



**PSP PROJECTS LIMITED
CODE OF CONDUCT
FOR
BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

I. PREAMBLE & OBJECTIVE:

This Code of Conduct (hereinafter referred to as "the Code") shall be called 'Code of Conduct for Board of Directors and Senior Management of PSP Projects Limited (hereinafter referred to as "the Company").

The Code has been framed in compliance with Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule IV of Companies Act, 2013 on Code for Independent Directors.

The Code is intended to provide guidance to the Board of Directors and Senior Management of the Company to enhance the ethical standards and transparent process in managing the affairs of the Company and thus to sustain the trust and confidence shown in the Management by the shareholders of the Company and to develop a culture of honesty and accountability.

The code is being adopted in letter and spirit to guide the transactions with our colleagues, customers, governments, investors, regulators and society at large.

II. APPLICABILITY:

The code shall be applicable to:

- (a) the Directors, both executive and non-executive;
- (b) "senior management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

III. RELEVANT PARAMETERS:

The Board and the Senior Management of the Company are/ is expected to read and understand the Code, uphold these standards in their day-to-day business activities & ensure due and timely compliance thereof.

The Code is primarily designed to promote the following-

(A) Honesty & Integrity-

The Directors and Senior Management shall conduct their activities with honesty, integrity and fairness. They shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Directors shall act in the best interests of the Company and fulfill the fiduciary obligations.

(B) Conflict of Interest-

The Directors and Senior Management shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or may be prejudicial to the interest of the Company.

In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the Board of Directors and the approval of the Board is required to be obtained. Transactions/ dealing done on arm's length basis shall not be considered to be conflict of interest.

(C) Confidentiality of Information-

Any information concerning the Company's business, its customers, suppliers etc., which is not in the public domain and to which the Directors and Senior Management have access or possess such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law.

No Director /Senior Management shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

Examples of confidential information include but are not restricted to:

- Information not yet released to the public
- Unpublished company strategy
- Investments, planned mergers or acquisitions
- Information received from customers, suppliers or partners
- Unpublished Financial data either actual or forecasted
- Any other material information

(D) Other Directorships-

The Directors must disclose their Directorship, Committee membership on the Board of other companies and substantial shareholding in other companies to the Board on an ongoing basis.

(E) Protection of Assets-

Directors and Senior Management must protect the Company's assets and information and shall not use these for personal use, unless approved by the Board.

(F) Insider Trading-

Director/Senior Management shall not derive benefit or assist others to derive benefit by giving investment advice based on unpublished price sensitive information (defined in SEBI (Prohibition of Insider Trading) Regulations, 2015) about the Company and therefore constituting insider information. All Directors/Senior Management shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 and the company's policy, framed in this regard.

(G) Financial reporting and accounting requirements-

It is important that all transactions are properly identified, analysed, recorded, classified and summarized in Company's financial statements, books and records are kept & maintained in accordance with the applicable laws, adequate policies, controls and procedures are established and practiced and the generally accepted accounting principles are fairly applied & followed.

Regardless of whether a Director/Senior Management person is directly involved in financial reporting or accounting, most come into contact with financial transactions directly or indirectly. All reasonable efforts are expected to ensure that all business records and reports are accurate, complete and reliable.

(H) Gift & Donations-

No Director/Senior Management of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended to obtain business favors.

Subject to this clause, nominal gifts of commemorative nature, for special events/achievements or in the course of social relations and normal business courtesies may be accepted/ given.

(I) Periodic Review-

As per Regulation 26(3) of the SEBI Listing Regulations, all members of the Board and Senior Management of the Company shall affirm compliance with this Code on an annual basis.

New Directors shall accord their consent while joining the Board and New Senior Management shall give an affirmation at the time when their employment begins.

The aforesaid affirmation shall be in line with “Annexure A” attached herewith.

IV. CODE FOR INDEPENDENT DIRECTORS:

In terms of Section 149 of the Companies Act, 2013, (“Act”) the Company and its Independent Directors are required to abide by a Code, as has been prescribed under Schedule IV of the Act. (as amended from time to time).

The Code, as prescribed under Schedule IV of the Act, has been attached to this Code as ‘Annexure B’, which shall also be required to be complied with by the Independent Directors of the company.

It is understood that as and when there is an amendment to the Code (as prescribed under Schedule IV of the Act), this Annexure shall be duly replaced or amended, as appropriate.

It is also understood that should there be an amendment to the Schedule IV of the Act, then in such situations, the amended and restated Code (Schedule IV of the Act) shall apply forthwith notwithstanding the pendency in carrying out of corresponding changes to this Annexure B.

V. ENFORCEMENT OF THE CODE:

Each Director and Senior Management shall be accountable for complying with the Code.

In case of breach of this Code, the same shall be considered by the Board of Directors for initiating appropriate action, as deemed necessary.

VI. AMENDMENT(S) OF THE CODE-

The Code may be amended from time to time by the approval of the Board of Directors of the Company.

In the event of any conflict between the provisions of this Code and of the Act or SEBI Listing Regulations or SEBI PIT Regulations or any other statutory enactments, rules, the provisions of such Act or SEBI Listing Regulations or SEBI PIT Regulations or any other statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification to the Applicable Law shall automatically apply to this Code.

Annexure A

Date:

To
The Board of Directors,
PSP Projects Limited

Sub: Affirmation of Compliance with the Code of Conduct for the Board of Directors and Senior Management.

I, _____ (Name) being a member of the Board of Directors / Senior Management of the Company hereby acknowledge, confirm and certify that I have read and understood the Code of Conduct applicable to the Board of Directors/ Senior Management of the Company and that to the best of my knowledge and belief, I have complied with the provisions of this Code during the financial year ended on March 31, _____.

(Signature)

(Name of the Director/Senior Management)

(Designation)

(DIN) (*applicable for Directors*)

Annexure B

PSP PROJECTS LIMITED CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

This Code shall form part of the Code of Conduct for Board of Directors and Senior Management.

I. Guidelines of professional conduct:

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;

- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

The independent directors 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 their 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.

IV. Manner of appointment:

- (1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :
 - (a) the term of appointment;
 - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - (d) provision for Directors and Officers (D and O) insurance, if any;
 - (e) the Code of Business Ethics that the company expects its directors and employees to follow;
 - (f) the list of actions that a director should not do while functioning as such in the company; and
 - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of three months from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

- 1) The independent directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management;
- 2) All the independent directors of the company shall strive to be present at such meeting;
- 3) The meeting shall:
 - (a) review the performance of non-independent directors and the Board as a whole;
 - (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

- (1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.
