



CODE OF CONDUCT OF DIRECTORS AND SENIOR MANAGEMENT

AZAD ENGINEERING LIMITED

(Formerly Azad Engineering Private Limited)

CIN: U74210TG1983PLC004132

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1. Philosophy of Code of Governance

Azad Engineering Limited (Formerly known as “Azad Engineering Private Limited”) (hereinafter referred to as “**Azad**” or the “**Company**”) truly believes in independence, responsibility, transparency, professionalism, accountability, and a code of ethics, which are the basic tenets of Corporate Governance.

Azad always seeks to achieve optimum performance at all levels in adopting and adhering to best corporate governance practices. Azad has always focused on corporate governance as a means to maximize long-term stakeholders’ value through disciplined and sustained growth and value creation.

2. Code

This code of conduct for Directors and Senior Management helps to ensure compliance with legal requirements and standards of business conduct.

The Board of Directors (hereinafter referred to as the “**Board**”) has adopted a code of business conduct and ethics (hereinafter referred to as the “**Code**”) for all

- i. Directors of the Company;
- ii. Directors of any Subsidiary of the Company;
- iii. Key Managerial Personnel of the Company; and
- iv. Members of Senior Management of the Company (i.e. one level below the executive directors including all functional heads).

Every board member and senior management personnel are expected to read and understand this Code and its application to the performance of his or her duties, functions, and responsibilities.

3. Compliance Officer

Company Secretary is the Compliance Officer for the purpose of this code. The Compliance Officer shall refer to the Chairperson of the Board any complaint received for necessary action.

4. Honesty, Integrity & Professional Conduct

All Board Members and Senior Management Personnel shall:

- i. conduct their activities, on behalf of Azad, with honesty, integrity, and fairness and uphold ethical standards of integrity and probity;
- ii. act in good faith, and responsibility, with due care, competence, and diligence, without allowing their independent judgment to be subordinated and objectively and constructively, while exercising his / her duties;
- iii. act in the best interest of Azad, and its various stakeholders and fulfill the fiduciary obligations and exercise his / her responsibilities in a bonafide manner in the interest of Azad;
- iv. devote sufficient time and attention to his / her professional obligations for informed and balanced decision-making;
- v. not engage in conduct that is likely to bring discredit upon Azad;
- vi. not use his/her position to the detriment of Azad or its stakeholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- vii. not allow any extraneous considerations that will vitiate his exercise of objective judgments in the paramount interest of Azad as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision-making;
- viii. comply with every provision of this Code and assist Azad in implementing the best corporate governance practices.



5. Duties

All Board members and senior management personnel shall -

- i. undertake appropriate induction and regularly update and refresh their skills, knowledge, and familiarity with the activities;
- ii. seek appropriate clarification or amplification of information and whenever necessary take and follow appropriate professional advice and opinion of outside experts;
- iii. strive to attend all meetings of the Board and of the Board Committees of which he/she is a member;
- iv. participate constructively and actively in all the meetings of the Committees of the Board in which they are Chairpersons or Members;
- v. strive to attend all general meetings of Azad as a Member of the Board
- vi. where they have any concerns about any action 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;
- vii. keep themselves well informed about Azad and the external environment in which it operates;
- viii. not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- ix. pay sufficient attention and ensure that adequate deliberations are held before approving any related party transactions and assure themselves that the same are in the interest of Azad;
- x. ascertain and ensure that the company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- xi. report concerns about unethical behavior, actual or suspected fraud, or violation of this Policy;
- xii. acting within his authority, assist in protecting the legitimate interests of the company, shareholders, and its employees;
- xiii. 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.

6. Disclosure of Interest

The Directors and the Senior Management Personnel shall promptly disclose at the time of their appointment and subsequently whenever there is a change, their interest in other companies and body corporates in compliance with applicable laws. The Directors and Senior Management shall also promptly disclose their relationships with other individuals, firms or body corporate wherever such relationships may affect their independence of judgment while performing their duties and responsibilities towards the Company.

