

Code of Conduct for Board of Directors and Senior Management Personnel

Introduction

The Directors of **Smart Capital Services Limited ("Company")** adopt this Code of Conduct (the "Directors' Code") pursuant to Regulation 17 of Securities Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, to assist directors in fulfilling their duties to the Company. The Directors are entrusted with responsibility to oversee management of the business and affairs of the Company. As the Company's policy-makers, the directors set the standard of conduct for all directors, officers and employees.

Delta Industrial Resources Limited ("Company") has a long-standing commitment to compliance with applicable laws and regulations and to operating in accordance with the highest standards of business conduct.

Applicability

This Code shall be applicable to the Following persons:

- ❖ Board of Directors including part-time directors
- ❖ Senior Management Personnel

Interpretation

The term "**Board**" shall mean the Board of Directors of the Company.

The term "**Chief Executive Officer**" shall mean an employee who has been entrusted responsibility of managing any one or more of Units of the Company.

The term "**Chief Financial Officer**" shall mean any person responsible for managing all funds, reviewing the financial statements, establishing and maintaining internal controls.

The term "**The Company**" shall mean **Smart Capital Services Limited**

The term "**Executive Director**" shall mean and include Company's Managing Director, Functional Directors, and such other Directors who are in full time employment of the Company.

The term "**Independent Director**" shall mean the Board Members as defined under Section 2 (47) read with 149(5) of the Companies Act, 2013.

The term "**Non-Executive Director**" shall mean those members on Board who are not in whole time employment of the Company.

The term "**Whole-time Director**" shall be the Directors on the Board of Directors of the Company who are in whole-time employment of the Company.

The term "**Part-time Director**" shall mean Directors on the Board of Directors of the Company who are not in whole time employment of the Company.

The term "**Senior Management Personnel**" shall mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

COMBINED CODE OF CONDUCT

The Combined Code of the Company is based on the following fundamental principles of Directors & Senior Management Personnel:

Performance of duties

The Directors & Senior Management Personnel will exercise due care and diligence in the performance of their duties of office and will not undertake any activity, which is pre-judicial to the interests of the Company. All Officers are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working on the Company's premises, at Company sponsored business and social events, or at any other place where Officers represent the Company.

Honest and Ethical conduct

The Directors & Senior Management Personnel shall act in accordance with the highest standards of honesty & integrity. They will always act in good faith and in the best interests of the company.

Confidentiality

The Directors & Senior Management Personnel are expected to maintain the highest level of confidentiality of the information, which they acquire during the course of their relationship with the Company. They are not expected to use such information for their personal interests.

Conflicts of Interest

The Directors & Senior Management Personnel are expected to act as independent persons while making an opinion and make the judgment, which will be in the best interests of the Company. There should not be conflict of the personal interests with the organizational interests.

Interest of Stakeholders

The Directors & Senior Management Personnel are expected to recognize that their primary responsibility is to Smart Capital Services Limited shareholders as a whole. They will provide all the stakeholders with information that is accurate, complete, objective, relevant, timely and understandable.

APPLICABLE LAWS

Officers must acquire adequate knowledge of all the applicable laws, rules, regulations, orders and notifications under regulatory framework as applicable to their functions and duties and should follow and comply with the same and avoid violation, breach, or infringement thereof.

KEY REQUIREMENTS

Board Members and Senior Management Personnel shall act within the authority conferred upon them, keeping the best interests of the Company in view and observe the following:

- ❖ Shall act with utmost care, skill and diligence in relation to all dealings for the company;
- ❖ Shall act in utmost good faith and adopt highest standards of personal and professional integrity, fairness, honesty, probity and ethical conduct and fulfill the fiduciary obligations without allowing their independence of judgment to be subordinated or compromised;
- ❖ Shall not enter into any contract or arrangement without obtaining the approval of the Audit Committee and/ or the Board and where required, approval by a special resolution in the general meeting for related party transactions
- ❖ Shall avoid having any personal and/or financial interest in any business dealings concerning the Company;
- ❖ Shall avoid any dealing/relationship with a Contractor or Supplier (either directly or indirectly) that could compromise the ability to transact business on a professional, impartial and competitive basis or that may influence discretionary decision required to be made by the Board Members/ Senior Management Personnel/the Company;
- ❖ Shall not hold any position or job or engage in outside business or other interest that is prejudicial to the interests of the Company or that adversely affects the performance of duties with the company;
- ❖ Shall not exploit for their own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors in case of Board Members and the Chairman & Managing Director in case of Senior Management Personnel and the Board/CMD declines to pursue such opportunity for the company and allows him to avail such opportunity;
- ❖ Shall not seek or accept, directly or indirectly any gift from anyone having business dealings with the Company, except for normal value, which are customarily given and are of commemorative nature for special events and should never be of a kind that could create an appearance of impropriety, inducement or in any manner influence a business decision;
- ❖ Shall not make any statement which has the effect of adverse criticism of any policy or action of the Government or of the Company or which is capable of embarrassing the relations between the Company and the public including all the stakeholders or any foreign country; Provided that nothing in this clause shall apply to any statement made or views expressed by a Board Member and Senior Management Personnel, which are purely factual in nature and are not considered as confidential, in his official capacity or in due performance of the duties assigned to him;
- ❖ Shall not commit any offence involving moral turpitude;
- ❖ Shall ensure workplace free of discrimination & harassment based on race, color, religion, caste, age, gender, nationality, origin, disability, veteran status, or any other biases;
- ❖ Shall not use IT system of the Company for purposes that may be regarded as derogatory, defamatory or obscene or otherwise considered irresponsible and/or compromise the protection and security of IT systems;
- ❖ Shall be accountable to the stakeholders i.e. shareholders, debtors, creditors, contractors, suppliers, customers, Government etc. in discharge of the duties of the Company;
- ❖ Shall not contribute (whether directly or indirectly) any funds, credit, property or services of the Company to any Political Parties;
- ❖ Shall act in a socially responsible manner, within the applicable laws, rules and regulations, customs and traditions of the countries in which the Company operates;
- ❖ Shall act in accordance with and keeping in mind the Vision, Mission and Values of the Company;

- ❖ To promote alertness & awareness for safety and the protection of human life/property and environment;
- ❖ Shall exercise their responsibilities in a bona fide manner in the interest of the Company and act objectively and constructively while exercising their duties;
- ❖ Shall not abuse their 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;
- ❖ Shall assist the Company in implementing the best corporate governance practices;
- ❖ Shall become and remain familiar with Company's business and the economic and competitive environment in which the Company operates and understands Company's business plan, strategies and objectives;
- ❖ Shall immediately bring to the notice of the Board about any unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

DUTIES OF DIRECTORS

The Director(s) of the Company:

- ❖ shall act in accordance with the articles of the company, subject to the provisions of the Companies Act, 2013 as amended from time to time;
- ❖ shall 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;
- ❖ shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- ❖ shall 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;
- ❖ shall 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;
- ❖ shall not assign his office and any assignment so made shall be void

Specific Duties Of Independent Directors

(As Per Companies Act, 2013)

Schedule IV [See Section 149(8)]

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.

CONSEQUENCES OF NON- COMPLIANCE OF THIS CODE

- ❖ In case of breach of this Code by the Directors, the same shall be dealt with by the Board of Directors for initiating appropriate action, as deemed necessary.
- ❖ Breach of this Code by the Senior Management, the same shall be dealt with by Chairman & Managing Director in accordance with the Rules of the Company.
- ❖ In case of non-compliance of any of the provisions of this Code of Conduct, the same shall be reported to the Chairman/Managing Director of the Company.

NO RIGHTS CREATED

This Directors' Code sets forth guidelines for conduct for the Board of Directors. It is not intended to and does not create any rights in any director, officer, employee, client, supplier, competitor, shareholders or any other person or entity.

ACKNOWLEDGEMENT OF CODE OF CONDUCT

All Board members shall affirm compliance with this Code.