

CODE OF CONDUCT

Applicable to all Directors and Senior Management Personnel

I Preamble :

This Code of Conduct (“the Code”) shall be called “The Code of Conduct for Board Members and Senior Management Personnel of Entegra Limited and its Subsidiaries” (hereinafter referred to as “the Company”)

The Code is in alignment with the Company’s Vision and Values to achieve the Mission & Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company

This Code is intended to focus the Board and each director on areas of ethical risk, provide guidance to directors to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability. The Code is part of the Company’s commitment to integrity and its Compliance and Integrity Programs. While covering a wide range of business practices and procedures, these standards cannot and do not cover every issue that may arise, or every situation where ethical decisions must be made, but rather set forth key guiding principles and Company policies. Directors are encouraged to bring questions about particular circumstances that may involve this Code to the attention of the Chair of the Nomination and Remuneration Corporate Committee/Audit Committee, who may consult with the Company’s Chief Compliance Officer, and inside or outside counsel as appropriate. All of our directors must conduct themselves according to the language and spirit of this Code and seek to avoid even the appearance of improper behavior. Even well intentioned actions that violate the law or this Code may result in negative consequences for the Company and for the individuals involved.

One of our Company’s most valuable assets is our reputation for integrity. We should all recognize that our actions are the foundation of our reputation and adhering to this Code and the law is imperative.

II Applicability:

The Code shall come into force with effect from (Month), (Day), (Year) and shall be applicable to the following (hereinafter referred to as “Covered Parties”) :

(1) All Whole-time Directors

(2) All Non-Executive Directors including Independent Directors unless specifically exempted from the Code or some of the provisions of the Code.

(3) All Senior Management Personnel of the Company and shall include Employees of the Company, who are at the level of one rank below the Members of the Board of Directors, and all Heads of Functions.

This is a comprehensive code and applies to all Directors /Management Personnel. However, the provisions shall apply to Executive and Non- Executive Directors including Independent Directors only to such extent as may be applicable depending on their respective roles and responsibilities.

Directors / Management Personnel shall communicate any suspected violations of the Code promptly to the Internal Audit and Stakeholders' Grievances Committee or the Chairman of the Board. Suspected violations will be investigated by or at the direction of the Chairman and appropriate action will be taken in the event that violation is confirmed.

The Code does not specifically address every potential form of unacceptable conduct, and it is expected that Directors / Management Personnel will exercise good judgment in compliance with the principles set out in this Code. Every Director / Management Personnel has a duty to avoid any circumstances that would violate the letter or spirit of this Code.

The Company Secretary/Compliance Officer, as designated by the Chairman, will be the principal officer for this Code. He is empowered to report to the Chairman of the Board or the Audit Committee and Stakeholders' Grievances Committee on any matter relating to the implementation of the Code. The Principal Officer should be consulted if there is any doubt or lack of clarity about any aspect in the Code. The Audit Committee/ Stakeholders' Grievances or the Chairman of the Board may also be consulted wherever required and in case of any doubt, as to the course of action to be taken, the following test may be applied:

- Is it legal?
- Is it ethical?
- Could it cause a negative perception of the Company?

III Commitments:

Covered Parties shall, in all matters related to the Company, act within the authority conferred upon them, keeping the best interests of the Company in view and observe the following :

(1) Shall act in accordance with the highest standards of personal and professional integrity, honesty, good faith, with diligence and responsiveness, excellence in quality, with academic responsibility and freedom and ethical conduct

(2) Shall act in utmost good faith and fulfil the fiduciary obligations without allowing their independence of judgment to be compromised

(3) Every Director who is in any way, whether directly or indirectly, concerned or has financial interest in any business dealings concerning the Company shall disclose the nature of his concern or interest at a meeting of the Board of Directors. Other Senior Management Personnel shall make such disclosure to the Chairman / Managing Director. No interested person shall participate in the discussion or vote in the Board's proceedings or participate in any other manner in the conduct or supervision of such dealings.

