

AMD – Code of Conduct

INTRODUCTION

1. This Code of Conduct has been adopted by AMD Industries Limited to comply with the applicable rules of the Stock Exchanges where securities of the company are listed i.e. Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.
2. The purpose of this Code of Conduct (the “Code”) is to conduct the business of the Company in accordance with the applicable laws, regulations, rules and with the highest standard of ethics and values. The matters covered in this Code are of utmost importance to the Company, shareholders and other stakeholders.
3. This Code shall come into force with immediate effect. Each and every Board member and senior management personnel, as defined herein below, shall be duty-bound to follow the provisions of this Code in letter and spirit. Any instance of non-compliance of any of the provisions shall be a breach of ethical conduct and shall be viewed seriously by the Company.

Accordingly, the Directors/Officers (as defined herein below) are expected to read and understand this Code and uphold these standards in their business dealings and activities.

I APPLICABILITY

This Code of Conduct applies to the following:

1. All Members of the Board of Directors of the Company; (hereinafter referred to as the “**Directors**”)
2. (a) Chief Executive Officer and Chief Operating Officers;
(b) Executive Directors & Chief Financial Officer;
(c) All Departmental/Functional heads of different functions of the company (by whatever designation they are called); (hereinafter referred to as “**Officers**”)

II HONEST, PROFESSIONAL AND ETHICAL CONDUCT

- All the Directors & Officers are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working at the Company’s premises, at offsite locations, at Company’s sponsored business and social events, and/or at any other place where the Directors/Officers represent the Company.
- All the Directors & Officers shall at all times act in the best interests of, and fulfill the fiduciary obligations to the Company. The Directors & Officers shall take informed business decisions based on merits, independent judgement and in the best interest of the Company, not influenced by any personal interest, gain, position or any affiliation.
- The Directors & Officers shall make available to, and share information with fellow Directors / Officers, whenever considered expedient in the best interests of the Company.

- Honest conduct is the conduct that is free from fraud and/or deception. Ethical conduct is the conduct conforming to the accepted professional standards of conduct. Ethical conduct includes ethical handling of actual or apparent conflicts of interest as specified in III below between personal and professional relationships.

III CONFLICTS OF INTEREST

The Directors & Officers shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or its associates. Duty of the Directors/Officers of the Company demands that he or she avoids or minimizes and discloses actual and apparent conflicts of interest. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. For example:

- A. **Employment / Outside Employment:-** In consideration of employment with the Company, Officers are expected to devote their full attention to the business interests of the Company. Officers are prohibited from engaging in any activity that interferes with their performance or responsibilities towards the Company, or is otherwise in conflict with or prejudicial to the Company. For example, simultaneous engagement/ employment or directorship with competitors of the Company, or from taking part in any activity that enhances or supports a competitor's position. Each Officer shall inform the Board of any change in events/circumstances/ conditions that may interfere with their ability to perform their duties in an independent and fiduciary manner. Additionally, Officers must disclose to the Company's Board of Directors, any interest that they have that may conflict with the business of the Company.
- B. **Outside Directorships:** It is a conflict of interest to serve as a Director of any Company that competes directly with the Company. The Directors & Officers must first obtain approval from the Company's Board of Directors before accepting such Directorship. Further each Director/Officer shall inform the Board of any changes in his/her board positions and his/her relationship with other businesses.
- C. **Business Interests:** No Director or Officer shall consider any investment in the business of any competitor of the Company without the written permission from the Board of Directors of the Company.
- D. **Related Parties:** As a general rule, the Directors & Officers, before conducting Company's business with a related party or a relative and/or with a business in which a relative is associated in any significant role, must disclose their interest to the Board of Directors of the Company.
- E. **Payments or gifts from others:** Under no circumstances any Director or Officer shall accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants, etc. of the Company, that is perceived and/or intended, directly or indirectly, to influence any business decision, of the Company, any act or failure to act, any commitment of fraud, or opportunity for the commitment of any fraud.
- F. **Corporate opportunities:** Directors/Officers shall not exploit for their own personal gain, opportunities that are discovered through the use of Company property, information

or position, unless the opportunity is first disclosed in writing to the Company's Board of Directors.

- G. **Other situations:** Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts, Directors/Officers must consult the Managing Director and/ or the Board of Directors.

IV DUTIES OF INDEPENDENT DIRECTORS

(As prescribed in schedule IV of the Companies Act, 2013.)

1. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company
2. 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;
3. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. Strive to attend the general meetings of the company;
6. 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;
7. Keep themselves well informed about the company and the external environment in which it operates;
8. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. 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;
10. 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;
11. Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

13. 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.

V DUTIES OF ALL THE DIRECTORS

(As prescribed in section 166 of Companies Act, 2013.)

1. Subject to the provision of the Companies Act, 2013, to act in accordance with the Articles of the Company.
2. To 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 environment.
3. To exercise the duties with due and reasonable care, skill and diligence.
4. To provide independent judgment,
5. Not to involve in a situation in which he may have direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
6. Not to 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.
7. Not to assign his office and any assignment so made.

VI EQUAL – OPPORTUNITIES EMPLOYER

AMD shall provide equal opportunities to all its employees and all qualified applicants for employment, without regard to their race, caste, religion, colour, ancestry, marital status, sex, age, nationality, disability and veteran status. Employees of **AMD** shall be treated with dignity and in accordance with its policy to maintain a safety work environment free of sexual harassment, whether physical, verbal or psychological.

VII COMPLIANCE WITH GOVERNMENTAL LAWS, RULES AND REGULATIONS

Directors/Officers must comply with all applicable governmental laws, rules and regulations. Directors/Officers must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers, and to know when to seek advice from the Finance and/or Legal Department. Violations of applicable governmental laws, rules and regulations may subject Directors/Officers to individual criminal and/or civil liability. Such individual violations may also subject the Company to civil and/or criminal liability and/ or the loss of business.

VIII CONFIDENTIAL INFORMATION

The Directors & Officers are required to maintain the confidentiality of all confidential information that they receive or become privy to in connection with the Company's business, except when disclosure is authorized or legally mandated. Confidential information includes all nonpublic information that might prejudice the ability of the Company to pursue certain objectives, be of use to competitors or harm the Company, its suppliers or its advertisers, if disclosed. Confidential information also includes any information relating to the Company's business and affairs that results in or would reasonably be expected to result in a significant change in the market value of the Company's securities or any information which a reasonable investor would consider important in making an investment decision. The Directors & Officers shall not use any company related information to which they are privy to for their personal or professional gain and advantage or against the interests of the Company.

IX DISCLOSURES

The Company's policy is to provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company may file with, or submit to, the stock exchange, SEBI and/or any other government agency and in all other public communications made by the Company. The Company's management has the general responsibility for preparing such filings and communications and shall ensure that the same conform to all applicable laws and regulations.

X. VIOLATIONS OF THE CODE

Part of the Directors & Officer's job, and of his or her ethical responsibility, is to help enforce this Code. The Directors & Officers should be alert to possible violations. The Directors & Officers must co-operate in any internal or external investigations of possible violations. Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation or a suspected violation of law, this Code or other Company policies or against any person who is assisting in any investigation or process with respect to such a violation is to be avoided. Actual violations of law, this Code, or other Company policies or procedures, should be promptly reported to the Legal/HR Department.

XI WAIVERS AND AMENDMENTS OF THE CODE

The Company is committed to continuously reviewing and updating its policies and procedures. Therefore, this Code is subject to modification. Any amendment or waiver of any provision of this Code must be approved by the Company's Board of Directors, as recommended by the Managing Director, and promptly disclosed on the Company's website.

XII NO RIGHTS CREATED

This Code of conduct is a statement of certain fundamental principles, ethics, values, policies and procedures that govern the Directors & Officers of the Company in the

conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, client, supplier, competitor, shareholder or any other person or entity.

XIII COMPLIANCE WITH THE CODE

This Code shall be posted on the Website of the Company i.e. www.amdindustries.com.

The Directors & Officers of the Company shall affirm compliance with the Code of Conduct on an annual basis and shall submit a declaration to this effect in the following format :

“I confirm having abided by the **AMD Code of Conduct** during the financial year _____ (mention the financial year).”

The above declaration is required to be submitted latest by 30th April in respect of the preceding financial year.
