

Code of Conduct & Business Ethics

Philosophy

The Company is committed to the adoption of best corporate governance practices which ensure accountability of management and maximization of stakeholders value. We shall strive to put in place process, system, control and governance structures for protecting and furthering the interest of our stakeholders.

Background

The Code of conduct is made in accordance with the provisions of Regulation 17(5) of the SEBI (Listing Obligations and Disclosures Requirements), 2015 and applicable to all the members of Board of directors, Key Managerial Personnel and Senior Managerial Personnel and all employees of Omaxe Limited.

National Interest

The Company shall be committed in all its actions to benefit the economic development of the country and work towards making India a developed nation. It shall not undertake any project or activity to the detriment of the national interest or that will have any adverse impact on the social and cultural life. The Company shall conduct its business affairs in accordance with the economic development, foreign policies, objectives and priorities of the nation and shall strive to make a positive contribution to the achievement of such goals at the regional, national and international levels.

Stakeholders

The Board of Directors of the Company shall duly and fairly inform its stakeholders about all relevant aspects of the Company's business, and disclose such information in accordance with the respective regulations and agreements.

People

We believe in line of our HR Philosophy to uphold the values which are at the core of our business ethics, honesty, integrity, team work, objectivity, self-respect and human dignity. We believe in fair & trustworthy relationships.

Equal-Opportunities

The Company shall provide equal opportunities to all its employees and all qualified applicants for employment, without regard to their race, caste, religion, color, ancestry, marital status, sex, age, nationality, disability and veteran status. Employees of the Company shall be treated with dignity and in accordance with the Company's policy.

Employee policies and practices shall be administered in a manner that ensures in all matters equal opportunity is provided to those eligible and the decisions are merit-based.

As a good corporate citizen, Omaxe Limited is committed to a gender friendly workplace. This is in order to enhance equal opportunities for men and women; to prevent/stop/redress sexual harassment at the workplace and to guarantee good employment practices. Sexual harassment includes unwelcome sexually determined behaviour such as: unwelcome physical contact; a demand or request for sexual favour; sexually colored remarks; showing pornography and any other unwelcome physical, verbal or non-verbal conduct of a sexual nature. The Company maintains an open door for reporters; encourages employees to report any harassment concerns and is responsive to employee complaints about harassment or other unwelcome and offensive conduct.

Elimination of Child Labour

It is the Company's policy not to support child labour. The Company is committed to implement the provisions of the Child Labour (Prohibition and Regulation) Act, 1986. The Company is aware of social reality of the existence of child labour and recognises that this evil cannot be eradicated by simply setting up rules or inspections. Towards this end, the Company is committed to work in a pro-active manner to eradicate child labour by actively contributing to the improvement of children's social situation.

Safety, Health and Environment

The Company attaches great importance to a healthy environment and to the safety of its employees. The Company shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact on environment.

Conduct and Accountability

The Board of Directors (BOD) shall oversee the Company's adherence to ethical and legal standards. All employees including senior management personnel and the members of the BOD shall undertake to stop or prevent actions that could harm customers, the system or reputation of the Company.

Transparency

All Company employees shall ensure that their actions in the conduct of business are totally transparent except where the need of business security dictates otherwise. Such transparency shall be brought through appropriate policies, systems and processes, including appropriate involvement of more than one manager in recording decision logic and maintaining supporting records. All managers shall voluntarily ensure that their areas of operation are open to audit and the conduct of their activities are totally auditable.

Conflict of Interest

All Company employees must avoid situations in which their personal interest could be in conflict with the interest of the Company. The guiding principle is that any conflict or potential conflict must be disclosed to higher management for guidance and appropriate action.

Gifts and Donations

The Company and its employees shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business, however, the company and its employees may accept and offer nominal gifts which are customarily given and are of commemorative nature for special events.

The Company and its employees shall not offer or give any Company's fund or property as donation to any government agency or their representatives, directly or through intermediaries, in order to obtain any favourable performance of official duties.

Financial Reporting and Records

The Company shall prepare and maintain its accounts truly and fairly in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, laws and regulations of the country in which the Company conducts its business affairs. Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to Company's auditors and other authorised parties and government agencies. There shall be no willful omissions of any company transactions from the books and records.

