

**CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT OF VRL LOGISTICS LIMITED**

The Board of Directors and Senior Management of VRL Logistics Limited shall subscribe to the following Code of Conduct adopted by the Board.

**1. DEFINITION**

- a) "Board" shall mean board of directors of VRL Logistics Limited.
- b) "Company" shall mean VRL Logistics Limited.
- c) "Code" shall mean this Code of Conduct.
- d) "Senior Management" shall mean the employees or officers of VRL Logistics Limited having designations of Senior Manager and above.
- e) "Management" shall collectively mean the Board and Senior Management.
- f) "GAAP" shall mean generally accepted accounting principles applicable to Indian companies in respect of financial reports prepared and presented as per applicable laws.

**2. INTRODUCTION**

The purpose of this Code is to conduct the business of the Company in accordance with the applicable laws, regulations, rules and with the highest standard of ethics and values. The matters covered in this Code are of utmost importance to the Company, shareholders and other stakeholders.

The principal duty of the Board, along with the Senior Management, is to ensure that the Company is well managed and recognize that their primary responsibility is to the shareholders of the Company. The Board is entrusted with the responsibility of making decisions on several matters relating to the Company.

Any question relating to interpretation and application of this Code may be addressed to the Company Secretary (Compliance Officer).

**3. ENHANCE SHAREHOLDERS VALUE**

- a) Management shall be committed to provide good services to the shareholders and stakeholders of the Company to enhance their value.
- b) Management is committed to comply with applicable rules, regulations and laws that govern shareholders' rights.
- c) Board shall duly and fairly inform its shareholders all relevant aspects of the Company's business that are required to be disclosed in accordance with applicable rules and regulations.
- d) Management shall be responsible for the implementation of and compliance with this Code in his professional environment. Failure to adhere to the code could attract the consequences, including termination of employment, as applicable.

**4. PROFESSIONAL INTEGRITY, HONESTY AND ETHICAL CONDUCT**

- a) Senior management is expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working on the Company's premises, at offsite locations where the Company's business is being conducted or at any other place where they are representing Company.
- b) Honest conduct is conduct that is free from any fraud or deception. Ethical conduct is ethical handling of actual or apparent conflicts of interest between personal and professional relationship.
- c) Senior management shall ensure, at all times, the integrity of data or information furnished by him or her to the Company.
- d) Senior management Company shall promptly report to the management any actual or possible violation of this code, or an event he or she becomes aware of that could affect the business or reputation of his/her or any other Group company.

**5. PROVIDE SAFETY AND HEALTHY WORKING ENVIRONMENT**

- a) Management shall strive to provide a safe working environment and comply, in the conduct of the business affairs of the Company, with all regulations regarding the maintenance of the environment of the territory in which it operates.
- b) Management will be committed to prevent wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

**6. BRANDS AND INTELLECTUAL PROPERTY OF THE COMPANY**

- a) Manuals, codes and agreements of the Company shall govern the use of the Company name and trademarks owned by the Company.
- b) The use of the Company brand is permitted only by the Board of Directors of the Company.
- c) All documents, processes, manuals, literature, systems etc. or any other intellectual property developed or created by the Management during the association of the Management with the Company are sole property and intellectual property rights of the Company.

**7. MAINTENANCE OF ACCOUNTS AND RECORDS**

- a) Senior Management shall prepare and maintain true and fair accounts and records of affairs of the Company.
- b) The accounts and records shall be maintained in accordance with the applicable accounting and financial reporting standards, GAAP, laws and regulations of the country in which the Company operates its business affairs.
- c) Internal accounting and audit procedures shall fairly and accurately reflect all the business transactions and disposition of assets of the Company.
- d) There shall be no wilful omissions of any Company transactions from the books and records, no advance, income recognition, and no hidden bank account and funds.
- e) Any wilful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of this Code and apart from inviting appropriate civil or criminal action under the relevant laws as applicable.

**8. LEGAL COMPLIANCES**

- a) The Officers shall comply with all applicable government laws, rules and regulations applicable to the Company.
- b) The employees and directors shall acquire appropriate knowledge of the legal requirements relating to their duties to enable themselves to recognize potential dangers. Violations of applicable governmental laws, rules and regulations may subject them to individual criminal or civil liability, as well as to disciplinary action by the Company. Such individual violations may also subject the company to civil or criminal liability or the loss of business.

**9. EQUAL OPPORTUNITY**

- a) The Company shall provide equal opportunity to all its employees and all qualified applicants for employment, without regard to their race, caste, religion, colour, ancestry, material status, sex, age, nationality, disability and veteran status.

- b) Employees of the Company shall be treated with dignity and in accordance with the Company policy to maintain a work environment, free from any harassment, whether physical, verbal or psychological.

**10. COMPETITION**

- a) The Company strives to outperform its competition fairly and honestly. No Member shall take unfair advantage of any information or indulge in unfair practice for the benefit of the Company.
- b) Company shall not engage in activities, which generate or support the formation of monopolies, dominant market positions, cartels and similar unfair trade practices.

**11. CONFLICT OF INTEREST**

A conflict of interest arises when personal interest interferes in any way with the interest of the Company.

- a) Management shall not engage in any business relationship or activity, which might detrimentally conflict with the interest of the Company or the group.
- b) Notwithstanding that conflict of interest exist due to any historical reasons; adequate and full disclosure by the interested employees should be made to the Company's management.
- c) It is also incumbent upon every Employee to make a full disclosure of any interest which the Employee or the Employee's immediate family, which would include parents, spouse and children, may have in a company or firm which is a supplier, customer, distributor or has other business dealings with the Company.
- d) Every Employee who is required to make a disclosure as mentioned above shall do so, in writing, to his or her immediate superior, who shall forward the information alongwith comments to the person designated for this purpose by the Managing Director, who in turn will place it before the Board of Directors/executive committee appointed by the board and, upon a decision being taken in the matter, the Employee concerned will be required to take necessary action as advised to resolve/avoid the conflict.
- e) If an Employee fails to make a disclosure as required herein, and the management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the Employee, the management would take a serious view of the matter and consider suitable disciplinary action against the Employee concerned.

**12. CONFIDENTIALITY**

The Management shall not disclose/reveal any facts/figures/information/trade secrets or confidential documents in written/verbal form, obtained during the course of their employment, to any person(s)/authority/organization/statutory body unless required by law and/or with specific written permission of the Company.

**13. GIFTS AND DONATIONS**

- a) The Management shall neither receive nor offer or make, directly or indirectly, any illegal payments, remunerations, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business.
- b) However, the Management may accept and offer nominal gifts, which are customarily given and are of a commemorative nature, for special events provided the same shall be disclosed appropriately to the Board.

**14. CONCURRENT EMPLOYMENT**

The Management shall not, without the prior approval of the authorised officer of the Company, accept employment or a position of responsibility (such as a consultant or a director) with any other Company, nor provide "freelance" services to anyone.

**15. ASSIGNMENTS OUTSIDE THE COMPANY**

With the prior approval of the Board, the Management may take the position of office bearer of a professional body, give talks at programmes, be a part-time faculty at recognised degree or diploma programmes, and publish a book or a paper. It is expected that the Management does it in his own time and with his own resources. Further, such an association should not result in the Management divulging Company's confidential and proprietary information or she/he neglecting his/her professional duties of the Company.

**16. RELATED PARTIES**

As a general rule, you should avoid conducting Company business with a relative, or with a business in which a relative is associated in any significant role. Relatives include spouse, siblings, children, parents, grandparents, grandchildren, aunts, uncles, nieces, nephews, cousins, step relationships, and in-laws.

If such a related party transaction is unavoidable, you must fully disclose the nature of the related party transaction to the Company's Chief Financial Officer. If determined to be material to the Company by the Chief Financial Officer, the Company's Audit Committee must review and approve in writing in advance such related party transactions. The most significant related party transactions, particularly those involving the Company's directors or executive officers, must be reviewed and approved in writing in advance by the Company's Board of Directors. The Company must report all such material related party transactions under applicable accounting rules, SEBI, Indian Companies Act, U.S. Federal securities laws, U.S. SEC rules and regulations, and securities market rules. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to this business.

