

Code of conduct for the Directors and Senior Management Personnel

The Code of Conduct defines what the Company expects of its businesses and people regardless of the location or background. It provides guidance in key areas.

The Code cannot address every situation. Nor does it serve as a substitute for an individual's accountability for exercising good judgment and common sense.

1. Definitions

“Director” includes any person occupying the position of a Director by whatever named called and includes the Managing Director.

“Board of Directors” means all Directors of the Company who together constitute a Board of Directors of the Company.

“Senior Management” means those Personnel of the Company who are members of the Core Management Team excluding the Board of Directors and would normally comprise of all members of management one level below the Executive Directors of the Company including all Functional Heads.

“Company” means VSF Projects Limited

2. Code of Conduct

All Directors and Senior Management should adhere to the standards contained in this Code and should consult the Code for guidance when acting on behalf of the Company. The Code of Conduct for Directors & Senior Management includes but is not limited to the following:

- i. To act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct in the discharge of duties and promote professionalism in the Company.
- ii. To exercise independent judgment on issues of strategy, performance, policy matters, etc.

- iii. To avoid and disclose actual and apparent conflicts of personal interest with interest of the Company and to disclose all contractual interest, whether directly or indirectly, with the Company.
- iv. To inform the Company immediately about emergence of any situation that may disqualify him / her from Directorship.
- v. To maintain confidentiality of the Company's business.
- vi. To observe the "Code of Conduct for dealing in Equity Shares and other securities of the Company" framed under the SEBI (Insider Trading) (Amendment) Regulation, 2001.
- vii. Not to accept any offer, payment or anything of value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision.
- viii. Not to hold any office or place of profit in the Company by himself or by his / her relatives without full disclosure of information in connection therewith.
- ix. Not to divert to his / her own advantage any business opportunity that the Company is in pursuit.
- x. Not to compete, whether directly or indirectly, with the Company.
- xi. Not to charge personal expenses to the Company.
- xii. If the Director discloses his interest, direct or indirect, in other companies or entities (either as Director, Shareholder or Otherwise) under section 299 of Companies Act, 1956, that will be deemed to be sufficient compliance with this Code.
- xiii. Not to offer or give any company funds or property as donation to any government agencies or their representatives in order to obtain any favor from them.
- xiv. To use reasonable care & skill in the discharge of duties and responsibilities and exercise of powers for the benefit & prosperity of the Company.

- xv. Not to make investment in any customer, supplier or competitor of the Company such that it may compromise on his / her responsibilities to the Company and any such investment would be with prior and full disclosure of the Company.
- xvi. To provide equal opportunities to all its employees and all qualified applicants for employment without regard to their race, cast, religion, age, gender and color.
- xvii. To enhance the shareholder value, and comply with all regulations and laws that govern shareholders rights.

3. The Senior Management has additional responsibilities under the Code. They are:

- i. Promote compliance and ethics by example – in other words, show with their behavior what it means to act with integrity;
- ii. Make sure that those who report to them understand the Code's requirements and have the resources to meet them;
- iii. Monitor compliance and ethics of the people they supervise;
- iv. Use reasonable care to monitor third parties to ensure that they work in a manner consistent with the Code.
- v. Enforce the Code;
- vi. Support employees who, in good faith, raise questions or concerns.
- vii. To comply the Policies and Procedures Manual laid down by the Company.

All breaches or potential breaches of the Company's compliance and ethical commitments of which one becomes aware of – whether these relate to him /her directly should be reported.

It may seem easier to keep silent or look the other way. But the commitment to compliance and ethics means that one should never ignore a legal or ethical issue that needs to be addressed.

4. Compliance & Ethics programme

The Code of Conduct is more than just a description of the business conduct standards. It is the centerpiece of compliance and ethics Programme supported by the Board of Directors and Senior Management to promote a positive, ethical work environment for all employees.

5. Health, safety, security and the environment

This means no accidents, no harm to people and no damage to the environment. All are committed to the protection of the natural environment, to the safety of the communities in which it operate, and to the health, safety and security of our people.

6. Company assets & financial integrity

The Directors & Senior Management have a responsibility as well as a legal duty to protect the physical, intellectual property and financial assets of the Company. The Directors & Senior Management should be forthright and transparent about their operations and performance, accurate in the recording and reporting of data and results and exercise care in the use of its assets and resources.

7. Compliance

The Company expects compliance of the Code of Conduct from both the Directors & the Senior Management. However, the Directors and the Senior Management in addition would also be required to follow the Code of Conduct which has been laid down for all Employees of the Company.