
INFRONICS SYSTEMS LIMITED

**Company's Code of Conduct for Board
&
Senior Management Personnel**

Introduction:

A Code of Conduct is applicable to members of the Board and Senior Management Personnel of **Infronics Systems Limited** (the "Company") and is prepared in accordance with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Schedule IV of the Companies Act, 2013.

Objective:

The company's objective in establishing this "Code of Conduct" is to promote ethics, honesty and professionalism within the company. The matters covered in the Code are of utmost importance to the Company, its shareholders and other stakeholders and are essential so that it can conduct business in accordance with ethical values to which it is strongly committed. All members of the Board and Senior Management are expected to read and understand this code, uphold these standards in day to day activities and comply with all the policies and procedures.

Applicability:

The Code is applicable to the following persons:

1. Board of Directors;
2. Chief Financial Officer;
3. Company Secretary;
4. Senior Management of the company as defined in SEBI (LODR) Regulations, 2015.

It is clarified that the Directors and Senior Management Personnel should continue to comply with other applicable/to be applicable policies, rules and procedures of the Company. This Code of Conduct shall be deemed to include, by reference, the Code of Conduct for Independent Directors under the Companies Act, 2013 (Schedule IV read with section 149(8) thereof). The provisions contained therein, shall apply mutatis mutandis to the Board of Directors.

Honest and Ethical Conduct:

The Company is committed to uphold ethical standards in all of its corporate and business activities. All the Directors and Senior Management Personnel are expected to display professional skills and act in accordance with the highest standards of personal and professional integrity, honesty, truthfulness and ethical approach and conduct in all business dealings.

Honest conduct is conduct which is fair, in good faith, responsible and done with due care, competence and diligence and which is free from fraud or deception. Ethical conduct is conduct which conforms to the accepted professional standards of conduct and includes ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

The Directors and Senior Management Personnel shall:

- Act honestly, fairly, ethically, with integrity and loyalty and conduct themselves in a professional, courteous, and respectful manner;
- Act in the best interests of the company and in a manner to enhance and maintain the reputation of the company, and fulfill their fiduciary duties to the stakeholders of the company;
- Act in good faith, with responsibility, due care, competence, diligence, and independence;

- Treat their colleagues and other associates of the company with dignity and shall not harass any of them in any manner.

Conflict of Interest:

The Directors and Senior Management Personnel are expected to avoid and disclose any activity or association that creates or appears to create a conflict between the personal interests and the Company's business interests.

The guiding principle is that any event, activity or situation involving conflict or potential conflict of interest must be disclosed to the Board of Directors for guidance and appropriate action.

Outside Employment:

The Board and Senior Management personnel shall not work for or receive payments for services from any competitor, customer, distributor, or supplier without the approval of the Board. Any outside activity must be strictly separated from employment and should not harm job performance of the company.

Business Opportunities:

A business opportunity is an opportunity in the company's line of business or proposed expansion or diversification, which the company is financially able to undertake and which may be in the interest of the company.

An Officer who has discovered such a business opportunity and who wishes to participate in it should disclose the opportunity in writing to the Board of Directors. If the Board of Directors determines that the company does not have an actual or expected interest in the opportunity, then, and only then, the Officer may participate in it, provided that the Officer has not wrongfully utilized the Company's resources in order to acquire the opportunity.

Acceptance of Gifts/ Payments:

The Directors and Senior Management Personnel shall not accept gifts or gratuities or any offer, payment, promise to pay, or authorization to pay any money or anything of value that could be interpreted to adversely affect business decisions or likely to compromise their personal or professional integrity. Gift items of nominal value, such as small promotional items bearing another company's name, business meals, gifts received because of personal relationships and not because of official position; mementos received because of attending a widely held gathering as panelist / speaker and other customary gifts are allowed.

Gifts on behalf of the Company: Some business situations call for giving gifts. These gifts shall be legal, and reasonable. Directors and Senior Management personnel shall not pay bribes.

Company Properties:

It is the responsibility of Directors and Senior Management Personnel to safeguard the use of the company's assets and resources that have been entrusted to them by the company.

Confidentiality of Information:

All Directors and Senior Management Personnel must maintain the confidentiality of information entrusted to them by the company. The use of such information for his or her own advantage or

profit is prohibited. Such information shall not be disclosed to any third party, except when the company authorizes disclosure or when such disclosure is needed under any legal requirement.

Insider Trading:

Non-public information, which may influence the market price of the company shares, shall be kept in strict confidence until publicly released in accordance with applicable legal requirements and stock exchange regulations. The Directors and Senior Management Personnel shall not derive personal benefit or assist others to derive benefit from the access to and possession of information about the company not in public domain and which can constitute insider information.

The company is committed to complying with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Directors and Senior Management Personnel shall refer to the Policy on Insider Trading issued by the company in this regard for further information on pre-clearance of securities, reporting of securities and matters concerning dealing in securities of the company to reduce the risk or appearance of insider trading.

Compliance with Regulatory Framework:

The Directors and Senior Management Personnel are committed to comply with all those acts, rules and regulations that govern the conduct of the company.

Declaration for Compliance with the Code

The members of the Board and Senior Management personnel shall affirm compliance with the Code on an annual basis and shall sign a confirmation to that effect as per the format set out in Annexure-I.

The annual report of the Company shall carry a declaration signed by the CEO/Managing Director/ WTD and/or CFO of the Company stating that the members of the Board and Senior Management personnel have affirmed compliance with the Code.

Disciplinary Actions for Violation of the Code:

Suspected violations of this Code must be reported to the Chairman/CEO/Managing Director/Whole-Time Director or the Chairperson of the Audit Committee. All reported violations would be appropriately investigated. The company will take appropriate action including disciplinary actions against any Officer.

Disciplinary actions may include immediate termination of employment or business relationship at the company's sole discretion. Where the company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. The Board of Directors are empowered to give waiver of the conditions of the code in special circumstances.

Amendments to the Code:

The company is committed to continuously reviewing and updating the policies and procedures from time to time and accordingly, this Code can be modified, amended or waived of any of the provisions thereof.

However, any such modification, alteration, replacement or waiver may be affected only by way of passing a resolution at the meeting of the Board of Directors of the Company and the details of the same shall be put on the website immediately upon such amendment.

ANNEXURE-I

Affirmation by Director/ Senior Management with Code of Conduct

To,
Infronics Systems Limited

I,..... (name), (designation) do hereby solemnly affirm to the best of my knowledge and belief that I have fully complied with the

provisions of the Code of Conduct for Board Members and Senior Management Personnel during the financial year ending 31st March

Signature:

Name:

Designation:

Date:

Place: