dealings with the company.
2. To exercise authority and power with due care and diligence whilst discharging their responsibility of office.
3. Not to allow personal interests to conflict with the interests of the company.
4. Comply with all applicable laws and regulations.
5. To observe confidentiality of information acquired in the course of their duties.
6. Use company's property only for official purposes and not for personal gains.
7. Deal fairly with customers, suppliers, employees and other business partners.
8. Supply products and services of the highest quality standard.
9. To maintain high ethical standards.
10. To make proper records of all financial transactions.
11. To always act in the best interests of the company and its stakeholders.
12. To exercise responsibilities with utmost cost consciousness within the organization and shall promote the same.
13. To adhere to the insider trading code of the company
14. To endeavor to attend all meetings of the Board / committee meetings as are required for the benefit, growth and development of the company.

15. The directors to inform the Board regarding the changes in their interests that may interfere with their ability to perform their duties, and in case of independent directors impact their independence as a board member.

Duties of Directors and Independent Directors as laid down in the Companies Act, 2013 is enclosed as **Annexure A & B.**

This Code of conduct was adopted by the Board of Directors at their meeting held on

Acknowledgement of receipt of Code of Conduct:

I have received and read the Code of Conduct, I understand the standards contained in the Code and I agree to comply with the same.

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Name, Signature and Date

Annexure A

Duties of Directors in terms of Section 166 of the Companies Act, 2013:

- a) Subject to the provisions of this Act, a director of the Company shall act in accordance with the Articles of the Company.
- b) A director of the Company shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- c) A director of the Company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- d) A director of the Company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- e) A director of the Company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.
- f) A director of the Company shall not assign his office and any assignment so made shall be void.

Annexure B

Guidelines of professional conduct, Role, Function and Duties as an independent Director (As provided in Schedule IV of the Companies Act, 2013) Guidelines for Professional conduct:

1. To uphold ethical standards of integrity and probity;
2. To act objectively and constructively while exercising your duties;
3. To exercise their responsibilities in a bona fide manner in the interest of the Company;
4. To devote sufficient time and attention towards your professional obligations for informed and balanced decision making;
5. To not allow any extraneous considerations that will vitiate their 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;
6. To not abuse their 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;
7. To refrain from any action that would lead to loss of their independence;
8. Where circumstances arise which make an independent Director lose his independence, the independent Director must immediately inform the Board accordingly;
9. To assist the Company in implementing the best corporate governance practices.

Role and functions:

1. Assist 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.
2. Bring an objective view in the evaluation of the performance of Board and management.
3. Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
4. Satisfy yourself on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.
5. Safeguard the interests of all stakeholders, particularly the minority shareholders.
6. Balance the conflicting interest of the stakeholders.
7. 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.

Duties:

1. Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.
2. Undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the Company.
3. 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.
4. Strive to attend all meetings of the Board including a Separate meeting of the independent director and of the Board committees of which you are a member.
5. Participate constructively and actively in the committees of the Board in which you are chairperson or member.
6. Strive to attend the general meetings of the Company.
7. Where you 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 your concerns are recorded in the minutes of the Board meeting.
8. Keep yourself well informed about the Company and the external environment in which it operates.
9. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.

10. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the Company.
11. 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.
12. Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
13. Acting within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.
14. 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.