

KWALITY WALL'S (INDIA) LIMITED

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

Introduction and Applicability

Kwality Wall's (India) Limited ("Company") has formulated this Code of Conduct for Board of Directors and Senior Management Personnel ("Code of Conduct") in accordance with explanation to regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and it has been duly approved and adopted by the Board of Directors ("Board") of the Company.

All members of the Board and Senior Management of the Company are expected to conduct themselves in accordance with the highest standards of ethics and integrity, and to comply with the applicable laws that govern the conduct of Company.

Definitions

All terms mentioned in this Code of Conduct shall be read in conjunction with the Listing Regulations and the Companies Act as amended from time to time and any changes to the Act and Listing Regulations will apply mutatis mutandis to this Code of Conduct.

Conduct

Every member of the Board of Directors and Senior Management of the Company shall:

- Uphold the highest standards of integrity, business ethics, honesty, fairness, transparency, and corporate governance;
- Act in the best interests of accountability, and fulfil fiduciary obligations to the Company; act with professionalism, courtesy, and with integrity, conduct themselves in professional; respect at all times.
- Act in good faith, with due care, skill, diligence, and independent judgment, and in the best interests of the Company and its shareholders as a whole, while having due regard to the interests of employees, customers, creditors, the community, and the environment.
- Comply with all applicable laws, rules, regulations, and Company policies, including but not limited to the Act, the Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), anti-corruption and anti-bribery laws, competition/antitrust laws, labor and employment laws, environmental laws, data protection and information technology rules, and tax laws.
- Avoid any activity, relationship, or financial interest that may conflict, or appear to conflict, with the interests of the Company. Where a conflict or potential conflict arises, promptly disclose the same and abstain from discussion and voting on the relevant matter, in accordance with law and Company policy.
- Not derive personal benefit, directly or indirectly, by virtue of position or by misuse of Company assets, information, or opportunities.
- Maintain the confidentiality of Company information, including trade secrets, business plans, strategies, financial data, customer/supplier information, and any UPSI, except where disclosure is authorised or legally mandated.
- Deal fairly with customers, suppliers, business partners, competitors, employees, and other stakeholders; not take unfair advantage through manipulation, concealment,

abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

- Ensure accurate and timely disclosures and reporting to regulators, stock exchanges, and stakeholders, and support the integrity of the Company's financial reporting and internal controls.

In addition, the Non-Executive Independent Directors shall also abide by the provisions of the 'Code for Independent Directors' as provided in Schedule IV of the Companies Act, 2013, enclosed herewith as **Annexure A**.

Conflicts of Interest and Related Party Matters

Directors and Senior Management must proactively identify situations that may involve a conflict of interest, including personal, family, or other relationships or interests that may influence or be perceived to influence decision-making. Without limitation:

- Directors shall make requisite disclosures of concern or interest under the Act (including Section 184) and the Listing Regulations, and cause such disclosures to be updated upon any change.
- Related party transactions shall be undertaken only in compliance with the Act, the Listing Regulations, and the Company's policy on related party transactions, with due approvals obtained. Independent Directors shall ensure adequate deliberation and scrutiny of such transactions in the interests of the Company.
- Directors and Senior Management shall not participate in any Board or committee discussion, approval, or decision in which they have a direct or indirect interest, and shall recuse themselves in accordance with applicable law and policy.

Confidentiality, Insider Trading, and Communication Protocols

- All Directors and Senior Management shall strictly comply with the PIT Regulations and the Company's [Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons], including with respect to trading windows, pre-clearance, prohibition on trading while in possession of UPSI, and mandatory disclosures.
- UPSI shall be handled strictly on a need-to-know basis, and shall be communicated only through authorised channels and in accordance with the Company's Code of Practices and Procedures for Fair Disclosure of UPSI.
- External communications on behalf of the Company, including with media, analysts, and investors, shall be made only by authorised spokespersons in accordance with the Company's disclosure and investor relations policies.

Use and Protection of Company Assets and Records

- Company assets, resources, funds, and information systems shall be used solely for legitimate business purposes. Personal use or misuse is prohibited.
- Books, records, accounts, and financial statements shall be maintained in reasonable detail, accurately and fairly reflect transactions, and conform to applicable legal and accounting requirements and internal control procedures.
- Records retention and destruction shall comply with applicable law and the Company's records management policies.

Anti-Bribery, Gifts, Hospitality, and Fair Competition

- The Company prohibits bribery, corruption, facilitation payments, and improper advantages in any form, whether offered or received, directly or indirectly, with public officials or private parties.
- Gifts and hospitality may be offered or accepted only if they are modest, customary, reasonable, infrequent, not cash or cash equivalents, and do not create an actual or perceived obligation or influence a business decision. All such instances shall comply with the Company's gifts and hospitality policy and be recorded where required.
- The Company supports fair and vigorous competition and prohibits anti-competitive conduct, including collusion, bid-rigging, market or customer allocation, price-fixing, and misuse of market power.

