



CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

Version	1.0
Owned By	Head Legal
Approved By	Board of Directors
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1. Introduction

Pursuant to the Regulation 17(5) read with Regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Regulations**"), every listed company which has any of its securities listed on any recognised stock exchange, is required to *inter alia* frame a code of conduct for all members of its board of directors and senior management and shall also disclose such code on the its website. Capital India Finance Limited (*formerly known as Bhilwara Tex - Fin Limited*) ("**Company**") being a listed company, has accordingly framed this code of conduct for all members of its board of directors and senior management ("**Code**") and shall also disclose such Code on the Company's website.

2. Objective

The objective of this Code is to ensure compliance with Regulation 17(5) read with Regulation 46(2) of the Regulations and to provide guidance to the Board and the Senior Management Personnel (*defined hereinafter*) to manage the affairs of the Company in an ethical manner. The purpose of this Code is to recognize and deal with ethical issues and to provide mechanisms to report unethical conduct of employees, the Board and Senior Management Personnel and to develop a culture of honesty and accountability within the Company. shall be applicable to the Board and Senior Management Personnel (*defined hereinafter*) of the Company.

3. Definitions

"**Board of Directors**" or "**Board**" shall mean the board of directors of the Company.

"**Companies Act**" shall mean: (i) the Companies Act, 2013 and the rules made (to the extent notified in force on the relevant date); and (ii) the Companies Act, 1956 and the rules made (to the extent enforceable in force on the relevant date), and the rules made there under, each, as amended from time to time.

"**Independent Director**" shall mean a director of the Company, who qualifies the criteria of independence as stipulated under Section 149 of the Companies Act, 2013, read with Clause 16(1)(b) of the Regulations.

"**Relative**" shall mean a 'relative' as defined in Section 2(77) of the Companies Act.

"**Related Party**" shall mean a 'related party as defined in Section 2(76) of the Companies Act.

"**SEBI**" shall mean the Securities and Exchange Board of India.

"**Senior Management Personnel**" shall mean officers/personnel of the Company who are members of core management team excluding the Board and normally this shall comprise all members of management one level below the Chief Executive Officer/Managing Director/Whole Time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the Board) and shall specifically include Company Secretary and Chief Financial Officer.

4. Interpretation

Words and expressions used but not defined in the Code shall have the same meaning assigned to them in the Companies Act, the Regulations, the Securities Contracts (Regulation) Act, 1956 (“**Securities Act**”), and / or notifications / circulars / directions issued by the Reserve Bank of India (“**RBI**”), as the case may be or in any amendment thereto.

5. Ethical conduct

The Board and the Senior Management Personnel shall deal on behalf of the Company with professionalism, honesty, integrity and shall maintain high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties.

6. Responsibilities:

The Board and the Senior Management Personnel shall facilitate the Independent Directors to perform their role effectively as a member of the Board its committees. They shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making of the Board.

7. Conflict of interest

The Board and the Senior Management Personnel shall not engage in any business, relationship or activity, which may be detrimental to or in conflict with the interest of the Company. The Senior Management Personnel shall make disclosures to the Board relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large.

8. Transparency

The Board and the Senior Management Personnel 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.

9. Legal compliance

The Board and the Senior Management Personnel shall at all times ensure compliance with all the relevant laws and regulations affecting operations of the Company.

10. Rightful use of the Company’s assets

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

11. Cost consciousness

The Board and the Senior Management Personnel 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.

12. Confidential information

The Board and the Senior Management Personnel 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, as amended from time to time.

13. Relationships with the customers

The Board and the Senior Management Personnel during the course of interaction with Company's customers/ business partners shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended or perceived to obtain business or uncompetitive favours for the conduct of its business.

14. Safety and Environment

The Board and the Senior Management Personnel shall follow all prescribed safety and environment-related norms.

15. Duties of Independent Director

The Independent Directors of the Company shall:

- a. undertake appropriate induction and regularly update / refresh their skills, knowledge and familiarity with the Company;
- b. 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;
- c. strive to attend all meetings of the Board and its committees of which he / she is a member;
- d. participate constructively and actively in the committees of the Board in which they are members;
- e. strive to attend the general meetings of the Company;
- f. 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;
- g. keep themselves well informed about the Company and the external environment in which it operates;
- h. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i. 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;

- j. 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;
- k. report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- l. act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and its employees;
- m. 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;
- n. abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Companies Act; and
- o. abide by the criteria of independence as stipulated under Section 149 of the Companies Act read with Clause 16(1)(b) of the Regulations.

16. Annual Affirmation with compliance of this Code:

The Board and Senior Management Personnel shall affirm compliance with this Code on an annual basis.

17. Conflict

The Code shall stand amended in the event of any conflict / repugnancy between the provisions of the Code and applicable laws and such applicable law shall prevail over the Code, to the extent of conflict / repugnancy. The part(s) so conflicting / repugnant shall be deemed to be severed from the Code and the rest of the Code shall remain in force.

18. Disclosure of the Code

The Code shall be posted on the Company's website.