

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

1. Preface

This Code of Conduct for the Board of Directors and the Senior Management Personnel (hereinafter referred to as "the Code") has been framed and adopted by KAVVERI DEFENCE & WIRELESS TECHNOLOGIES LIMITED (hereinafter referred to as "the Company or Kavveri") is hereby amended as per requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This Code sets forth the guidance and principles to the Board of Directors and Senior Management Personnel to manage the affairs in a fair manner and conduct themselves with the stakeholders, government and regulatory agencies, media and etc.

This Code shall be applicable and binding to the Board of Directors and the Senior Management Personnel of the Company.

2. Definitions

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:

"Board/Directors" shall mean the Board of Directors of the Company.

"Company" shall mean KAVVERI DEFENCE & WIRELESS TECHNOLOGIES LIMITED (Formerly Kavveri Telecom Products Limited)

"Conflict of Interest" means where the interests or benefits of one person or entity
Conflicts with the interests or benefits of the Company.

"Executive Directors/Whole time Directors" shall mean and include Company's Managing Director and Directors who are in whole time employment of the Company.

"Independent Directors" shall mean an Independent Director as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India



(Listing Obligations and Disclosure Requirement) Regulations, 2015. (as revised from time to time)

“Non - Executive Directors” shall mean the Directors who are not in whole time employment of the Company.

“Senior Management Personnel” shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this shall comprise all members of management one level below the Executive Directors, including all functional heads and all employees at Vice President Position and above.

3. Code of Conduct and ethics applicable to all Directors and Sr.Management:

There is nothing of more value to Kavveri than our reputation: with our customers; with our employees; with our suppliers; with our owners (employer) and with our communities.

As our company grows, our associates grow in their careers, and of necessity new people join us from outside our company, it is imperative that we have a common understanding of our expectations of behavior, not just policies and manuals.

The following stated elements of expected conduct and ethics couldn't be all encompassing. However, we expect our leadership to conduct themselves in the spirit as well as the letter of these codes.

Failure to comply with Kavveri's Code of Conduct and Ethics may result in disciplinary action, which could include termination.

Underlying our expectations is the principle of integrity, in all of our behaviors, in all of our relationships. We must personally and professionally always be acting and seen to be of high integrity.

A. With respect to our customers:

- We will give them fair value in the market in which we serve.
- If we do not meet their expectations we will not expect them to pay for the services rendered, rather we will endeavor to motivate them to give us the opportunity to redeem their confidence in Kavveri.
- We will not falsify records such that individuals may make misrepresentation to their employers.
- ➤ We will look at each customer as a potential long-term relationship for our group and endeavour to earn their loyalty through quality service and experiences.

B. With respect to our employees:

- We will respect them as individuals in the belief that all employees want to do a good job, and it is our responsibility as leaders to provide the environment, processes and motivation to enable them to fulfill their potential.
- We will provide staff facilities that are pleasing and have high quality, as deserving for our "internal customers". We should have "heart of the house" facilities/services for our employees that are the envy of our industry.
- To the degree practical we will sincerely care for the total wellbeing of our employees and their families in our health and welfare programs.
- Honesty will be practiced as we counsel our employees in their performance and job/career expectations.
- We will conduct ourselves as an equal opportunity employer and will not discriminate on the basis of race, caste, creed, religion or sex.

C. With respect to our suppliers:

- We will treat them with respect as business partners who play a vital role in our mission of serving our guests.
- We will award business based upon quality, price and delivery without personal favouritism.
- We will not solicit gifts under any circumstances nor personally accept them of a value exceeding Rs.100/-. Any gift that cannot be refused or returned must be donated to a charitable cause and the transaction documented to the unit General Managers.
- ➤ We will endeavour to create long-term "win-win" relationships with quality suppliers that allow us to enjoy excellent quality, price, and supplier involvement in continuously improving our product, services and profitability.

D. In respect to our owners (employers):

- All decisions must be made in their best long-term interest as investors and providers of employment.
- We will at all times be fair and honest, never taking unwarranted personal advantage of our authority and privileges.
- We will recognize that as long as we accept our income from Kavveri, we owe our employer our best effort and a fair commitment of time.
- We will respect the confidentiality and proprietorship of all information learned as a result of our employment, and undertakes not to share this information outside our company during, or after employment with Kavveri.

E. With respect to our communities:

- We will be good "corporate citizens" through leadership and our involvement in civic and charitable organizations.
- We will take a leadership role in every community with respect to environmental issues and programs.
- We will respect the cultural and religious traditions of the country in which we operate and make every effort to educate ourselves in the ways of its people.

4. Code of Conduct for Directors (Section 166 of the Companies Act, 2013) and SEBI (LODR) Regulations, 2015.

All Directors, Executive, Non-Executive and Independent Directors of the Company shall –

- i. act in accordance with the Articles of the Company.
- ii. act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- iii. exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- iv. not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- v. not achieve or attempt to achieve any undue gain or advantage either to himself or
to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.
- vi. Not assign his office and any assignment so made shall be void.
- vii. act in accordance with the as per the requirements under the Companies Act, 2013 as amended or re-stated for the time being in force and Responsibilities of the Board as outlined in the Corporate Governance requirements as prescribed by Stock Exchanges under the Listing Agreement as amended from time to time.
- viii. Monitor and manage potential conflicts of interests of the Management:
- ix. Oversee and ensure the integrity of financial information and legal compliance:
- x. set the Company's values and standards, ensures that its obligations to its shareholders and others are understood and met by the Company.
- xi. Accountable under the Director's Responsibility Statement.

5. Code of Conduct for Non-Executive Directors:

Non -Executive Directors of the Company shall –

- i. always act in the interest of the Company and ensure that any other business or personal association, which they may have, does not involve any conflict of interest with the operations of the Company and their role therein.
- ii. comply with all applicable laws and regulations of all the relevant regulatory and other authorities as may be applicable to them in their individual capacities.
- iii. safeguard the confidentiality of all information received by them by virtue of their position.

6. Code for Independent Directors (As per the Companies Act, 2013)

This Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfillment 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.

I. Guidelines of professional conduct:

An independent director shall:

- i. uphold ethical standards of integrity and probity;
- ii. act objectively and constructively while exercising his duties;
- iii. exercise his responsibilities in a bona fide manner in the interest of the Company;
- iv. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- v. 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;
- vi. 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; refrain from any action that would lead to loss of his independence;
- vii. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- viii. assist the Company in implementing the best corporate governance practices.

7. Anti-Corruption

At Kavveri, we make it a rule to act with integrity at all times. We are committed to comply with all rules and regulations in each country where we operate and to not accept any form of corruption. This Code of Ethics of the Company states a zero tolerance on corruption and demands compliance with all relevant laws and our own business principles.

Kavveri group conducts its business free from the influence of corruption and bribery. Employees and business partners are expected to be aware of and follow all anti-corruption and anti-bribery laws everywhere we do business (including the Indian Penal Code, 1860 or Prevention of Corruption Act, 1988 or Prevention of Money Laundering Act, 2002). Employees are strictly instructed to avoid any kind of offering or accepting an improper payment, bribe or kickback. The Intermediaries are expected to act in accordance with the requirements set out in this Code. We ensure that business partners should not provide any kind of gifts or favours to the employees.