

# Code of Conduct

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For Board Members and the Senior  
Management

This Code of Conduct shall apply to the Directors and members of the Senior Management of ISMT Limited (hereinafter referred to as ISMT or the Company). For the purpose of this code, members of the Senior Management shall mean those personnel of the company who are members of the core management team excluding the Whole Time Directors (hereinafter referred to as Senior Manager).

ISMT is committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. 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. All the Directors and Senior Managers are expected to comply with the Code in letter and spirit.

The Directors and Senior Managers 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.

The Directors and Senior Managers of the Company shall affirm compliance with this code on an annual basis as at the end of each financial year.

### **Code of Conduct**

#### **Directors and Senior Managers shall**

1. ensure the proper and efficient use of the company's assets and services for official purposes only and they shall use due care and diligence in performing their duties and exercising their powers attached to that office;
2. act honestly, in good faith and in the best interests of the company as a whole and shall not allow personal interests to conflict with the interests of the company;
3. not receive, whether directly or indirectly, any personal benefits from the company's business associates which is intended or can be perceived as being given to gain favour for dealing with the company as a result of one's position in the Company;
4. not carry out any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company;

5. not receive any non-nominal gifts or excessive entertainment from any person / company with which the Company has current or prospective business dealings;
6. 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. 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. The use of confidential information for his/her own advantage or profit is prohibited;
7. comply with all applicable laws, rules and regulations and shall follow all prescribed safety and environment related norms;
8. not award, in good faith, any type of significant contract including the supply or purchase of goods or services to any of their relatives or to persons who are socially close, nor to any other person, firm or body corporate that are connected with the Directors and Senior Managers or their relatives. The Directors and Senior Managers shall keep the company informed of the relations and person, firm or body corporate with whom they have relationship at the beginning of the Financial Year.
9. deal fairly with customers, suppliers and competitors. They shall not take unfair advantage of anyone through manipulation, concealment, misrepresentation of material facts or any other unfair dealing practices.

If any Director or Senior Managers 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. 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.

#### **Duties of Independent Directors**

The Independent Directors of the Company shall abide by the duties laid down in Schedule IV of the Companies Act, 2013 and any subsequent amendment or modification thereto and affirm compliance of the same, on an annual basis as at the end of each financial year.