



ADITYA INFOTECH LIMITED

**CODE OF CONDUCT FOR BOARD OF DIRECTORS AND THE SENIOR
MANAGEMENT PERSONNEL**

Version 1.0

Policy Version	Date of Board approval	Effective Date
Version 1.0	December 17, 2024	December 17, 2024



Table of Contents

Introduction.....	3
Effective Date.....	3
Applicability of the Code	3
Code of Conduct.....	3
Duties of Independent Directors.....	4
Waivers.....	6
Review of Code.....	6
Scope and Limitation.....	6

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT PERSONNEL

INTRODUCTION

Aditya Infotech Limited (“Company”) has established this Code of Conduct for the members of its Board of Directors and Senior Management, aimed at upholding high standards of business ethics and ensuring compliance with legal and regulatory requirements, particularly under Corporate Governance mandates.

Pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the board of directors of a listed entity is required to lay down a code of conduct for all the members of board of directors and senior management personnel of such listed entity.

In compliance with the SEBI Listing Regulations, the board of directors of the Company (“**Board**”) has laid down this Code for the Board and the senior management personnel of the Company. The Code is in alignment with the Company’s objectives, and corporate governance practices and aims at enhancing an ethical transparent process in managing the affairs of the Company.

The term ‘**Senior Management Personnel**’ shall have the meaning ascribed to it under the SEBI Listing Regulations. The Company may from time-to-time designate employees as Senior Management Personnel subject to the approval of the Nomination & Remuneration Committee.

EFFECTIVE DATE

The Policy shall come into force with effect from the date the SEBI Listing Regulations is effective with respect to the Company.

APPLICABILITY OF THE CODE

This Code is applicable to the Board and Senior Management Personnel. The rules and principles set forth in this Code are general in nature and compliance with this Code shall be ensured read with other applicable laws, policies and procedures of the Company. The Directors and Senior Management Personnel may contact the Compliance Officer for the purposes of this Code for assistance in interpreting the requirements of this Code. All Directors and Senior Management Personnel shall affirm compliance with the Code on an annual basis as required under SEBI Listing Regulations

CODE OF CONDUCT

The Board and Senior Management Personnel of the Company should:

- a) demonstrate the highest standards of integrity, business ethics, and corporate governance;
- b) perform their roles with competence, diligence, in good faith and in the best interests of the Company;
- c) play an important role in achieving the Company’s business objectives, which is based on the foundation of ethics, transparency and customer centric actions;

- d) give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgements;
- e) act on a fully informed basis, in good faith, responsibility, due diligence and care, competence and diligence, without allowing their independent judgment to be subordinated and in the best interest of the Company;
- f) not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or bring discredit to the Company. Any situation that creates a conflict of interest between personal interests and the Company and its stakeholders' interests must be avoided at all costs;
- g) assess major risk factors relating to the Company and its performance, and review measure to address and mitigate such risks;
- h) follow all the guidelines put forth in the policy for prevention of insider trading;
- i) not disclose any confidential / privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company;
- j) not achieve or attempt to achieve any undue gain or advantage either to himself/herself or to his/her relatives, partners, or associates etc; and
- k) the Directors of the Company and Senior Management Personnel shall ensure and implement necessary process/procedures for complying with applicable laws, regulations, rules, regulatory orders and applicable policies/codes as may be framed by the Company.

In addition to the above, the Executive Directors and Senior Management Personnel shall also adhere to the Company's Code of Conduct for Employees.

DUTIES OF INDEPENDENT DIRECTORS

The independent Directors shall perform the duties as prescribed under the provisions of Companies Act 2013 and SEBI Listing Regulations including but not limited to:

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 or she 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 behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
12. act within their 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;
14. 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;
15. bring an objective view in the evaluation of the performance of board and management;
16. scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
17. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
18. safeguard the interests of all stakeholders, particularly the minority shareholders;
19. balance any conflicting interest of the stakeholders;
20. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management personnel and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior



management personnel; and

21. moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

WAIVERS

Any waiver of any provision of this Code for a member of the Company's Board of Directors or Senior Management Personnel must be approved in writing by the Board of Directors or its Committees.

REVIEW OF CODE

There will be a period review of the code from time to time and the Board of Directors ("Board") may amend, modify or revise any or all clause of this code. Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Code.

SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Act or SEBI Listing Regulations or any other statutory enactments, modification or rules, the provisions of SEBI Listing Regulations / Act or statutory modification, enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain in force.