



## Code of Conduct for Directors and Senior Management Personnel

### 1. Preamble

**1.1** This Code of Conduct (the Code) for all members of the Board and Senior Management personnel of Emergent Industrial Solutions Limited (formerly Emergent Global Edu and Services Limited) (the Company) is in alignment with the Company's vision and values and aims at enhancing ethical and transparent processes and systems in managing the affairs of the Company.

**1.2** The Code has been drafted specifically in accordance with the provisions of Clause 49 of the Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited.

### 2. Definitions and Interpretation

#### 2.1 Definitions

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

**Board or Board of Directors** means the Board of Directors of the Company

**Conflict of Interest** means a conflict or a difference between the interests or benefits of one person or entity with that of the Company;

**Director** means each member of the Board of Directors;

**Senior Management Personnel** means and includes:

1. all Directors;
2. all Presidents
3. all General Managers of the Company;
4. all employees of the rank of Manager and above in the Finance and Accounts ,Secretarial and Internal Audit function/department and
5. any other employee of the Company designated by the Board of Directors from time to time;

## **2.2 Interpretation**

a) Terms used but not defined herein shall have the meaning assigned to them in the Companies Act, 1956 and in the Listing Agreements.

(b) This code can be modified, amended or altered only by Board of Directors of the Company.

(c) Unless the context otherwise requires, all words (whether gender-specific or gender neutral) shall be deemed to include each of the masculine, feminine and neuter genders, and words importing the singular include the plural and vice versa.

## **3. Applicability**

This Code shall be applicable to the Directors and the Senior Management Personnel.

## **4. Duties and Obligations**

Each Director and each member of the Senior Management Personnel shall always act in the best interests of the Company and in accordance with the authority conferred upon him and shall, without prejudice to the foregoing, always:

- (a) act with the utmost care, skill, diligence and integrity;
- (b) act with the utmost good faith and fulfil his fiduciary obligations without allowing his independence of judgment to be compromised;

(c) in the case of a member of Senior Management Personnel, unless permitted to do so by the Board, abstain from taking, or participating in, any decision on a subject matter in which a Conflict of Interest arises or which, in his opinion, is likely to arise;

(d) make disclosures to the Board of Directors in relation to all material financial and commercial transactions where he has a personal interest that could conflict with the interest of the Company.

(e) to recognize that that their primary responsibility is to Company's shareholders as a whole. Provide all the stakeholders with information that is accurate, complete, objective, relevant, and in time.

(f) abstain from holding any position or job or engage in outside business or other interest that is prejudicial to the interests of the Company;

(g) abstain from exploit for his own personal gain, opportunities that are discovered through the 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;

(h) abstain from seeking or accepting, directly or indirectly, any gift from anyone that has business dealings with the Company; and

(i) abstain from committing any offence involving moral turpitude.

#### **5. Compliance with Law**

Each Director and each member of the Senior Management Personnel shall comply with all laws, rules and regulations relating to the business of the Company.

#### **6. Related Party Disclosures**

Each Director and each member of the Senior Management Personnel shall make a complete disclosure of all related party transactions to the Board of Directors of the Company in accordance with Accounting Standard 18 (AS-18) issued by the Institute of Chartered Accountants of India (ICAI).

#### **7. Confidentiality of Information**

Any information concerning the Company's business to which a Director or a member of Senior Management Personnel has access or which is in his possession, must be considered confidential and held in confidence. No Director or a member of Senior Management Personnel shall provide any information either formally or informally, to the press or any other media, unless specifically authorized by the Company.

Provided that a Director or a member of Senior Management Personnel can disclose such information which is:

- (a) part of the public domain at the time of disclosure;
- (b) authorised or required to be disclosed pursuant to a decision of the Board or any of its Sub-Committees; or
- (c) required to be disclosed in accordance with applicable laws, rules, regulations, guidelines, or directions from the Government of India or any other Governmental Authority.

#### **8. Protection of Assets**

The Directors and Senior Management Personnel shall protect the Company's assets including physical assets, information and intellectual rights and shall not use the same for personal gain.

#### **9. Amendments to The Code**

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

#### **10. Annual Compliance Reporting**

**10.1** In accordance with Clause 49 of the Listing Agreement, all Directors and Senior Management Personnel shall affirm compliance with this Code within 30 days of close of every financial year.

**10.2** The Annual Compliance Report shall be forwarded to the Compliance Officer of the Company. If any Director or any member of Senior Management Personnel leaves the

Company any time 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.

**11. Consequences Of Non- Compliance Of The Code**

Any Director or any member of the Senior Management Personnel that violate the Code will be subject to disciplinary action as may be decided by the Board.

**12. Acknowledgement Of Receipt Of The Code**

Each Director and each member of the Senior Management Personnel shall acknowledge receipt of this Code or any modifications thereto, and shall forward the same to the Company Secretary indicating that they have received, read, understood and agreed to comply with this Code.