Workplace Conduct, Human Rights, POSH, and Whistleblowing

- A safe, respectful, and inclusive workplace is mandatory. Discrimination, harassment, bullying, retaliation, or abusive conduct is prohibited. Compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) and the Company's POSH Policy is required.
- Human rights, health, safety, and environmental stewardship shall be upheld in operations and supply chains, consistent with applicable law and the Company's policies.
- The Company maintains a vigil mechanism/whistleblower policy, with adequate safeguards against victimisation, as required under the Act and the Listing Regulations. Concerns regarding unethical behaviour, violations of law, fraud, or breach of this Code should be reported through the prescribed channels. Retaliation against a good-faith reporter is prohibited.

Data Privacy and Information Security

- Directors and Senior Management shall protect personal data and sensitive information, implement reasonable security practices, and comply with applicable data protection and information technology laws and Company policies.
- Cybersecurity incidents and data breaches shall be promptly escalated in accordance with the Company's incident response procedures.

Responsibilities of Board Committees

Members serving on Board committees, including the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, and Stakeholders Relationship Committee, shall discharge their roles and responsibilities in accordance with their terms of reference, applicable provisions of the Act and the Listing Regulations (including Schedule II), and the Company's internal policies.

Training, Induction, and Access to Advice

Independent Directors and Senior Management shall undergo appropriate induction and periodic updates on the Company, its industry, regulatory environment, and their duties. Where appropriate, Directors may seek professional advice at the Company's expense as permitted by law and Board-approved protocols.

Annual confirmation

All Members of the Board of Directors and Senior Management Personnel shall confirm compliance with this Code of Conduct on an annual basis in the format specified in **Annexure B** within 30 days from the close of every financial year.

Conflicts in the Code of Conduct

This Code of Conduct is framed based on the provisions of the Listing Regulations. In case of any subsequent changes in the applicable law which make the provisions in the Code of Conduct inconsistent with the applicable law, the provisions of the applicable law shall prevail over the Code of Conduct and the provisions in the Code of Conduct shall be modified in due course to make it consistent with the law.

Review of the Code of Conduct

The Board shall periodically review the Code of Conduct, which will include an assessment of the effectiveness of the Code of Conduct.

The Policy is issued upon approval by the Board, and it can be amended only with the authority of the Board.

Annexure A

‘Code for Independent Directors’ as provided in Schedule IV read with Section 149(8) of the Companies Act, 2013

The Code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of Independent Directors.

I. Guidelines of professional conduct:

An Independent Director shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising his duties;
3. exercise his responsibilities in a bona fide manner in the interest of the company;
4. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate his exercise of objective Independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. not abuse his 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;
7. refrain from any action that would lead to loss of his independence;
8. where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly;
9. assist the company in implementing the best corporate governance practices.

II. Role and functions:

The Independent Directors shall:

1. 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;
2. bring an objective view in the evaluation of the performance of Board and management;
3. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. safeguard the interests of all stakeholders, particularly the minority shareholders;
6. balance the conflicting interest of the stakeholders;
7. determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management;
8. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder’s interest.

III. Duties:

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 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;
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 behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. "acting 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.

IV. Manner of appointment:

1. Appointment process of independent Directors shall be independent of the company management; while selecting independent Directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
2. The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
3. The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfills the conditions specified in

the Act and the rules made thereunder and that the proposed director is independent of the management.

4. The appointment of independent Directors shall be formalised through a letter of appointment, which shall set out:
 - (a) the term of appointment;
 - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - (d) provision for Directors and Officers (D and O) insurance, if any;
 - (e) the Code of Business Ethics that the company expects its Directors and employees to follow;
 - (f) the list of actions that a director should not do while functioning as such in the company; and
 - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
5. The terms and conditions of appointment of independent Directors shall be open for inspection at the registered office of the company by any member during normal business hours.
6. The terms and conditions of appointment of independent Directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

1. The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
2. An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within 2[“three months”] from the date of such resignation or removal, as the case may be.
3. Where the company fulfils the requirement of independent Directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

1. The independent Directors of the company shall hold at least one meeting "in a financial year", without the attendance of non-independent Directors and members of management;
2. All the independent Directors of the company shall strive to be present at such meeting;
3. The meeting shall:
 - (a) review the performance of non-independent Directors and the Board as a whole;
 - (b) review the performance of the Chairperson of the company, taking into account the views of executive Directors and non-executive Directors;

(c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

1. The performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.
2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

Annexure B

Annual Affirmation Template

To
The Board of Directors
Kwality Wall's (India) Limited

I [*insert name*], [*insert designation*], do hereby affirm that I have complies with the Code of Conduct for Board of Directors and Senior Management Personnel of Kwality Wall's (India) Limited during the financial year ended on 31 March [•].

Signature:

Name:

Designation:

Place:

Date: