

# SMPP

PROTECTING THOSE WHO PROTECT US

## SMPP LIMITED

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND  
SENIOR MANAGEMENT PERSONNEL

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## 1. BACKGROUND

The Code of Conduct for Board and SMP sets forth the Company core values, and shared responsibilities into practice. It is built around the recognition that everything we do in connection with our work at the Company will be, and should be, measured against the highest possible standards of ethical business conduct. We set the bar that high for practical, as well as aspirational reasons. Our commitment to the highest standards helps us hire great people, build great products, and attract loyal customers.

The Code complies with the requirements as envisaged by various laws and regulations, as below, to administer good governance practices.

- a) SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 ('SEBI Listing Regulations'), as amended;
- b) Companies Act, 2013 and Rules thereunder, as amended; and
- c) Others, as applicable.

## 2. APPLICABILITY

This Code shall be applicable and binding to all members of the Board and SMP.

## 3. DEFINITIONS

- a) **Board** means Board of Directors of the Company.
- b) **Code** means Code of Conduct for Board of Directors and Senior Management Personnel.
- c) **Company** means SMPP Limited (formerly known as SMPP Private Limited).
- d) **Senior Management Personnel** or **SMP** 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 Company Secretary and the Chief Financial Officer.
- e) **Directors** means all members of the Board of Directors of the Company.

## 4. CODE FOR DIRECTORS AND SMP

The Board and SMP will:

- a) Act honestly, fairly, ethically and with integrity;
- b) Conduct themselves in a professional, courteous and respectful manner;
- c) Comply with all applicable laws, rules and regulations;
- d) Oversee the conduct of the Company's business to evaluate whether the business is being properly managed;
- e) Review and, where appropriate, approve the Company's major financial objectives, plans and actions;
- f) Review and, where appropriate, approve major changes in and determinations of other major issues respecting the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- g) Assess major risk factors relating to the Company and its performance, and review measure to address and mitigate such risks;

- h) Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgement to be subordinated;
- i) Act in a manner to enhance and maintain the reputation of the Company;
- j) Disclose potential conflicts of interest that they may have regarding any matter, if any, at the Board Meetings and any Director having such conflict of interest will abstain himself/herself from discussions and voting on the concerned matter;
- k) Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors/ SMP, except when authorized or legally required to disclose such information;
- l) Will not use any confidential information acquired in the course of their service as Directors/ SMP for their personal advantage;
- m) Will not use any benefit or assist others to derive benefit, by giving investment advice from the access to and possession of information about the Company which is not in the public domain and deemed to be insider information;
- n) Comply with the Company's Code on Prohibition of Insider Trading as applicable from time to time;
- o) Will not engage in any circumstance which affects performance of their duties in the Company when negotiating for or entering an arrangement concerning, prospective employment outside the Company;
- p) Will not engage in any undue gain or advantage either to himself or to their relatives, partners, or associates in whatsoever manner.

In addition to the above, the whole-time directors and SMP shall also adhere to the Company's Code of Conduct for Employees.

## 5. CODE FOR INDEPENDENT DIRECTORS

Apart from what is stated above, all Independent Directors of the Company shall also adhere to the following additional Code. The additional 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.

### **Guidelines for professional conduct**

The Independent Directors shall:

- a) Uphold ethical standards of integrity and probity;
- b) Act objectively and constructively while exercising their duties;
- c) Exercise their responsibilities in a bona fide manner in the interest of the Company;
- d) Devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- e) Not allow any extraneous considerations that will vitiate their 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;
- f) Not abuse their 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;
- g) Refrain from any action that would lead to loss of their independence;
- h) Inform immediately to the Board in case circumstances arise which can make an independent director lose their independence status;
- i) Assist the Company in implementing the best corporate governance practices.

## **Key role and function**

The Independent Directors shall:

- a) 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;
- b) Bring an objective view in the evaluation of the performance of Board and management;
- c) Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- d) Satisfy themselves on the integrity of financial information and that the financial controls and the systems of risk management are robust and defensible;
- e) Safeguard the interest of all stakeholders, particularly the minority shareholders;
- f) Balance the conflicting interest of the stakeholders;
- g) Determine appropriate levels of remuneration of whole-time directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of whole-time directors, key managerial personnel and senior management;
- h) Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholders' interest.

## **Key duties**

The Independent Directors shall:

- a) Undertake appropriate induction and regularly update and 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 of Directors and of the Board Committees of which they are a member;
- d) Participate constructively and actively in the committees of the Board in which they are chairpersons or 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 behaviour, 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, 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) Comply with all other duties and to comply with all other duties and responsibilities as may be imposed on them by the Companies Act, 2013 and any Rules made thereunder.

## 6. ANNUAL AFFIRMATION WITH COMPLIANCE OF THIS CODE

The Board and SMP of the Company shall affirm compliance with this Code on an **annual basis (as per Annexure 1)**.

## 7. AMENDMENT

Any change in the Code shall be approved by the Board. The Board shall have the right to withdraw and/or amend any part of this Code or the entire Code, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Code.

## 8. COMPLIANCE

The Chief Executive Officer shall be responsible for supervision of the Code. Any queries regarding the policy shall be referred to the Chief Executive Officer, who is in charge of administering, enforcing and updating the Code.

## 9. INTERPRETATION

In any circumstance where the terms of this Code are inconsistent with any existing or newly enacted law, rule, regulation, or standard governing the Company, the said law, rule, regulation or standard will take precedence over this Code.

## 10. VERSION HISTORY

Version	Approval date	Revision date	Description
Version 1	October 05, 2024	-	Original

# **Annexure 1**

To,

The Company Secretary and Compliance Officer  
SMPP Limited (formerly known as SMPP Private Limited)  
Address

**Subject: Confirmation of Annual Compliance of the Code**

I, \_\_\_\_\_ do hereby solemnly affirm that I have to the best of my knowledge and belief, complied with the provisions of the Code of Conduct for Directors and Senior Management Personnel during the Financial Year ended on March 31, .

Signature Name  
Designation /Role Place  
Date