The Company discourages the employment of relatives in positions or assignments within the same department and prohibits the employment of such individuals in positions that have a financial or other dependence or influence (e.g., an auditing or control relationship, or a supervisor/subordinate relationship). The purpose of this policy is to prevent the organizational impairment and conflicts that are a likely outcome of the employment of relatives or significant others, especially in a supervisor/subordinate relationship. If a question arises about whether a relationship is covered by this policy, the Human Resources Department is responsible for determining whether an applicant's or transferee's acknowledged relationship is covered by this policy and the decision. The Human Resources Department shall advise all affected applicants and transferees of this policy. Willful withholding of information regarding a prohibited relationship/reporting arrangement will be subject to corrective action, up to and including termination. If a prohibited relationship exists or develops between two employees, the employee in the senior position must bring this to the attention of his/her supervisor. The Company retains the prerogative to separate the individuals at the earliest possible time, either by reassignment or by termination, if necessary.

**17. REPRESENTATION TO THE PUBLIC AND STAKEHOLDERS**

- a) The Management honours the information requirements of the public and the stakeholders of the Company.
- b) In all its public appearance with respect to disclosing Company and business information to public constituencies such as the media, the financial community, employees and shareholders, only specifically authorised directors and/or officer shall represent the Company.
- c) It will be the sole responsibility of these authorised representatives to disclose information of the Company.

**18. CORPORATE OPPORTUNITIES**

The Management shall not exploit for their own personal gain, opportunities that are discovered through the use of Company property, information or position, unless the opportunity is disclosed fully in writing to the Company's Board and the Board declines to pursue such opportunity.

**19. PROTECTING COMPANY'S PROPERTY**

The assets of the Company should not be misused but employed for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers, etc.

**20. INSIDER TRADING**

The Management should observe all applicable laws and regulations including the Company's policies and Codes as applicable to them with respect to the purchase and sale of the Company's securities.

It is the responsibility of the Management to become familiar with and understand these laws, regulations, policies and codes and should seek further explanations and advice concerning their interpretation and if required.

The Management and his/her immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company, which is not in the public domain and thus constitutes insider information.

The Management shall not use or proliferate information which is not available to the investing public and which therefore constitutes insider information for making or giving advice on investment decisions on the securities of The Company's on which such insider information has been obtained.

**Such insider information might include but not limited to the following:**

- Acquisition and divestiture of businesses or business units
- Financial information such as profits, earning and dividends
- Announcement of new product introductions or developments
- Asset re-valuations
- Investment decisions/plans
- Major supply and delivery agreements
- Raising finances, etc.

**21. CITIZENSHIP**

Senior management shall in his or her private life be free to pursue an active role in civic or political affairs as long as it does not adversely affect the business or interests of the Company or the group and provided that the same have been appropriately disclosed by the employee or the officer and prior written approval of the Managing Director or CEO has been obtained. If person belonging to Senior management cadre fails to make a disclosure as required herein, and the management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the employee or the officer, the management would take a serious view of the matter and consider suitable disciplinary action against the employee or the officer.

**22. DISCLOSURES**

Company policy is to provide full, fair, accurate, timely and understandable disclosure in reports and documents that Company file with, or submit to, the stock exchange, SEBI and/or any other government agency and in all other public communications made by the company. Company management has the general responsibility for preparing such filings and communications and shall ensure that the same shall conform to all applicable laws and regulations.

**23. ACKNOWLEDGMENT AND AFFIRMATION**

The Management shall acknowledge receipt of this Code or any modification(s) thereto, in the format as at Appendix-I.

In terms of Clause 49 of the Listing Agreement, the Management shall affirm compliance with this Code on an annual basis in the format as at Appendix-II.

The Annual Report of the Company shall contain a declaration to this effect signed by the Chairman & Managing Director.

**24. PLACEMENT ON WEBSITE**

Pursuant to Clause 49 of the Listing Agreement, this code and any amendment thereto shall be hosted on the website of the Company.

**25. WAIVERS AND AMENDMENTS**

Any amendment or waiver of any provisions of this Code shall be approved by the Board and promptly disclosed in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

**26. NON-ADHERENCE**

The Management is accountable for full compliance with this Code of Conduct. Sanctions for breach of this Code shall be determined by the Board of Directors in case of Directors and by the Managing Director in case of Senior Management. Sanctions may include disciplinary action, removal from office as well as other remedies, deemed appropriate and permitted by law.

**27. NO RIGHTS CREATED**

This Code of conduct is a statement of certain fundamental principles, ethics, values, policies and procedures that govern the Directors and senior management 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.