(4) Shall avoid any dealing with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or that may influence discretionary decision to be made by the Board Members / Company.

(5) Shall not hold any position or job or engage in outside business or other interest that is prejudicial to the interests of the Company.

(6) 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 of the Company and the Board declines to pursue such opportunity and allow him to avail such opportunity

(7) Shall not make any statement which has the effect of adverse criticism of any policy or action of the Company or which is capable of embarrassing the relations between the Company and the public including all the stakeholders. Provided that nothing in this clause shall apply to any statement made or views expressed by a Board Member, 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.

(8) Shall not commit any offence involving moral turpitude

(9) Shall exercise powers conferred upon him for achieving business goals of the Company in a fair and honest manner with reasonable direction and after weighing of the consequences of such use.

(10) Shall respect the confidentiality of any proprietary information accessed during the course of discharge of duties and ensure that such information is not used for personal gain

(11) Shall act on the business principal of equity and justice, confidential interest of client and ultimate goal of the Company

(12) Shall commit to observance laws and to the avoidance of any conduct which may be considered illegal under the same.

(13) Shall not trade, directly or indirectly for shares, securities and commodities considering the 'price sensitive information' which they may have direct access / influence and exposure by virtue of their fiduciary position or office of profit.

(14) Shall not act upon any confidential information relating to clients especially in share, securities and commodities other than in official capacity in the ordinary course of business

(15) Shall not commit verbal or physical conduct of a sexual nature to anyone by virtue of their office position

IV Gifts, Donations & Entertainment :

Covered Parties shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business. However, the Board Members and Senior Management may accept and offer nominal gifts, which are customarily given and are of a commemorative nature, for special events

V. Conflict Of Interest :

The term "conflict of interest" pertains to situations in which personal financial or other consideration(s) may compromise, or have the appearance of compromising the professional judgment of Directors / Management Personnel. A conflict of interest exists where the interests or benefits of Directors / Management Personnel or of people or entities related to them conflicts with the interests or benefits of the Company.

Directors / Management Personnel are precluded from engaging in any activity that interferes with the performance or discharge of responsibilities towards the Company or is otherwise in conflict with the interest or prejudicial to the Company.

In addition to mandatory disclosures all Non-Executive and Independent Directors shall disclose their association with any other company which, in their judgment, may lead to conflict of interest with the Company. All other Directors / Management Personnel are required to obtain approval from the Audit Committee / Stakeholders' Committee before accepting any other Directorship / assignment in any company competing with the lines of business of the Company.

Directors / Management Personnel are free to make personal investments and enjoy social relations and normal business courtesies. They should however ensure that such interests do not directly or indirectly influence the performance of their responsibilities.

Directors / Management Personnel are advised to avoid conducting the Company's business with a relative, or with a business in which a relative is associated in any significant role.

If there are any transactions proposed with such related parties within the knowledge of Directors / Management Personnel, they must report the same to the Compliance Officer. If determined to be material to the company, the transactions shall be placed before the Audit Committee for review. Any dealings with a related party must be conducted on an arms' length basis and on commercial terms and no preferential treatment shall be given.

If a proposed transaction or situation raises any question or doubts, the Compliance Officer should be consulted. In other words, any financial interest that could have a negative impact on the performance of their duties, or derive any financial benefit from any contract between the company and a third party, where they are in a position to influence the decisions that are taken regarding that contract; or

Attempt to influence any decision of the Company concerning any matter with a view to derive any direct or indirect personal benefit For the purpose of this clause :

"Relative" shall mean and include 'relatives' as defined in Sec.2(77) of the Companies Act and Rule 4 of the Companies (Specification of definitions details) Rules, 2014.

If a related party transaction is unavoidable, it must be fully disclosed to the Board of Directors. Also any dealings with a related party must be conducted in a manner such that no preferential treatment is given to such party.

VI Transparency And Audit ability :

All Covered Persons shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate Policies, Systems and Processes. All managers shall voluntarily ensure that their areas of operation are open to audit and the conduct of their activities is totally auditable.

