

# **CODE OF CONDUCT & ETHICS FOR DIRECTORS& SENIOR MANAGEMENT PERSONNEL**

## **I. PREFACE:**

The Company believes that good corporate governance enables the Board to director and controls the affairs of the Company in an efficient manner. Based on this, the Board of Directors of the Company has adopted this Code of Conduct as a guide to the ethical business practices expected of them. Though it summarizes many of the laws that Max Alert Systems Limited, as a Company is required to follow, it also goes beyond the legal minimums by describing the ethical values that have all along been shared by the Directors and Senior Management Personnel.

This model code of conduct may be reviewed by the Board from time to time to keep in pace with the regulatory environment and any amendments to this Code, shall be approved by the Board of Directors & ensured read with other applicable policies and procedures of the Company.

## **II. APPLICABILITY:**

- All the Directors including the Managing Director, Executive Directors, Non Executive Directors, Independent Directors of the Company.
- Core management team i.e. employees of the Company who are one level below the Board.
- All functional heads (if any).

## **III. HONEST & ETHICAL CONDUCT:**

- Discharge the duties with good faith, responsibility, due care and diligence and in a fair and impartial manner;
- All Directors shall conduct their activities, on behalf of the company, with honesty & integrity.
- The Directors will act in the best interests of the company and fulfill the fiduciary obligations.

## **IV. CONFLICT OF INTEREST:**

### **General Guidance**

The Directors and senior management personnel are expected to avoid and disclose any activity or association that creates or appears to create a conflict between the personal interests and the Company's business interests. A Conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect the independent and sound judgment on behalf of the Company. General guidelines to better understand several of the most common examples of situations that may cause a conflict of interest are listed below. Directors & the senior management personnel are required to disclose to the Board any situation that may be, or appear to be, a conflict of interest. When in doubt, Disclosure is the best way out.

Acceptance of Directorship on the Boards of other Companies, which compete, with the Company amounts to conflict of interest. Helping the community by serving on Boards of non-profit or welfare organizations is encouraged, and does not require prior approval.

#### **V. LEGAL COMPLIANCE:**

Maintain the highest standards of personal integrity, truthfulness, honesty and fortitude in discharge of their duties in order to inspire shareholder's confidence;

Directors on the board of the company shall not engage in any business, relationship or activity, which may be in conflict of interest of the COMPANY or the group. If such related party transaction is unavoidable it must be fully disclosed to the Board or to the CFO of the Company.

Each director should avoid his or her private interests to interfere with,

(i) the interests of the Company or

(ii) his or her ability to perform his or her duties and responsibilities objectively and effectively.

#### **VI. CORPORATE DISCLOSURE POLICY:**

Make full, fair, accurate, timely, and understandable disclosures in reports and documents that the Company files with, or submits or makes periodically, to the shareholders, government authorities, and to the public, Act with honesty, integrity and with sound judgment & Timely comply with various laws, rules, regulations, notifications, applicable to the Company.

Alternatively, the information given to the analyst should be simultaneously made public at the earliest. The Directors and Senior Management personnel must maintain the confidentiality of information relating to the affairs of the Company until and unless authorized or legally required to disclose such information; and shall not use confidential information for their personal advantage.

#### **VII. COMPETITION AND FAIR DEALING:**

The Directors and Senior Management personnel are obligated to deal fairly and honestly with each other, the Company's associates and with the Company's customers, suppliers, competitors and other third parties. Directors and Senior Management personnel shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice. The Company is committed to free and open competition in the marketplace.

Directors and Senior Management personnel shall avoid actions that could reasonably be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including antitrust laws. Such actions include misappropriation and/or misuse of a competitor's confidential information or making false statements about the competitor's business and business practices.

It is the duty and obligation of every Director and Senior Management person to comply with this code of conduct and he/she shall acknowledge and affirm ongoing compliance with the code on an annual basis. Any violation of the code shall be reported to the Chairman of the Board and to the Compliance Officer of the Company. This code of conduct shall be posted on the website of the Company.

**VIII. ACKNOWLEDGEMENT:**

The Directors and Senior Management personnel shall read and fully understand this model code of conduct and comply with the policies procedures and principles contained therein.