



CHL LIMITED

CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT PERSONNEL

I. PURPOSE

The purpose of this code of conduct for Directors and Senior Management Personnel (“**Code of Conduct**”) is to serve as a guide to the Directors and Senior Management Personnel of the Company on the principles of integrity, transparency, business ethics and to set up standards for compliance of Corporate Governance. This Code of Conduct has been adopted to meet with the requirements of the Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time-to-time (“**Listing Regulations**”).

II. APPLICABILITY

This Code of Conduct is applicable to the Directors and the Senior Management Personnel of the Company. They must adhere to the highest ethical and integrity standards and work to the best of their ability and judgement. They must carry out their responsibilities with due care, diligence, dignity, honesty, and integrity, and they must adhere to the highest standards of ethical conduct and integrity while working to the best of their ability and judgement. Apart from the Code of Conduct, the Independent Directors shall abide by the Code for Independent Directors as prescribed under the Companies Act, 2013, as amended, and the Regulations, as amended from time to time. The same is annexed to this Code as **Annexure A**.

III. DEFINITIONS

“Board of Directors” or “Board” means Board of Directors of the Company.

“Code” or “Code of Conduct” means this Code of Conduct for Directors and Senior Management Personnel.

“Company” means CHL Limited.

“Directors” means Directors of the Company for the time being occupying the position as such.

“Independent Directors” means a director referred to in Section 149(6) of the Companies Act, 2013 read together with Regulation 16 of the Listing Regulations.

“Senior Management Personnel” shall mean the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and the Company Secretary and the Chief Financial Officer of the Company.

IV. GUIDELINES

The Directors and Senior Management Personnel must act in good faith and in such manner as they reasonably believe to be in the best interests of the Company. The Directors and Senior Management Personnel are also expected to:

- a. comply with all applicable laws, regulations, confidentiality obligations and other corporate policies, of the Company.
- b. Follow all policies, procedures and internal control systems of the Company.
- c. Act honestly, in good faith and in the best interests of the Company.

V. HONESTY & INTEGRITY:

All the Directors and Senior Management Personnel of the Company shall conduct their activities on behalf the Company and on their own behalf, with honesty, integrity and fairness. The Directors and Senior Management Personnel of the Company will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgment to be subordinated. The Directors and Senior Management Personnel of the Company will act in the best interests of the Company and fulfil the fiduciary obligations.

VI. CONFLICT OF INTEREST

The Directors and Senior Management Personnel of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/her to act in any manner other than in the best interests of the Company. Directors and Senior Management Personnel shall not exploit for their own personal gain, opportunities that are discovered using Company property, information or position, unless the opportunity is first disclosed in writing to the Company's Board of Directors. Every Director and Senior Management Personnel should make a full disclosure to the Board of any transaction that they reasonably expect, could give rise to an actual conflict of interest with the Company and seek the Board's authorization to pursue such transactions.

VII. COMPANY PROPERTY:

Every Director and Senior Management Personnel should endeavour to ensure that they use the Company's assets, proprietary information and resources only for the legitimate business purposes of the Company and not for their personal gains.

VIII. CONFIDENTIAL INFORMATION:

The Directors and Senior Management Personnel should maintain confidentiality of information that they receive or become privy to in connection with the Company's business or is entrusted to them in carrying out their duties and responsibilities, except when disclosure is authorized or legally mandated. The matters discussed at the Board/Committee Meetings must not be disclosed outside appropriate and reasonable circles. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of any Director or Senior Management Personnel. These obligations apply not only during a Director's or Senior Management Personnel's term, but thereafter as well unless the said information becomes public.

IX. FAIR DEALING:

The Directors and Senior Management Personnel should endeavour to deal fairly and not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

X. COMPLIANCE WITH LAWS AND REGULATIONS:

The Directors and Senior Management Personnel should comply with all the applicable laws, rules and regulations for the time being in force. In addition, if any Director or Senior Management Personnel becomes aware of any information that he believes constitutes evidence of a material violation of any securities or other laws, rules or regulations applicable to the Company or the operation of its business, by the Company, any employee or another Director or Senior Management Personnel, then such Director or Senior Management Personnel should bring such information to the attention of the Chairman of the Audit Committee.

XI. INSIDER TRADING:

None of the Directors or the Senior Management Personnel shall derive any benefit nor assist others to deriving benefit by giving investment advice from access to and possession of information about the Company, which is not in public domain and constitutes insider information. All Directors and Senior Management Personnel will comply with the Code for Prevention of Insider Trading. The Directors and Senior Management Personnel shall be diligent while dealing in the shares of the Company. The Directors and Senior Management Personnel must seek prior approval from the Compliance Officer before dealing in the shares of the Company. The Directors and

Senior Management Personnel shall give confirmation to the Compliance Officer, on an annual basis, that they have adhered to, and abided by the Code for Prevention of Insider Trading.

XII. DUTIES OF DIRECTORS:

Every Director of the Company shall endeavour to comply with the provisions of Section 166 of the Companies Act, 2013, relating to the duties of directors.

In addition, Independent Directors shall also perform the duties as prescribed in Schedule IV to the Companies Act, 2013 and Listing Regulations, as amended from time to time.

XIII. AFFIRMATION:

All Directors and Senior Management Personnel shall affirm compliance with this Code on an annual basis. This affirmation shall form part of the Corporate Governance Report as included in the Annual Report of the Company.

XIV. NON-COMPLIANCE:

Suspected violations of this Code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations shall be appropriately investigated. Any waiver of this Code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.

XV. DISCLOSURE:

The Company shall disclose this Code on its website.

XVI. AMENDMENT:

Any amendment in this Code may be carried out with the approval of the Board of Directors of the Company.

In case any amendment(s), clarification(s), circular(s) and guideline(s) issued by Securities and Exchange Board of India/Stock Exchanges, that is not consistent with the requirements specified under this Code, then the provisions of such amendment(s), clarification(s), circular(s) and the guideline(s) shall prevail upon the requirements hereunder and this Code shall stand amended accordingly effective from the date as laid down under such amendment(s), clarification(s), circular(s) and guideline(s). Such amendments shall be brought to the attention of the Board of Directors.

ANNEXURE-A

THE CODE FOR INDEPENDENT DIRECTORS

(As per Schedule IV of 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:																		
	<table><tr><td>(1)</td><td>Uphold ethical standards of integrity and probity;</td></tr><tr><td>(2)</td><td>Act objectively and constructively while exercising his duties;</td></tr><tr><td>(3)</td><td>Exercise his responsibilities in a bona fide manner in the interest of the company;</td></tr><tr><td>(4)</td><td>Devote sufficient time and attention to his professional obligations for informed and balanced decision making;</td></tr><tr><td>(5)</td><td>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;</td></tr><tr><td>(6)</td><td>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;</td></tr><tr><td>(7)</td><td>Refrain from any action that would lead to loss of his independence;</td></tr><tr><td>(8)</td><td>Where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board; accordingly,</td></tr><tr><td>(9)</td><td>Assist the Company in implementing the best corporate governance practices.</td></tr></table>	(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.
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II.	Role and functions:																
	The Independent Directors shall:																
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III.	Duties								
	<table><tr><td>(1)</td><td>Undertake appropriate induction and regularly update and refresh their skills, knowledge, and familiarity with the Company;</td></tr><tr><td>(2)</td><td>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;</td></tr><tr><td>(3)</td><td>Strive to attend all meetings of the Board of Directors and of the Board committees of which they are a member;</td></tr><tr><td>(4)</td><td>Participate constructively and actively in the committees of the Board in which they are chairpersons or members;</td></tr></table>	(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 they are a member;	(4)	Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
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	(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 by the audit committee and the board of Directors of the Company 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 behaviour, 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.

ANNEXURE-B

ANNUAL CERTIFICATION (for Directors and Senior Management)

(Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018)

I, _____, hereby certify and acknowledge that:

1. I am a member in good standing of the Board of Directors / Senior Management of **CHL LIMITED**;
2. I have received, read and understood the Company's code of conduct for Directors and Senior Management;
3. Such code has been and is applicable to my activities as member of such Board of Directors /Senior Management;
4. I agree to comply with the Company's code of conduct for Directors and Senior Management;
5. I am neither aware of nor I am a party to any non-compliance with the said Code.

Signed:
Name:

Dated:

It is the responsibility of each Director, member of Senior Management, and officer to become acquainted with and understand these guidelines, as well as to seek further explanation and advice regarding the interpretation and requirements of these guidelines, as well as any situation that appears to be in conflict with them.

In the event that these guidelines are violated, the Company's Board of Directors will decide what actions to take.