

GEOMETRIC LIMITED

CODE OF CONDUCT: DIRECTORS

Preamble

All Directors must act within the bounds of the authority conferred upon them and with a duty to take informed decisions and create policies in the best interests of the company and its shareholders/stakeholders.

With a view to maintain the high standards that the company requires, the following rules/code of conduct should be observed in all activities in respect of the Company. The Company appoints the company secretary as a compliance officer for the purposes of this code, who will be available to Directors to answer questions and to help them comply with the code.

1] **Honesty & Integrity:**

All Directors will conduct their activities, on behalf of the company and on their personal behalf, with honesty, integrity and fairness. They will act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. They will act in the best interests of the company and fulfill their fiduciary obligations.

2] **Conflict of Interest:**

Directors will not engage in any business, relationship or activity, which may be in conflict with the interests of the Company. Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Whenever there is a doubt it is important that the Director should disclose the possible conflict of interest with the Chairman who may at his discretion take up the matter with Board in consultation with the Director. Set forth, are some of the common circumstances that may lead to a conflict of interest, actual or potential: -

- a) They should not engage in any activity/employment that interferes with the performance or responsibility to the company or is otherwise in conflict with or prejudicial to the company.
- b) They and their immediate families should not invest substantially or in a material manner in a company, customer, supplier,

developer or competitor and generally refrain from investments that compromise their responsibility to the company, without relevant disclosures.

- c) They should avoid conducting company business with a relative or with a firm/company in which a relative/related party is associated in any significant role.
- d) If such related party transaction is unavoidable, it must be fully disclosed to the board of the company.

3] **Compliance:**

The Directors are required to comply with all applicable laws, rules and regulations, both in letter and in spirit. In order to assist the company in promoting lawful and ethical behaviour, the Directors must report any possible violation of laws, rules, regulations or the code of conduct to the Board of Directors through the Company Secretary.

4] **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 annual basis.

5] **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 have access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required under any law. No Director shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized. (The MD and Chairman do not require specific authority.)

6] **Insider Trading:**

A Director shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public domain and therefore constitutes insider information. All Directors will comply with SEBI

(Prohibition of Insider Trading) Regulations, 1992 and Insider Trading Policy of the Company.

7] **Gift & Donations:**

No Director of the company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favours or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

8] **Protection of Assets:**

Directors must protect the company's assets, labour and information and should not use these for personal use, unless approved by the Board.

9] **Periodic Review:**

Once every year or upon revision of this code, every Director must acknowledge and execute an understanding of the code and an affirmation that he/she has complied with the Code. New Directors will sign such a deed at the time of joining.

ACKNOWLEDGEMENT FORM – CODE OF CONDUCT

As a GL Director, I hereby acknowledge that I have received and read the document. I understand that it is my responsibility to consult the Company Secretary if I have any questions regarding the provisions of the Code.

I understand and agree that as a Director it is my responsibility to promote the application of this Code.

(Name)

(Signature)

(Date)