



**MBL INFRASTRUCTURE LTD**

**CODE OF CONDUCT FOR BOARD MEMBERS AND  
SENIOR MANAGEMENT PERSONNEL**

MBL

## CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

The philosophy of the Company is to achieve and to maintain the highest standard of Corporate Governance. Commitment to ethical professional conduct is a must for every Director and employee of the Company. This includes respect for human values, individual dignity, and adherence to honest, ethical and professional conduct. The Code of Conduct serves as a valuable resource to help employees and others make informed, ethical decisions based on guiding principles.

This Code of Conduct is applicable to the Board Members and Senior Management, excluding Board of Directors and one level below the Executive Directors including Functional Heads.

### FOR MEMBERS OF THE BOARD OF DIRECTORS

#### **I. All Directors of the Company shall:**

- (a) Act in accordance with the Articles of the Company.
- (b) Act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of the environment.
- (c) Exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgement.
- (d) Not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company. v. not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.
- (e) Not assign his office and any assignment so made shall be void.

#### **II. Non-Executive Directors of the Company shall:**

- (a) Always act in the interest of the Company and ensure that any other business or personal association which they may have, does not involve any conflict of interest with the operations of the Company and his role therein.
- (b) Comply with all applicable laws and regulations of all the relevant regulatory and other authorities as may be applicable to such Directors in their individual capacities. (Safeguard the confidentiality of all information received by them by virtue of their position.

#### **III Code for Independent Directors**

This Code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of Independent Directors.

#### **A. Guidelines of Professional conduct:**

An Independent Director shall:

- (i) uphold ethical standards of integrity and probity;
- (ii) act objectively and constructively while exercising his duties;
- (iii) exercise his responsibilities in a bona fide manner in the interest of the company;
- (iv) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (v) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (vi) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (vii) refrain from any action that would lead to loss of his independence;
- (viii) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (ix) assist the company in implementing the best corporate governance practices.

#### **B. Role and Functions:**

The Independent Directors shall:

- (i) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (ii) bring an objective view in the evaluation of the performance of board and management;
- (iii) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (iv) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (v) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (vi) balance the conflicting interest of the stakeholders;
- (vii) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (viii) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

#### **C. Duties:**

The Independent Directors shall—

- (i) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (ii) seek appropriate clarification or amplification of information and, where necessary, take

- and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (iii) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
  - (iv) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
  - (v) strive to attend the general meetings of the company;
  - (vi) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
  - (vii) keep themselves well informed about the company and the external environment in which it operates;
  - (viii) not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
  - (ix) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
  - (x) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
  - (xi) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
  - (xii) act within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
  - (xiii) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

#### FOR SENIOR MANAGEMENT OF THE COMPANY

- (i) The Senior Management is expected to comply with all applicable laws, rules and regulations and all applicable policies and procedures adopted by the Company.
- (ii) The Senior Management should adhere to and facilitate effective functioning of the Company's mechanism for redressal of complaints of sexual harassment.
- (iii) Senior Management will ensure proper usage of authority as delegated to them as per the Company's rules.
- (iv) Senior Management personnel shall report unethical business practices or any incidents of non-adherence to the Code of Conduct as per the procedure laid in Company's Whistle Blower Policy and all such complaints shall be addressed as per the Guidelines in the Whistle Blower Policy.
- (v) Every Senior Management Personal has to secure, preserve, safeguard and use discreetly, confidential information in the best interest of the Company. He should not divulge or communicate such information to third parties except when authorized for the business reasons.
- (vi) Senior Management is expected to devote their full attention with integrity and honesty to the business interests of the Company and are prohibited from engaging in any activity that interferes with their proper discharge of responsibilities of the Company, or is in conflict with or prejudicial to the interests of the Company.

- (vii) Senior Management should avoid conducting Company business in any significant way with a relative (as defined in the Companies Act), or with a business in which a close relative is associated.
- (viii) Senior Management is responsible for effective control and appropriate use of all Company's resources entrusted to them in the official discharge of their duty.
- (ix) Senior Management should abide by the Company code on dealing in securities in compliance with the SEBI (Prohibition of Insider Trading) Regulations as adopted by the Board of Directors of the Company.
- (x) Senior Management Personnel shall be provided equal opportunities and shall treat all employees with respect and dignity in their place of work and provide them with a working environment, free of discrimination that promotes inclusion and diversity.
- (xi) Senior Management Personnel shall ensure that commitments that are legitimately made are honored.
- (xii) No Senior Management Personnel shall encourage Company's business partners to indulge in unfair trade practices with their customers.
- (xiii) No Senior Management Personnel shall deride or criticize the Company, its businesses and policies at any public forum. Any such criticism shall be voiced within the organization.

#### **DISCLOSURE**

All members of the board of directors and senior management personnel shall affirm compliance with the code of conduct of board of directors and senior management on an annual basis to the Board of Directors of the Company. The Annual Report of the Company shall carry a declaration to this effect signed by the Managing Director of the Company.

#### **AMENDMENTS TO POLICY**

The Board on its own can amend the Policy, as and when amend fit.

In case of any amendment (s), classification(s), circular(s) etc. amend by the relevant authorities are not consent with the provisions laid down under the Policy, then Such amendment (s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and the policy shall stand amended accordingly from the effect the date as laid down under such amendments, clarifications, circulars etc.