The Company expects all its business to be conducted in a legal and ethical manner. The quality of products and the efficiency of services at competitive prices will be the biggest tool for marketing activities. Profits by no means justify use of unfair / unethical business practices.

Directors / Management Personnel shall not make any promises or commitments that the Company does not intend or would not be able to honour. Also, they should not be engaged, directly or indirectly, in any act, dealing or conduct likely to bring discredit to the Company.

Directors / Management Personnel must uphold the highest standards of integrity and ethics in every kind of third party dealings. They shall not give, offer, or authorize the offer, directly or indirectly, of anything of value (tangible or intangible) to any third party to obtain any improper advantage.

A contribution or entertainment shall not be offered to anyone in the course of business that might create the appearance of an impropriety. However, some modest and acceptable corporate gifts etc. appropriate to give in the normal course of business practice may be acceptable.

VII Confidentiality Of Information:

Covered Parties shall ensure and take all reasonable measures to protect the confidentiality of non-public information about the Company's business, customers and other materially significant information obtained or created in connection with activities of the Company and to prevent unauthorised disclosure of such information unless required by applicable laws or regulations or legal or regulatory process

“Confidential information” includes all information of the Company not authorized by the management for public dissemination. This includes information on trade, trade secrets, confidential and privileged information regarding customers, employees, information relating to mergers and acquisitions, stock splits and divestitures; non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Directors in formal meetings or otherwise, and will include all such information which is not available in the public domain at that point of time.

The Company believes that protection of all confidential information is essential and is committed to protecting business and personal information of confidential nature obtained from clients, associates and employees. Directors / Management Personnel shall ensure that no confidential information is disclosed inadvertently or otherwise.

Confidential information shall be disclosed to persons, both internal and external, only on a 'need to know' basis and public disclosure shall be made with appropriate approval or as legally mandated.

Directors / Management Personnel shall ensure that all confidential information available to them by virtue of the office they hold is never directly or indirectly released to any person or entity, or made public, otherwise than as stated above.

VIII Prevention Of Insider Trading :

Covered Parties shall also comply with the existing Code of Conduct for Prevention of Insider Trading laid down in conformity with The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

IX Compliance Of Law :

Covered Parties shall comply with all laws, rules and regulations because the Company is committed to comply with all applicable laws, rules, regulations and guidelines in every jurisdiction where it operates. It is therefore desirable that Directors / Management Personnel, as covered parties, possess / acquire appropriate knowledge of the legal requirements relating to their roles and duties to enable them to be in compliance thereof and to recognize potential risks. Directors / Management Personnel shall ensure due compliance for every activity undertaken under their supervision and authority. Directors / Management Personnel shall extend full co-operation to regulatory authorities, and disclose information as may be required.

X Disclosure Of Information :

Covered Parties shall endeavour to produce full, fair, accurate, timely and understandable disclosures in reports and documents that the Company files with or submits to the regulators and in other public communications made.

XI Work Environment Free Of Harassment And Discrimination :

The Company is committed to ensuring that the Covered Parties are treated with fairness and dignity. Accordingly, Covered Parties shall refrain from indulging in any discriminatory practice based on race, color, sex, age, religion, ethnic or national origin, disability or any other unlawful basis

XII Client And Supplier Relationships :

The Company's prosperity is founded on client satisfaction. The Company expects Covered Parties to preserve the quality of its client relations by maintaining business relationships that are based on integrity, fairness and mutual respect. Similarly, Covered Parties are expected to choose suppliers of the Company on the basis of quality, reliability, price, utility and performance or service. Suppliers are to be treated justly, fairly and honestly.

XIII Protection and proper use of Assets and Resources:

Covered Parties shall protect the Company's assets including physical assets, information and intellectual proprietary rights and shall not use the same for personal gain and by maintaining highest standards of security, they should protect intellectual property right of all assets whether in electronic form or otherwise The Directors / Management Personnel shall as far as practicable, protect the Company's assets from loss, damage, misuse or theft and ensure that the assets are only used for business purposes and other purposes specifically approved by Management and must never be used for unauthorized purposes.

