



SURAJ LIMITED — CODE OF CONDUCT FOR
BOARD OF DIRECTORS AND SENIOR MANAGEMENT

1. Introduction

Suraj Limited, Code of Conduct for the Board of Directors and Senior Management (Code) is aimed to inculcate the spirit of corporate governance principles in the affairs of the Company. The primary purpose of the Code is to encourage and promote ethical conduct. The adherence to this Code is essential for conducting the business of the Company as per the corporate Values of the Company.

2. Applicability and effective date

The Code shall be applicable to all the Directors of the Company and the Employees in the senior Management of the Company, who are one level below the Executive Directors, including all the functional heads and heads of Business Geographies who report / shall report from time to time to Executive Directors.

The 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 on any matter relating to the implementation of the Code. The compliance officer should be consulted if there is any doubt or lack of clarity about any aspect in the code. The chairman of Board may also be consulted wherever required.

3. Honest and ethical conduct

The honest and ethical conduct shall include the conduct conforming to accepted professional standards exhibiting fairness and transparency. The Directors/ Senior Management shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct. The dealings of Directors/Senior Management while managing the affairs of the Company shall be free from any fraud or misuse of the office or any resources of the Company.

4. Duties of Independent Directors:

The Independent Directors of the Company 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 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.

Explanation (1) : For the purpose of this code, 'independent director' shall mean an independent director referred to in sub-section (6) of section 149 of Companies Act, 2013.

For Suraj Limited

SD/-

**Mr. Ashok Shah
Chairman & CFO
DIN:- 00254255**