

DIVYA CAPITAL ONE PRIVATE LIMITED

Code of Conduct for Board of Directors and Senior Management

INTRODUCTION

This code of conduct shall apply to the Board Members and Members of the Senior Management of Divya Capital One Private Limited (referred as “Company”). The purpose of this Code is to demonstrate the ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence reposed in the Management by the stakeholders and business partners. Directors and Senior Management are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.

DEFINITIONS

“Board” means the Board of Directors of the Company.

“Company” means Divya Capital One Private Limited, a private company limited by shares incorporated under the Companies Act, 1956.

“Code” means Code of Conduct and ethics applicable to each Director and Senior Management, as amended from time to time.

“Director” means each member of the Board of Directors of the Company, as may be appointed from time to time.

“Senior Management” shall mean employees of the Company, other than Directors, that are members of its core management team, if any framed by the Company, and includes all employees one level below the Board including functional head of each department and unit. When context requires it shall also be applicable to other officers and employees of the Company.

KEY REQUIREMENTS

The Directors and Senior Management shall act within the authority conferred upon them in the best interests of the Company and will:

1. Act in the best interest of and fulfil their fiduciary obligations to the Company and its shareholders;
2. Act honestly, fairly, ethically and with integrity;
3. Conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;

4. Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
5. Use their prudent judgment to avoid all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict with their responsibilities within the Company;
6. Not exploit for his/her own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the Company declines to pursue such opportunity for its business interest(s);
7. Avoid conducting business on behalf of the Company except with the prior approval of the Board; with (a) a relative (b) a Private Limited Company in which he or his relative is a Member or a Director (c) a Public Limited Company in which he or his relative holds 2% or more shares or voting right and (d) with a firm in which the relative is a partner;
8. Disclose and avoid having any personal and/or financial interest in any business dealings concerning the Company;
9. Avoid any dealings with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company;
10. Ensure compliance with all applicable laws, rules, regulations etc., in both letter and spirit, as applicable to Company the time to time;
11. Not hold any positions or jobs or engage in outside businesses or other interests that are prejudicial to the interests of the Company;
12. Inform the Board at the earliest opportunity, any existing or potential conflict of interest situation;
13. Maintain the confidentiality of the insider information/company business coming to their way time to time;
14. Maintain women employees equally and eliminate any gender discrimination;
15. Not accept/receive/offer, directly or indirectly any gifts, donations, remuneration hospitality, illegal payments and comparable benefits/ or anything of value from the Company's customers, vendors, advisors/consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision;
16. Avoid and disclose actual and apparent conflicts of personal interest with the interest of the company and to disclose all contractual interest, whether directly or indirectly, with the company;
17. Intimate the Board of Directors/ Company about the any emergence situation that may disqualify him/her from the directorship as early as possible;
18. Not compete with the company, directly or indirectly;

AMENDMENTS TO THE CODE

The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time in line with any changes in law, changes in Company's philosophy, vision, business plans or otherwise and all such amendments/ modifications shall take effect from the date stated therein. All Directors, KMP and Senior Management shall be duly informed of such amendments and modifications.

PLACEMENT OF THE CODE ON WEBSITE

This Code and any amendments thereto shall be posted on the website of the Company.

ENFORCEMENT OF CODE OF CONDUCT

All Directors, KMP and/or Senior Management shall be accountable for fully complying with this Code. Waiver of any provision of the Code for an Officer must be placed for approval before the Board of Directors of the Company.

CONSEQUENCES OF NON- COMPLIANCE OF THIS CODE

In case of breach of this Code by the Directors and KMP, the same shall be dealt with by the Board of Directors for initiating appropriate action, as deemed necessary.