Directors / Management Personnel shall not apply the Company's assets / resources and/or proprietary information for personal benefit and/or for the benefit of any other related party.

XIV. Intellectual Property

Intellectual Property Rights (IPR) broadly covers patented or potentially patentable inventions, trademarks, service marks, trade names, copyrightable subject matter, and trade secrets. Directors /

Management Personnel shall make their best efforts to protect all such Intellectual Properties related to the Company, as it is critical to the Company's overall success. It is advisable to highlight and consult the Audit Committee/ Compliance Officer for determining the appropriate course of action whenever there is lack of clarity and issue of any kind related to IPR.

XV. Environment, Health And Safety :

Covered Parties must abide by the Company's standards in safety matters, do their part to maintain a healthy and safe work environment and take necessary steps to ensure their own safety and the safety of others.

The Company believes in sustainable development and is committed to be a responsible corporate citizen.

To uphold the Company's interest and preserve the quality of life of all concerned, the business and operations of the Company shall be conducted in an environmentally friendly manner and provide a safe and healthy working environment to its employees.

Directors / Management Personnel shall ensure compliance with all applicable environmental, safety and health laws and regulations and internal policies.

XVI Other Directorships :

The Directors should disclose their engagements, either as Director or in any other capacity to the Company in accordance with the provisions of the Companies Act, 2013.

XVII Annual Compliance Reporting :

In terms of Clause 49 of the Listing Agreement, Covered Parties shall affirm compliance of this Code within 30 days of close of every financial year. The Annual Report of the Company shall contain a declaration to this effect signed by the Managing Director/ CEO/CFO. The Annual Compliance Report shall be forwarded to the Company Secretary. If any Director leaves the Company anytime during a financial year, he shall send a communication to Company Secretary affirming compliance of the Code till the date of his association with the Company.

XVIII Amendments, Modification And Waiver To The Code :

(a) Amendment

The provisions of this Code can be amended / modified by the Board of Directors of the Company from time to time and all such amendments /modifications shall take effect from the date stated therein

(b) Definition of Waiver.

"Waiver" is defined as a material departure from a provision of the Code

(c) Manner for Requesting Waivers

The Board of Directors generally will not grant waivers to the Code. Covered Parties seeking waiver must make full written disclosure of the particular situation to the Board and the waiver, if granted, must be approved in writing by the Chairman of the Board and promptly disclosed.

XIX Placement Of The Code On Website :

This Code and any amendment thereto shall be hosted on the website of the Company

XX Enforcement Of Code Of Conduct :

Each Board Member shall be accountable for complying enforcing compliance with this Code

XXI Consequences Of Non-Compliance Of This Code :

In case of breach of this Code by anyone, the same shall be considered by the Board of Directors for initiating appropriate action, as deemed necessary

XXII Acknowledgement Of Receipt Of The Code :

Covered Parties shall acknowledge receipt of this Code or any modification(s) thereto, in the acknowledgement form and forward the same to the Company Secretary indicating that they have received, read, understood and agreed to comply with this Code

XXIII Accounting Practices :

The Company's responsibilities to its stockholders and investing public require that all transactions be fully and accurately recorded in the Company's books and records in compliance with all applicable laws. All required information shall be accessible to the company's auditors and other authorised persons and government agencies. False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval are strictly prohibited and violate Company policy and the law. There shall be no willful omissions of any Company transactions from the books and records, no advance income recognition and no hidden bank accounts and funds. Any willful material misrepresentation of and/or misinformation of the financial accounts and reports shall be regarded as a violation of the Code apart from inviting appropriate civil or criminal action under the relevant laws. Additionally, all documentation supporting a transaction should fully and accurately describe the nature of the transaction and be processed in a timely fashion

XXIV Reporting Violations and Unethical Behaviors:

The Company shall promote ethical behavior in all its business activities.

In accordance with the Company's Whistleblower Policy the Directors / Management Personnel shall not attempt to suppress/conceal any such view or reporting.

(a) Questions and Concerns

Covered Persons should bring any questions regarding the Code to the attention of the Company Secretary/Compliance Officer when determining the best course of action in a given situation

(b) Responsibility to Report Violations of the Code and Law

The Covered Persons should promptly report any actual or apparent violations of this Code. Any such reports may be made anonymously. Confidentiality will be maintained, to the extent permitted by law

(c) Protection of Covered Persons

Covered Persons are expected to promptly contact the Compliance Officer if he or she is of the belief that he or she has observed illegal or unethical behaviour by any employee, officer, or director, or by anyone purporting to be acting on either Company's behalf. The Company will maintain the anonymity of the individual making such a report; to prevent retaliation or discrimination of any kind against anyone who reasonably believes there has been possible illegal or unethical conduct and reports these concerns in good faith. However, disciplinary action would be taken against a Covered Person who makes a report claiming illegal or unethical conduct, knowing such a report to be false

(d) Investigations

Covered Persons are not permitted to carry out their own investigation, but are required to cooperate fully with any investigation made by the company or its representatives

XXV. Interaction with Media:

To facilitate the achievement of the Company's vision and business plans, it is necessary to communicate the policies, plans and accomplishments in the most effective manner through the media to our investors, customers, existing and potential, other stakeholders and to the community at large.

All statements made to the media on behalf of the Company should be true and fair. Only persons duly authorised by the Management are allowed to interact with media on specified subjects. Disclosures of any information other than statutory disclosures or those specifically authorised by the Management is prohibited.

Disclosure of information on proceedings of board meetings / committee meetings / internal meetings, and disclosure of forward-looking statements is prohibited. In case any such disclosure has to be made it has to be approved by the Management and shall be combined with cautionary statements, wherever required.

Directors / Management Personnel shall not disclose non-public information selectively to any particular group as it may lead to unfair advantage / discrimination.

For any outside publication of books, articles or manuscripts which relate specifically to the Company's business, policies and processes, Directors / Management Personnel should take the approval of the Management prior to its release. All such documents should be supplemented by a statement: "All views & observations made/expressed in this article/presentation are solely that of the authors and the Company is in no way responsible for the substance, veracity or truthfulness of such views and statements.

XXVI. Fraudulent and Unfair Practices in the Securities Market

The Company's securities are listed on the major Stock Exchanges. The Company is committed to comply with securities laws in all jurisdictions in which its securities are listed.

The Company prohibits its Directors / Management Personnel from any fraudulent and unfair trade practices in the securities market, with regard to the securities of the Company or of any other company with whom the Company has business dealings to the best of their knowledge.

XXVII. Fair Dealing

Director / Management Personnel shall not take a discriminatory stance towards or give unfair advantage to the Company's employees, customers, suppliers, or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

No discrimination shall be done on the basis of caste, religion, sex, nationality or disability of any kind towards any employees, customers, suppliers, or any business partner.

XXVIII. Annual Certification

Every Director / Management Personnel of the Company will be required to certify compliance with the Code within 15 days of the close of the financial year of the Company. Such certification shall be in the form provided in the format as follows:

<p>To,</p> <p>The Compliance Officer,</p> <p>Entegra Limited</p> <p>Sub: Compliance Certificate</p> <p>I , being a member of the Board of Directors / Management Personnel of Entegra Limited (“the Company”) hereby acknowledge, confirm and certify that:</p> <p>I have received, read and understood the Code of Business Conduct and Ethics for Directors / Management Personnel of the Company;</p> <p>I am bound by the said Code to the extent applicable to my functions as a member of the Board of Directors / Management Personnel of the Company;</p> <p>During the financial year _____, I have complied with the provisions of the said Code;</p>
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**Code of Business Conduct & Ethics
For Directors / Management Personnel**