

|  |                                 |             |                    |
|--|---------------------------------|-------------|--------------------|
| <b>BRILLOCA LIMITED</b>                                      |                                 |             |                    |
| SUBJECT: CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT |                                 |             |                    |
| EFFECTIVE DATE   | 10 <sup>TH</sup> FEBRUARY, 2020 | VERSION NO. | BRILLOCA/VERSION I |

## CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

### 1. PREFACE

Brilloca Limited has adopted the code of conduct for Directors and Senior Management (“**the Code**”) of the Company pursuant to the provisions of the Companies Act, 2013 and other applicable provisions, if any. It reflects the Company’s underlying ethical values and commitment to lay standards of integrity, transparency, fairness, accountability and pursuit of excellence.

This model Code of Conduct is designed to formally put these corporate values of the Company into practice.

### 2. COVERAGE

- (a) All the Directors of Brilloca Limited (hereinafter “COMPANY”); and;
- (b) All the Senior Management employees of the Company who are of the rank of General Manager or equivalent and above, (hereinafter “Senior Management”).

### 3. PURPOSE

The purpose of this Code of Conduct is to articulate the high standards of honesty, integrity, ethical and law abiding behavior expected of Directors and Senior Management while also meeting the requirements of external stakeholders and applicable laws

### 4. THE MODEL CODE

#### (A) HONESTY AND INTEGRITY

The Company expects each Director and Senior Management to foster a culture of honesty, integrity, ethical and law-abiding behaviour among other officers and employees.

#### (B) CONFLICTS OF INTEREST AND DUTY

- (1) Each Director and Senior Management must fully and frankly inform the Company of any personal or external business interest that may lead to an actual or potential conflict of interest or duty.

|  |                                 |             |                    |
|--|---------------------------------|-------------|--------------------|
| <b>BRILLOCA LIMITED</b>                                      |                                 |             |                    |
| SUBJECT: CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT |                                 |             |                    |
| EFFECTIVE DATE   | 10 <sup>TH</sup> FEBRUARY, 2020 | VERSION NO. | BRILLOCA/VERSION I |

(2) Each Director must:

(a) not participate when the Board considers any matter in which the Director has or may have a conflict of interest or duty; and

(b) comply with the Companies Act, 2013 and any other applicable provisions in relation to the disclosing material personal interests and restrictions on voting by Directors.

(3) Each Director must inform the Board of:

(a) any existing Directorship or other office held by the Director in another entity; and

(b) any proposed appointment as a Director or Senior Management of another entity before accepting the appointment.

(4) Each Director and Senior Management must not exploit for their own personal gain the opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Company.

**(C) COMPLIANCE WITH LAWS, REGULATIONS, POLICIES AND PROCEDURES**

Each Director and Senior Management must:

(a) comply with the letter and spirit of any applicable law, rule or regulation;

(b) comply with the protocols, policies and procedures of the Company; and

(c) encourage other officers and employees to do the same.

**(D) CONFIDENTIALITY**

(1) Any information acquired by a Director or Senior Management while performing their duties is confidential information of the Company and must be kept confidential. A Director/Senior Management must not disclose the information to a third party except where that disclosure is:

(a) Authorized by the Board; or

(b) Required by law or a regulatory body

| <b>BRILLOCA LIMITED</b>                                      |                                 |             |                    |
|--|---------------------------------|-------------|--------------------|
| SUBJECT: CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT |                                 |             |                    |
| EFFECTIVE DATE   | 10 <sup>TH</sup> FEBRUARY, 2020 | VERSION NO. | BRILLOCA/VERSION I |

(2) The existence and details of any Board and management information, discussions, and decisions that are not publicly known and have not been approved by the Board for public release, are confidential information of the Company and subject to paragraph (D)(1).

(3) Each Director's and Senior Management 's obligations of confidentiality continue even after he or she leaves the Company.

**(E) PROTECTION AND PROPER USE OF ASSETS**

(1) A Director or Senior Management may only use a Company asset for legitimate business purposes or other purposes approved by the Board.

(2) Each Director and Senior Management must immediately report any suspected fraud or theft of a Company asset for investigation.

**(F) CONNECTION WITH PRESS/TV/RADIO**

(1) A senior level officer of the Company, appointed by the Chairman shall only act as 'Spokesman' who would interact with the media/ radio/ press.

(2) No officer of the Company may discuss about company matters, answer any questions or provide any personal opinion, whether favorable or adverse, about the Company in any article / in radio/ TV broadcast/to outsiders etc.

**(G) REPORTING OF UNLAWFUL AND UNETHICAL BEHAVIOUR**

(1) A Director or Senior Management may use their own judgment in deciding to whom to report any violation or behaviour, however:

(a) Directors are encouraged to report to the Chairman; and

(b) Senior Management and other Officers are encouraged to report to their immediate Reporting Officer or to the Chairman.

(c) Senior Management and any employee who is aware of the violation may report to the Compliance Officer of the company {Currently the Company Secretary}.

(2) If an employee or officer reports, in good faith, any violation or behaviour, each Director and Senior Management must ensure:

|  |                                 |             |                    |
|--|---------------------------------|-------------|--------------------|
| <b>BRILLOCA LIMITED</b>                                      |                                 |             |                    |
| SUBJECT: CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT |                                 |             |                    |
| EFFECTIVE DATE   | 10 <sup>TH</sup> FEBRUARY, 2020 | VERSION NO. | BRILLOCA/VERSION I |

- (a) the reporting person's position is protected;
- (b) the reporting person's identity is only disclosed with their consent, except where disclosure is required by law; and
- (c) no disciplinary, discriminatory or other adverse action is taken or tolerated against the reporting person for reporting the violation.

**(H) WAIVERS AND AMENDMENTS OF THE CODE**

Any amendment/ inclusion or waiver of any provision of this Code shall be approved by the Company's Board of Directors or a Committee of Directors, constituted for the purpose.

**(I) DUTIES OF INDEPENDENT DIRECTORS :**

The Independent directors shall:

- (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;

|  |                                 |             |                    |
|--|---------------------------------|-------------|--------------------|
| <b>BRILLOCA LIMITED</b>                                      |                                 |             |                    |
| SUBJECT: CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT |                                 |             |                    |
| EFFECTIVE DATE   | 10 <sup>TH</sup> FEBRUARY, 2020 | VERSION NO. | BRILLOCA/VERSION I |

(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 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.

**For and on behalf of the Board**



**(Sandip Somany)**

**Chairman and Managing Director**

