

V.I.P INDUSTRIES LIMITED

CODE OF CONDUCT

For Directors and Senior Management

ANNUAL DECLARATION

I confirm having abided by the following Code of Conduct during the financial year _____ and shall continue by the same for the financial year _____:

1. Fulfill the functions of the office with integrity as well as professionalism and exercise the powers attached thereto, with due care and diligence.
2. Act in the best interests of, and fulfill the fiduciary obligations to the Company's shareholders, whilst also considering the interests of other stakeholders.
3. Take informed business decisions based on independent judgment and in the best interests of the Company, not influenced by personal interest or gain.
4. Respect the confidentiality of information and use utmost discretion whilst deciding its disclosure or dissemination, ensuring that no personal advantage or detriment to the Company results from the same.
5. Make available to and share information with fellow directors/executives when considered expedient in the best interests of the Company.
6. Protect and use the Company's assets for legitimate business purposes and be alert to situations that could lead to loss or misuse of these assets.
7. Minimize any situation or action that can create conflict of interests of the Company vis-à-vis personal interest or interests of associated persons, and make adequate disclosures, where necessary.
8. Act in a manner that will protect the Company's reputation.
9. Encourage reporting of behavior, which is contrary to the Company's "Values" and ensure that the person reporting such violation is not aggrieved in any manner.

10. Comply, in spirit and in letter, with all applicable laws, rules and regulations, and also honor the philosophy of “good faith” guided by one’s sense of right and wrong.
11. Abide by the relevant terms of the Code on Prevention of Insider Trading formulated by the Company and any other Code that may be formulated from time to time, as applicable.
12. Adhere to the terms of the powers delegated by the Board.
13. Whilst entering into contracts with Services Providers and Consultants, protect the arrangement for disclosure or dissemination of confidential information.
14. Establish processes and systems for storage, retrieval and dissemination of documents, both in physical and electronic form, so that the obligations of this code of conduct are fulfilled.
15. Raise concerns, if any on the above issues, at a Board Meeting.
16. The duties of independent directors as prescribed under the Companies Act read with Schedule IV shall include the following:
 - (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 he is a member;
 - (d) participate constructively and actively 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) acting within his 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 Board or required by law.

Signature: _____

Name: _____

DIN: _____

Date: _____

Place: _____