

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT EXECUTIVES

The Code complies with the requirements as envisaged by various laws and regulations, as below, to administer good governance practices.

- SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 ('SEBI Listing Regulations'), as amended;
- Companies Act, 2013 and Rules thereunder, as amended.
- Others, as applicable.

APPLICABILITY

This Code shall be applicable and binding to all members of the Board of Directors of the Company and Senior Management Personnel. Senior Management Personnel would comprise all members of management one level below the Whole-Time Director and shall include the Company Secretary and Chief Financial Officer. The Policy has been approved by the Board of Directors on October 14, 2021.

CODE OF CONDUCT

- It shall be the first and foremost duty of every Director and Senior Management Personnel to uphold interests of the Company and its stakeholders and to endeavour to fulfil all the fiduciary obligations towards them.
- The Directors and Senior Management Personnel shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties.

GUIDELINES FOR CONDUCT:

The Directors and Senior Management Personnel shall

- Act within the authority conferred upon them.
- Exercise independent judgement on issues of strategy, performance and policy matters.
- Dedicate sufficient time and attention to the Company's business to ensure diligent performance of their duties.
- Endeavor to attend all the meetings of the Board and its Committees of which they are members or invitees.
- Read in advance the material distributed for constructive deliberations at the meetings.
- Actively participate in the discussion and decision making at the meetings.

LEGAL COMPLIANCE:

The Directors and Senior Management Personnel shall

- Comply with the applicable laws, rules and regulations.
- Comply with policies, rules and regulations of the Company, as may be applicable to them.

AVOID CONFLICT OF INTEREST:

The Directors and Senior Management Personnel shall

- Disclose any personal interest (financial or otherwise) in any matter relating to the business of the Company to the Board of Directors of the Company ('the Board').
- Protect Company's assets and resources (including information and intellectual property rights) and shall use the same only for the Company's business and not for personal gain / advantage.

The Senior Management Personnel shall not -

- Exploit, for their personal gain, opportunities that are discovered by or through the Company.
- Divert to their own advantage any business opportunity that the Company is in pursuit.
- hold any position or job or be on the Board of any other company outside eMudhra Group without approval of the Chairman of the Board.

CONFIDENTIALITY:

- Any information which has been agreed to be confidential with any other parties such as customers, suppliers, etc. shall be considered as confidential.
- No Director and Senior Management Executive shall provide confidential information, either formally or informally, to any person including press or publicity media, unless such information is –
 - in public domain at the time of disclosure; or
 - authorized or required to be disclosed pursuant to a decision of the Board / Committee thereof; or
 - required to be disclosed in accordance with applicable laws or requirement of any government authority.
- The obligation of confidentiality shall continue even after such person ceases to be Director or Senior Management Executive of the Company.

AMENDMENTS:

- The Board may amend the provisions of this Code from time to time.
- Unless otherwise specified, such amendments shall be effective from the date of the Board meeting at which such amendments are approved.

AFFIRMATION:

- All the Directors and Key Managerial Personnel shall affirm compliance with the Code on annual basis, as per Annexure I.

Annexure I

ANNUAL AFFIRMATION

To,

The Board of Directors
eMudhra Limited,
#56, Sai Arcade, 3rd Floor,
Devarabeesanahalli,
Outer Ring Road,
Bangalore – 560103

I do hereby affirm that I have complied with the Code of Conduct for Board Members and Key Managerial Personnel of eMudhra Limited during the financial year ended on March 31, _____.

Signature:

Name:

Designation:

Employee code:

Date: