

# **CODE OF CONDUCT IN COMPLIANCE WITH CLAUSE 49 OF LISTING AGREEMENT**

## **Introduction**

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by M AND B SWITCHGEARS LIMITED (hereinafter referred to as "the Company") in compliance with the provisions of Clause 49 of the Listing Agreements entered into by the Company with the Stock Exchanges.

## **Applicability**

The Code applies to the Members of Board of Directors (hereinafter referred to as "Board Members") and Members of the Senior Management Team of the Company one level below the Executive Directors, all other executives having similar or equivalent rank in the Company and the Company Secretary of the Company (hereinafter referred to as "Senior Managers").

The Code shall come into force with effect from \_\_\_\_\_ and future amendments / modifications shall take effect from the date stated therein. The Code shall be posted on the website of the Company. Code of Conduct

### **1. Ethical conduct**

All directors and senior management employees shall deal on behalf of the Company with professionalism, honesty, integrity as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties.

### **2. Conflict of interest**

Any director or senior management employee of the Company shall not engage in any business, relationship or activity, which might detrimentally conflict with the interest of the Company.

### **3. Transparency**

All directors and senior management employees of the Company 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.

### **4. Legal compliance**

All directors and senior management employees of the Company shall at all times ensure compliance with all the relevant laws and regulations affecting operations of the Company. They shall be abreast of the affairs of the Company and be kept informed of the Company's compliance with relevant laws, rules and regulations. In the event that the implication of law is not clear, the course of action chosen must be supported by eminent legal counsel whose opinion should be documented.

## **5. Rightful use of company's assets**

All the assets of the Company both tangible and intangible shall be employed for the purpose of conducting the business for which they are duly authorized. None of the assets of the Company should be misused or diverted for personal purpose.

## **6. Cost consciousness**

All the directors and senior management employees of the Company should strive for optimum utilization of available resources. They shall exercise care to ensure that costs are reasonable and there is no wastage. It shall be their duty to avoid ostentation in Company expenditure.

## **7. Confidential information**

All directors and senior management employees shall ensure that any confidential information gained in their official capacity is not utilized for personal profit or for the advantage of any other person.

They shall not provide any information either formally or informally to the press or to any other publicity media unless specifically authorized to do so. They shall adhere to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992.

## **8. Relationships with Suppliers and Customers**

The Directors and senior management employees of the Company during the course of interaction with suppliers and customers shall neither receive nor offer or make, directly and indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended or perceived to obtain business or uncompetitive favors for the conduct of its business. However this is not intended to include gifts of customary nature.

## **9. Interaction with Media**

The Directors and senior management employees other than the designated spokespersons shall not engage with any member of press and media in matters concerning the Company. In such cases, they should direct the request to the designated spokespersons.

## **10. Safety and Environment**

The Directors and senior management employee shall follow all prescribed safety and environment-related norms.

## **11. Default**

Any breach of the aforesaid Code brought to the notice of the Compliance Officer or any member of the Board or Senior Management shall be reported to the Board of Directors of the Company for necessary action.