Any willful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of this code, apart from inviting appropriate civil or criminal action under the relevant laws.

Regulatory Compliance

Every employee of the Company shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he or she operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the code, then the standards of the code shall prevail.

Protecting Company's Assets

The assets of the Company should not be misused but employed for the purpose of conducting the business for which they are procured. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationship with customers and suppliers, etc.

Selecting Suppliers

The Company's suppliers make significant contributions to our success. To create an environment where our suppliers have an incentive to work with the Company, they must be confident that they will be treated lawfully and in an ethical manner. Selection of suppliers is to be made on the basis of merit, price, quality and performance. The Company's policy is to select significant suppliers or enter into significant supplier agreements through a competitive bid process where ever possible. Under no circumstances should any Company employee, agent or contractor attempt to coerce suppliers in any way. The confidential information of a supplier is entitled to the same protection as that of any other third party.

Competition

The Company shall compete only in an ethical and legitimate manner. It prohibits all actions that are anti-competitive or otherwise contrary to laws that govern competitive practices in the market place.

Intellectual Property Policy

We have an utmost obligation to ourselves to identify and protect the intellectual properties, trade secrets and other confidential information owned by the Company and it's clients or associates because it is critical to our success. By "Intellectual Property Rights (IPR)", we mean generally patented or potentially patentable inventions, trademarks, service marks, trade names, copyrightable subject matter and trade secrets. We have an obligation to protect the Company's IPR and Client IPR at all times.

Whistle Blower Policy

Company has a whistle Blower Policy in place which gives equal opportunity to the Directors, Employees for reporting their concerns without fear.

Political Non-Alignment

The Company shall not support, directly or indirectly, any specific political party or candidate for political office. The Company shall not offer or give any Company's fund or property as donation, directly or indirectly, to any specific political party, candidate or campaign.

Public Representation of the Company

The Company honours the information requirement of the public and its stakeholders. In all its public appearance with respect to disclosing Company and business information to public constituencies such as the media, the financial community, employees and stakeholders, the Company shall be represented only by specifically authorised directors and employees. It will be the sole responsibility of these authorised representatives to disclose information to the concerned public.

Confidential Information/ Publicity

No employee shall disclose or use any confidential information gained in the course of employment with the Company for personal profit or for the advantage of any other person. No employee shall provide any information either formally or informally to the press or to any other publicity media unless specifically authorised to do so.

Disciplinary Actions

The Company will take appropriate action against any Director's/ Senior Management Personnel /Employee, Agent, Contractor or Consultant whose actions are found to violate these policies or any other policy of the Company. Disciplinary actions may include immediate suspension/ termination of employment or business relationship at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities

Every employee shall be responsible for the implementation of and compliance with this code in his professional environment. Failure to adhere to the code could attract the most severe consequences, including termination of employment.

Every employee of the Company shall promptly report to the management any actual or possible violation of this code, or an event he or she becomes aware of that could affect the business or reputation of his/her or any other group Company.

Accountability

The Board of Directors (BOD) shall oversee the Company's adherence to ethical and legal standards. All employees and the members of the BOD shall undertake to stop or prevent actions that could harm customers, the system or reputation of the Company.

Guidelines for Professional Conduct of Directors

A Director shall:

1. Act in accordance with the articles of the company.
2. 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.
3. Exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
4. 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.
5. Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners or associates.
6. Not assign his office.

Guidelines of professional conduct of Independent Directors

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.

Role and functions of Independent Directors

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.

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.
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" 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.

Every Employee including Senior Management Personnel of the Company, shall uphold ethical standards of integrity and probity, act objectively and constructively while exercising their responsibilities in a bonafide manner and in the best interest of the company. Not to 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. Assist the Company in implementing the best Corporate Governance practices.

ANNUAL COMPLIANCE REPORTING:

This "Code of Conduct and Business Ethics" is applicable to all the Employees including Director's and Senior Managerial Personnel of the Company. In adherence of Regulation-26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and Senior Managerial Personnel of the Company shall affirm compliance with the aforesaid "Code" on annual basis and will annually sign a confirmation that they have read and complied with this "Code" and a declaration to this effect shall be given in the Annual Report of the Company to be signed by the Chief Executive Officer of the Company.