



CODE OF CONDUCT FOR BOARD OF DIRECTORS & SENIOR MANAGEMENT OF SRM ENERGY LIMITED

The members of the Board of Directors of SRM Energy Limited and its Senior Management shall acknowledge and accept the scope and extent of their duties as Directors. They have a responsibility to carry out their duties in an honest and businesslike manner and within the scope of their authority, as set forth in the laws of India as well as in the Memorandum and Articles of Association of the Company. They are entrusted with and are responsible for the oversight of the assets and business affairs of the SRM Energy Limited in an honest, fair, diligent and ethical manner. As Directors, they must act within the bounds of the authority conferred upon them and with the duty to make and enact informed decision and policies in the best interests of the Company and its shareholders. The Board of Directors has adopted the following Code of Conduct and the Directors are expected to adhere to the standards of loyalty, good faith and the avoidance of conflict or interest that follow.

Code of Conduct

Board Members and Senior Management of the Company shall:

- Act in the best interest of, and fulfill their fiduciary obligations to the Company and its shareholders;
- Act honestly, fairly, ethically and with integrity;
- Conduct themselves in a professional, courteous and respectful manner and not take improper advantage of the position of Director;
- Comply with all applicable laws, rules and regulations;
- act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- not use the Company's property, information, position or opportunities for personal gain;
- act in a manner to enhance and maintain the reputation of the company;
- disclose potential conflicts of interest that they may have regarding any matters that may come before the Board and abstain from discussion, voting or otherwise influencing a decision on any matter in which the Director has or may have a conflict of interest;
- make available to and share with fellow Directors information as may be appropriate to ensure proper conduct and sound operation of SRM Energy Limited and its Board of Directors;
- respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors, except when authorized or legally required to disclose such information;
- not use confidential information acquired in the course of their service as Directors for their personal advantage or for the advantage of any other entity;
- help create and maintain a culture of high ethical standards and commitment to compliance;
- regularly assess their performance and effectiveness as a Board, of the Board's committees and that of individual directors; and
- if independent Directors, ensure their independence from stakeholder influence by complying with following additional requirements.



Independent Directors – Directors shall be deemed such if they are independent or influence by any one or more of the Company’s stakeholders. An impairment of independence from stakeholder influence will be deemed to potentially exist in any of the following situations:

- if the laws & regulations applicable to the Company deem it so;
- if such a Director has provided the Company’s management with any advice or assistance in a capacity other than that of a Director;
- if such a Director had advocated management’s or any stakeholders’ interest in any forum;
- if such Director shares economic interests with the Company or any of its stakeholders;
- if the Director receives any remuneration or reward in cash or in kind, directly or indirectly, from any stakeholder;
- if such a Director has put himself into any situation of subservience to any stakeholder;
- if such a Director has accepted and gifts or favours from any stakeholder in excess of those given in the course of normal social intercourse;
- if such a Director is financially dependent on his income from the directorship.

For this purpose stakeholders are the members of senior management of the Company, its significant customers, its significant vendors, its significant financiers, its significant shareholders and their relatives, business partners, group companies and other business in which they have a significant interest.

For this purpose where a relative or a business associate of an Independent Director places himself in such a situation, that, too, would be deemed a potential impairment of the concerned Director’s independence.

Duties & Responsibilities of Independent Directors:

The independent directors shall—

- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 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;
- Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- Strive to attend the general meetings of the company;
- 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;
- Keep themselves well informed about the company and the external environment in which it operates;



- Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 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;
- 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;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 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.

When an Independent Director becomes aware of any such potential impairment of his independence, he will draw the attention of the Board to such a situation. Where the Board is satisfied that the concerned Director's judgment as Director is not likely to be, and is not likely to be perceived to be, influenced by such situation, it can resolve to hold his independence as remaining unimpaired, except where the impairment arises from the application of laws and regulations. The Board may provide for any specific safeguards to be put in place to put beyond doubt the effect of any perceived impairment of the Director's judgment on the Board's decisions.

Reporting of Concerns:

A Director who has concerns regarding compliance with this Code should raise those concerns with the Chairman of the Board and the Chairman of the Audit Committee, who will determine what action shall be taken to deal with concern. In the extremely unlikely event that a waiver of this Code for a Director would be in the best interest of the Company, it must be approved by the Audit Committee and the Board of Directors.

Annual Affirmation:

Directors will annually sign a confirmation that they have read and will comply with this Code.