

**WELSPUN ENTERPRISES LIMITED**  
(Formerly known as Welspun Projects Limited)

**CODE OF CONDUCT FOR BOARD OF DIRECTORS AND  
SENIOR MANAGEMENT**

**I. Introduction**

This Code of conduct is for the Board of Directors and the senior management personnel (hereinafter referred to as “officers”) to maintain the standards of business conduct for the Company and ensure compliance with legal requirements. The code would deter wrong doing, promote ethical conduct and conduct business with values.

Ethical business conduct is critical to our business. Officers are expected to read and understand this code, uphold these standards in day to day activities and comply with all the policies and procedures. Nothing in this code creates or implies an employment contract or term of employment.

The code would be circulated to all the officers each year. All are requested to read, understand and agree to comply with the code.

**II. Honest and ethical conduct**

We expect all the officers to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct while working for the Company. We consider honest conduct to be conduct that is free from fraud or deception. Ethical conduct means ethical handling of actual or apparent conflict of interest between personal and professional relationships.

**III. Conflict of interest**

Officers are duty bound to avoid and disclose actual and apparent conflict of interest. A conflict of interest exists where the interest or benefits of the officers conflict with the interest or benefits of the Company. Officers are prohibited from engaging in any activity that interferes with the performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. Our policies prohibit officers from accepting simultaneous employment with suppliers, customers, developers or competitors of the Company. Officers must disclose to the company’s audit committee any interest that they have that may conflict with the business of the Company. Conflict of interest would also include accepting directorship in competing company. Investing in any customer, supplier, developer or competitor company the officer should take care to see that it does not compromise with the responsibilities to the Company. Under no circumstances officers may accept any offer, payment, gift or anything of value from customers, vendors, consultants, etc. that is perceived to influence any business decision. Inexpensive gifts, business meals, events and entertainment do not violate this policy. Gifts given by the Company to its suppliers, customers, or received from them should be accurately recorded. It is impractical to list all

possible situation of conflict of interest. If a proposed transaction or situation raises any question of doubts, officer must consult the Company's audit committee.

**IV. Obligations with respect to employees including senior management, key managerial persons, directors and promoters.**

No employee including key managerial personnel or director or promoter of a listed entity shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution:

Provided that such agreement, if any, whether subsisting or expired, entered during the preceding three years from the date of coming into force of this sub-regulation 6 of Regulation 26 (i.e. January 4, 2017), shall be disclosed to the stock exchanges for public dissemination:

Provided further that subsisting agreement, if any, as on the date of coming into force of this sub-regulation 6 of Regulation 26 shall be placed for approval before the Board of Directors in the forthcoming Board meeting:

Provided further that if the Board of Directors approves such agreement, the same shall be placed before the public shareholders for approval by way of an ordinary resolution in the forthcoming general meeting:

Provided further that all interested persons involved in the transaction covered under the agreement shall abstain from voting in the general meeting.

**V. Duties of Directors**

The directors of the Company shall ensure compliance with the following statutory duties:

- (1) A director of a company shall act in accordance with the articles of the company.
- (2) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- (3) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (4) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (5) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- (6) A director of a company shall not assign his office and any assignment so made shall be void.

In addition to the duties mentioned above, an independent director 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 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.

## **VI. Disclosure to The Stock Exchange and public**

The Company's policy is to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with the exchange and other public communications. Officer should ensure that they comply with all disclosure norms and procedures and other financial reporting.

## **VII. Compliance with governmental laws, rules and regulations**

Officers must comply with all applicable government laws, rules and regulations. Officers must acquire appropriate knowledge of all legal requirements relating to their duties. Violation of laws rules and regulations may subject officers to individual criminal or civil liability, as well as disciplinary action by the Company. It may also lead the Company to civil or criminal liability or loss of business.

**VIII. Violation of code**

Officer's job is to help Company to enforce this code. Violations should be reported to the Audit Committee. Officer must cooperate with internal or external investigations for any violations. The Company will take appropriate action against the officer whose actions are found to violate the code or any other policy of the Company. Disciplinary action would include termination of employment. Where the Company suffers a loss it may pursue its remedies against the individuals responsible.

**IX. Waivers and amendments to the code**

Company would review and update the policies and procedures. The code is subject to modification. Any amendment to the code is subject to the approval of the Board of Directors and disclosed to all the officers and is pursuant to the applicable laws and regulations.

**X. Affirmation of compliance with the Code**

All the members of the Board and the Officers to which this Code apply shall at the end of the Financial Year give an affirmation of compliance with the Code in "Form A" attached herewith to the Board of Directors.

**XI. Acknowledgement**

All employees shall declare that they have received and read the Company's code and understand the standards and policies contained in the code and shall agree to comply with the code.

If they have any questions concerning the meaning or application of the code the same be consulted to the Audit committee. All questions or reports will be confidential.

**Form A**  
**(Format for affirmation of compliance with the Code)**

To,  
The Board of Directors,  
**Welspun Enterprises Limited,**  
Mumbai.

Dear Sirs,

Re. : Reg. 26(3), 26(5) & 26(6) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

**Sub.: Confirmation of compliance with Code of Conduct for Board of Directors and Senior Management.**

We refer to the Code of Conduct for Board of Directors and Senior Management of the Company (the "Code" and confirm that during the year commencing from April 01, \_\_\_\_\_ and ending on March 31, \_\_\_\_\_, I have complied with the Code and disclosed actual and apparent conflict of interest with the Company, wherever required.

Kindly take note of the above.

Thanking You.  
Yours Faithfully,

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**Name:**  
**Designation:**

Date:  
Place:

**Explanation: -**

- 1) For the purpose of this Code, **Conflict of Interest** relates to dealing in the shares of listed entity, commercial dealings with bodies, which have shareholding of management and their relatives etc.
- 2) For the purpose of this Code, the "**Senior Management**" shall mean officers/personnel of the Company who are members of its core management team excluding board of directors and normally this shall comprise all **members of management one level below the executive directors, including all functional heads.**
- 3) For the purposes of this code, '**interested person**' shall mean any person holding voting rights in the listed entity and who is in any manner, whether directly or indirectly, interested in an agreement or proposed agreement, entered into or to be entered into by such a person or by any employee or key managerial personnel or director or promoter of such listed entity with any shareholder or any other third party with respect to compensation or profit sharing in connection with the securities of such listed entity.