# CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT PERSONNEL

## I. Purpose

The purpose of the code is to serve as a guide to the Director and Senior Management personnel of Adjia Technologies Limited on principle of integrity, transparency, business ethics and to set up standard for compliance of corporate governance.

## II. Guidelines

The Director and Senior Management Personnel must act in good faith and in such manner as they reasonably believe to be in the best interest of the Company. The Director and Senior Management Personnel are also expected to:

a. Comply with all applicable law, regulations, confidentiality obligation and other corporate policies of the Company,

b. Follows all policies, procedures and internal control of the Company,

c. Act honestly, in good faith and in the best interest of the Company.

## III. Honesty & Integrity

All the Directors and Senior Management Personnel of the Company shall conduct their activities on behalf of the Company and on their behalf with honesty, integrity and fairness. The Director and Senior Management Personnel of the Company will act on good faith, responsibility with due care, competence and diligence without allowing their independent judgement to be subordinated. The Director and Senior Management Personnel of the Company will act in the best interest of the Company and fulfil the fiduciary obligations.

## IV. Conflict of Interest

The Director and Senior Management Personnel of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/ her to act in any manner other than in the best interest of the Company. Every Director and Senior Management Personnel should make a full disclosure to the Board of any transaction that they reasonably expect, could give a rise to an actual conflict of interest with the Company and seek the board's authorisation to pursue such transactions.

## V. Company Property

Every Director and Senior Management Personnel should endeavour to ensure that they use the Company's asset, proprietary information and resource only for the legitimate business purpose of the Company and not for personal gain

## VI. Confidential Information

The Director and Senior Management Personnel should maintain confidentiality of information entrusted to them to carry out their duties and responsibilities. The matters discussed at the Board/ Committee meetings must not be discussed outside appropriate and reasonable circles. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personnel gain or advantage of any Director. These obligation does not only apply to the Directors Term's but thereafter unless the said information became public.

## VII. Fair Dealing

The Director and Senior Management Personnel should endeavour to deal fairly and not seek to take unfair advantage of the Company through manipulation, concealment abuse of privileged information, misrepresentation of material fact or any other unfair dealing.

## VIII. Compliance with Rules and Regulations

The Director and Senior Management Personnel should comply with all applicable laws, rules and regulations for the time being in force. In addition, if any Director become aware of any information that he believes constitutes evidence of a material violation any securities or other laws, rules and regulations applicable to the Company or the operation of its business, by the Company or any employee or another director, then such director should bring such information to the attention of the Chairman of the audit committee.

## IX. Insider Trading

None of the Director or Senior Management Personnel shall derive any benefit nor assist others to deriving benefit by giving investment advice from access to and possession of information about the Company, which is not a public domain and constitute insider information. All Director and Senior Management Personnel will comply with the Company's code for prevention of insider trading which is separately attached.

## X. Duties of Director

Every Director of the Company shall endeavour to comply with the provisions of Section 166 of the Companies Act, 2013 relating to duties of directors.

In addition, independent director shall also perform the duties as prescribed in Schedule IV to the Companies Act, 2013, as amended from time to time.

## XI. Non Compliance

Suspected violation of the code may be reported to the chairman of the board or the chairman of the audit committee. All reported violation shall be appropriately investigated. Any waiver of this code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.