



UNIPARTS
GROUP

UNIPARTS INDIA LIMITED

CODE OF CONDUCT

**FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL
OF UNIPARTS INDIA LIMITED**



CODE OF CONDUCT

FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF UNIPARTS INDIA LIMITED

INTRODUCTION

This CODE OF CONDUCT (hereinafter referred to as "the Code") has been framed and adopted by "UNIPARTS INDIA LIMITED" (hereinafter referred to as "the Company") with a view to promote good corporate governance.

Ethical business conduct is critical to the business carried on by the Company. Keeping this in mind, the Board of Directors of the Company have adopted the Code and ethics which helps maintain the standards of business conduct for the Company.

The purpose of the Code is to enhance further an ethical and transparent process in managing the affairs of the Company and to deter wrong doing. The matters covered in the Code are of utmost importance to the Company, our shareholders and business partners.

It has come into force with effect from 1st April 2014 and future amendments/modifications shall take effect from the date stated therein.

DEFINITIONS AND INTERPRETATION

- i. "Board / Board of Directors" shall mean the Board of Directors of the Company.
- ii. "Senior Management Personnel" shall mean personnel of the Company who are members of its core management team, excluding Board of Directors. The Senior Management Personnel shall include Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief People Officer, Chief Information Officer, Corporate Strategy and Investor Relations Head, Company Secretary, all departmental / functional / regional / unit heads and all other members of management one level below the executive director of the Company.
- iii. "Independent Director" means an independent director appointed by the Company in accordance with the provision of the Companies Act, 2013 and the rules thereunder and the listing agreement with the stock exchanges (as may be applicable).

Effective From: 1 st April 2014	Version: 1.0
Controlled By: Company Secretary	Approved By: Board of Directors



- iv. "Relative" shall mean 'relative' as defined in Section 2(77) of the Companies Act, 2013 read with rules thereunder.

APPLICABILITY

This Code shall be applicable to the following persons:

- (a) All members of the Board of Directors of the Company; and
- (b) Senior Management Personnel as defined in clause (ii) above of the Code.

PHILOSOPHY OF THE CODE

The Code envisages and expects that the Board Members and Senior Management Personnel must act within the authority conferred upon and in the best interest of the Company and its shareholders and observe the following:

- (a) Shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct while working for the Company as well representing the Company without allowing their independent judgment to be subordinated and fulfill their fiduciary obligations. Honest conduct is considered to be the conduct that is free from fraud and / or deception.
- (b) Ethical conduct is considered to be the conduct conforming to the accepted professional standards of conduct and includes ethical handling of actual or apparent conflicts of interest between personnel and professional relationship.
- (c) Shall not involve themselves in making any decision on a subject matter in which a conflict of interest arises or could arise, between the personal interest (including for benefit for himself or his Relative or a related party) and the interest of the Company. In the event of apprehending of such conflict of interest, the relevant facts shall be disclosed explaining the circumstances that create or could create the conflicts of interest to the Board of Directors for further directions in the matter.
- (d) Shall try to avoid having any personal and / or financial interest in any business dealings concerning the Company.
- (e) Shall try to avoid any relationship with a contractor or supplier that could compromise the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by

Effective From: 1 st April 2014	Version: 1.0
Controlled By: Company Secretary	Approved By: Board of Directors



the Company. It is also incumbent upon every director and Senior Management Personnel to make a full disclosure of any interest which they or their Relatives may have in a family business or a company or firm that is a competitor, supplier, customer or distributor of or has other business dealings with the Company and /or its subsidiaries.