7. Conflict of Interest

All Board members and senior management personnel shall not engage in any business, relationship or activity, which may be in conflict of interest of Azad or its group companies.

Any question therefore about a Board member's or senior management personnel's actual or potential conflict of interest with Azad should be brought promptly to the attention of the Chairperson of the Board who will review the question and determine a proper course of action including whether consideration or action by the full Board is necessary.

Directors or senior management personnel involved in any conflict or potential conflict situations shall exclude themselves from any discussion or decision relating thereto.

8. Fair Dealing

All Board members and senior management personnel should deal fairly with Azad's customers, suppliers, competitors, officers and employees.



No Board member or senior management personnel may take unfair advantage of Azad's customers, suppliers, competitors or employees through manipulating, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Gift or entertainment in any form that is likely to result in a feeling of expectation of personal obligation should not be accepted or extended.

9. Corporate Opportunities

All Board members and senior management personnel shall not exploit the opportunities for their own personal gain that are discovered through the use of Azad's property, information or position unless the details of such opportunity is disclosed fully in writing to the Board and the Board gives its approval to pursue such opportunity.

10. Confidential Information

All Board members and senior management personnel shall maintain confidentiality of information (price sensitive or otherwise) they receive while being in the office of Azad and they may also ensure the security of information of Azad.

They will also ensure that the interests of any employee, who uses the vigil mechanism to report genuine concerns about unethical behavior, are not prejudicially affected on account of such use and shall maintain the confidentiality of all matters under this Policy.

11. Confidential Information of Others

Azad is required to abide by the terms of the relevant Non-Disclosure Agreement and limit its use to the specific purposes for which it was disclosed and to disseminate it only to others with a need to know the information.

All Board members and senior management personnel shall not attempt to obtain a competitor's confidential information by improper means.

12. Protection of Assets

The Board and senior management personnel shall endeavor their best to protect Azad's assets and shall not use the same for personal benefit unless approved by the Board.

13. Sexual Harassment

The Board and senior management personnel shall not indulge in sexual harassment whether directly or by implication which includes such unwelcome behavior or physical contact and advances, or a demand or request for sexual favors, sexually colored remarks, display of pornographic material or any other verbal or non-verbal communication of sexual nature is strictly prohibited.

14. Regulations

All Board members and senior management personnel shall comply with all applicable laws, rules, regulations, and guidelines, including obligations under take-over and insider trading regulations, and shall report actual non-compliances, if any, of law, this code, or other policies of Azad or procedures to the Board.

As a public company, it is of critical importance that Azad's filings with the Securities and Exchange Board of India, the Reserve Bank of India and/or concerned stock exchange(s) on which the securities of Azad are or may be listed be full, fair, accurate, timely and understandable.

All Board members and senior management personnel may be requested to provide the information necessary to ensure that Azad's published reports meet these requirements.



Azad expects all Board members and senior management personnel to provide prompt and accurate answers to enquiries relating to its public disclosure requirements.

15. Waiver, Amendment

Waiver of this code in any respect or respects may be made only by the Board and will be publicly disclosed if required by any applicable laws or regulations. As a general policy, the Board will not grant waivers to the Code.

Having regard to the business practices, or the legal and regulatory framework applicable, the Board will review, revise, amend or update the code, as it deems appropriate.

16. Affirm Compliance

All Board members and senior management personnel shall affirm compliance with the code on an annual basis and the Chief Executive Officer shall give a Declaration that the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management Personnel.



FORM OF ANNUAL DECLARATION BY THE BOARD OF DIRECTORS ON COMPLIANCE WITH CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

To
The Compliance Officer
Azad Engineering Limited
90/C, 90/D Phase 1 I.D.A, Jeedimetla
Hyderabad-500055 Telangana, India

Dear Sir

I, _____ of Azad Engineering Limited, solemnly and sincerely affirm that I have adhered to the provisions of the Code of Conduct for Directors and Senior Management of the Company for the financial year ended

Thanks & Regards

Signature :

Name :

Designation :

Date :