(f) Shall not serve as a director of any other company or as a partner or proprietor of a firm that competes with the Company (except subsidiary companies, group companies or associate companies). The directors (other than Independent Director and nominee director) and Senior Management Personnel shall obtain approval of Managing Director of the Company prior to accepting directorship of any such company or partnership or membership of such firm. Further, the managing director, whole time director, chief executive officer, chief financial officer and company secretary of the Company (hereinafter referred to as "KMP") shall not hold office in any other company (except the subsidiary of the Company at the same time), provided that nothing herein shall disentitle any such KMP from being a director of any company with the prior permission of the Board. All such directors and Senior Management Personnel (including KMP) shall inform the Board of any changes in their board positions, relationship with other businesses (including charitable).

(g) Shall not exploit for their own personal gain, opportunities that are discovered through the use of Company's property, information or position, unless the opportunity is first disclosed in writing to the Company's Board of Directors.

(h) Shall not seek or accept or offer directly or indirectly through Relatives any gifts, donations, remuneration, hospitality, illegal payments, favour in whatsoever form howsoever described by the customers, vendors, consultants, etc., that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, opportunity for committing any fraud.

(i) Shall comply with all applicable laws, rules and regulations. Directors and Senior Management Personnel must acquire appropriate knowledge of the legal requirements relating to the duties sufficient to enable them to recognize potential dangers. Violations of applicable governmental laws, rules and regulations may subject Directors & Senior Management Personnel to individual criminal and/or civil liability.

(j) Shall not derive benefit or assist others (including but not limited to Relatives) to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitute insider information. The Board Members and Senior Management Personnel shall make timely disclosures of (i) trading in the shares of the Company, (ii) transactions having

Effective From: 1 st April 2014	Version: 1.0
Controlled By: Company Secretary	Approved By: Board of Directors

personal interest and (iii) related party transactions that are required to be made under laws, rules & regulations and code for prevention of insider trading in the securities of the Company.

(k) Directors / Senior Management Personnel are required to maintain the confidentiality of all confidential information that they receive or become privy to in connection with the Company's business, except when disclosure is authorized or legally mandated. Confidential information includes all nonpublic information that might prejudice the ability of the Company to pursue certain objectives, be of use to competitors or harm the Company, its suppliers or its advertisers, if disclosed.

(l) Shall protect the Company's assets, labour and information and may not use these for personal use, unless authorized to do so. Proper care should be taken to ensure that Company's assets are not misappropriated, loaned to others, or sold or donated, without appropriate authorization. Company's assets must be safeguarded against loss, damage, misuse or theft.

(m) In addition to strict compliance with all legal aspects, all Directors, members of the Senior Management and officers are expected to observe the highest standards of business and personal ethics in the discharge of their assigned responsibilities.

In addition to the above, the Company expects that the Independent Directors of the Company shall abide by the guidelines, roles, functions, duties and other relevant provisions as applicable to the Independent Director under the code for Independent Directors specified in schedule IV of the Companies Act, 2013, as may be amended from time to time. This code for Independent Director shall serve as 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. The schedule IV of the Companies Act, 2013 as on the effective date of the Code is attached as **Annexure 1**.

ENFORCEMENT OF CODE OF CONDUCT

i) Each Board Member and Senior Management Personnel shall be accountable for fully complying with the Code.

Effective From: 1 st April 2014	Version: 1.0
Controlled By: Company Secretary	Approved By: Board of Directors



- ii) Non-compliance of the provisions of this Code shall be reported to:-
The Company Secretary
Uniparts India Limited
SB Tower, Ground Floor, Sector 16A,
Plot 1A/1, Noida – 201 301, Uttar Pradesh, India
Email- compliance.officer@unipartsgroup.com

The Company Secretary shall report breach of the Code, if any, which comes to his / her notice to the Board.

- iii) The Company shall ensure confidentiality and protection to any person who has, in good faith, reported a violation or a suspected violation of law, of the Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation.
- iv) Any failure of a Director / Senior Management Personnel to comply with the Code will result in referring his/ her actions / omissions to the Board of Directors. The Board will consider the reference and take such remedial action as deemed fit by it including removal of the person in question from the Board / Office.

WAIVERS AND AMENDMENTS OF THE CODE

We are committed to continuously reviewing and updating our policies and procedures. Therefore, the Code is subject to modification. Any amendment or waiver of any provision of the Code must be approved by the Company's Board of Directors and promptly disclosed as required by any applicable law. Any amendments or wavier must be accompanied by appropriate controls designed to protect the Company.

PLACEMENT OF THE CODE ON WEBSITE

This Code and any amendment thereto shall be posted on the website of the company.

COMPLIANCE OF THE CODE

Each Director and Senior Management Personnel shall monitor his or her personal compliance with the Code. All Board members and Senior Management Personnel shall within 30 days of close of every financial year affirm compliance with the Code in the format attached as **Annexure 2**. The Annual Compliance Report shall be forwarded to the Company Secretary of the Company.

Effective From: 1 st April 2014	Version: 1.0
Controlled By: Company Secretary	Approved By: Board of Directors

ACKNOWLEDGEMENT OF RECEIPT OF THE CODE

All Board Members and Senior Management Personnel shall acknowledge the receipt of the Code in the acknowledgement form, attached as **Annexure 3**, indicating that they have received, read and agreed to comply with the Code and send the same to the Company Secretary of the Company. Upon revision of the Code, the Board Members and Senior Management Personnel shall acknowledge and execute an understanding of the Code. New Directors will sign such a deed at the time when their directorship begins.

NO RIGHTS CREATED

This Code is a statement of certain fundamental principles, ethics, values, policies and procedures that govern the Directors and Senior Management Personnel of the Company in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, client, supplier, competitor, shareholder or any other person or entity.

Effective From: 1 st April 2014	Version: 1.0
Controlled By: Company Secretary	Approved By: Board of Directors

Schedule IV of the Companies Act, 2013

[See section 149(8) of the Companies Act, 2013]

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.

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.

Effective From: 1 st April 2014	Version: 1.0
Controlled By: Company Secretary	Approved By: Board of Directors

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;

Effective From: 1 st April 2014	Version: 1.0
Controlled By: Company Secretary	Approved By: Board of Directors

(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 his 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.

Effective From: 1 st April 2014	Version: 1.0
Controlled By: Company Secretary	Approved By: Board of Directors

(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 fulfills 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.

Effective From: 1 st April 2014	Version: 1.0
Controlled By: Company Secretary	Approved By: Board of Directors

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 not more than one hundred and eighty days 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 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.

Effective From: 1 st April 2014	Version: 1.0
Controlled By: Company Secretary	Approved By: Board of Directors



<Annexure 2>

To

Company Secretary

Uniparts India Limited
SB Tower, Ground Floor, Sector 16A,
Plot 1A/1, Noida – 201 301, Uttar Pradesh, India

**Sub: Code of Conduct for Directors and Senior Management Personnel of Uniparts India Limited
("Code of Conduct")**

Dear Sir

Reference above, I hereby confirm that I have complied with the above referred Code of Conduct during the financial year ended on 31st March

Thanks & regards,

Name:

Designation:

Date:

Note: to be submitted by 30th April each year.

Effective From: 1 st April 2014	Version: 1.0
Controlled By: Company Secretary	Approved By: Board of Directors



<Annexure 3>

To

Company Secretary

Uniparts India Limited
SB Tower, Ground Floor, Sector 16A,
Plot 1A/1, Noida – 201 301, Uttar Pradesh, India

**Sub: Code of Conduct for Directors and Senior Management Personnel of Uniparts India Limited
("Code of Conduct")**

Dear Sir

Reference above, I hereby acknowledge the receipt of the Code of Conduct for Directors and Senior Management Personnel and confirm that I have read and agree to comply with this Code of Conduct.

I also undertake to submit the Annual Compliance Report to the Company Secretary of the Company at the end of each financial year.

Thanks & regards,

Name:

Designation:

Date:

Effective From: 1 st April 2014	Version: 1.0
Controlled By: Company Secretary	Approved By: Board of Directors