

**CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR
MANAGEMENT OF XCHANGING SOLUTIONS LIMITED**

(‘Company’ or ‘XSL’)

Introduction

ABOUT THIS CODE OF CONDUCT

This Code has been drawn up in accordance with the Corporate Governance requirements as per Regulation 17 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). The Directors and Senior Management Personnel must act in good faith and in such manner as they reasonably believe to be in the best interests of the Company.

The Directors and Senior Management Personnel are also expected to:

- a. comply with all applicable laws, regulations, confidentiality obligations and other corporate policies, of the Company.
- b. follow all policies, procedures and internal control systems of the Company.
- c. act honestly, in good faith and in the best interests of the Company.

The Directors and Senior Management shall affirm compliance with the Code as on 31st March of each year. The Directors and Senior Management shall affirm compliance with the Code as on 31st March of each year. This affirmation shall be given to the Chairman/Compliance Officer in the format attached as Annexure I.

DEFINITIONS & INTERPRETATION

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

“**Directors**” shall mean the members of the Board of Directors of the Company, includes the whole time directors, non-executive directors and independent directors.

“**Senior Management**” shall mean the Chief Executive Officer, Managing Director, Whole Time Director, Company Secretary, Chief Financial Officer; Functional Head and employees of the Company who are in the grade of Director (Company’s designation) and above.

The code is specified the following:-

1. GOOD CORPORATE CITIZENSHIP

The company’s business also provides for the practice of good corporate citizenship as a prerequisite and embraces the following:

a. Dealing with People in the Organization

In dealing with each other, directors and senior management shall uphold the values which are at the core of our HR Philosophy - trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self respect and human dignity.

b. A Gender Friendly Workplace

As a good corporate citizen, the Directors and Senior Management should be committed to a gender friendly workplace. It seeks to enhance equal opportunities for men and women, prevent/stop/redress sexual harassment at the workplace and institute good employment practices.

c. Relationships with Suppliers and Customers

All directors and senior management shall ensure that in their dealings with suppliers and customers, the Company's interests are never compromised. Accepting gifts and presents of more than a nominal value, gratuity payments and other payments from suppliers or customers will be viewed as serious breach of discipline as this could lead to compromising the Company's interests.

d. Legal Compliance

It is the Company's policy to comply fully with all applicable laws and regulations. Ensuring legal and regulatory compliance is the responsibility of the Board. The Board cannot accept practices which are unlawful or may be damaging to its reputation.

e. Environment Policies

The Board and Senior Management should strive towards best Practices in environmental matters arising out of its business activities and expect each business to fully demonstrate this commitment. In addition to complying with applicable laws and regulations, Businesses must establish procedures for assessing the environmental effects of their present and future activities.

2. PERSONAL CONDUCT

All directors and senior management have the obligation to conduct themselves in an honest and ethical manner and act in the best interest of the Company at all times. They are expected to demonstrate exemplary personal conduct through adherence to the following:

a. Avoidance of Conflict of Interest

All directors and senior management must avoid situations in which their personal interest could conflict with the interest of the Company.

The Directors and Senior Management shall, from time to time, inform the Chairman of changes in their interests that may interfere with their ability to perform their duties, and in the case of "independent directors", impact their independence as a Board member. The Chairman shall accordingly decide the position with respect to the individual and suggest accordingly.

b. Transparency and Audit ability

All directors and senior management shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise.

c. Protection of Confidential Information

No director and senior management shall disclose or use any confidential information gained in the course of employment/ association with the Company for personal gain or for the advantage of any other person. No information either formally or informally shall be provided to the press, other publicity media or any other external agency except within approved policies.

d. Company Facilities

No director and senior management shall misuse Company facilities. In the use of Company facilities, care shall be exercised to ensure that costs are reasonable and there is no wastage.

e. Leading by Example

The organization’s directors and senior management set the professional tone for the Company. Through both their words and their actions, the organization’s leadership conveys what is acceptable and unacceptable behavior. XSL’s directors and senior management must constantly reinforce through their actions and behavior that XSL’s stated beliefs of responsible corporate citizenship are rooted in individual conviction and personal integrity.

3. CODE OF INDEPENDENT DIRECTORS:

Independent Directors shall abide by the ‘Code for Independent Directors’ as laid down in Schedule IV of the Companies Act, 2013 and attached herewith as Annexure “A” for your ready reference.

4. WAIVERS

Any waiver of any provision of this Code of Conduct for a director, senior management or employee must be placed for approval before the Company’s Board of Directors.

5. DISCLAIMER

This document is disclosed only to the recipient to whom this document is addressed and is pursuant to a relationship of confidentiality under which the recipient has obligations of confidentiality. The recipient, by receipt of this document, acknowledges that this document is confidential information and contains proprietary information belonging to XSL and further acknowledges its obligation to comply with the provisions of this notice.

Incorporated on March 27, 2009
Revised on November 7, 2014
Revised on February 13, 2024

ANNEXURE "A"
SCHEDULE IV
[See section 149(8)]
CODE FOR INDEPENDENT DIRECTORS

The 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:

- 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.

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 skill, 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;

- 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.
- 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 fulfils 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. (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 the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Board's 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.

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 three months 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 financial 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.

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

ANNEXURE I

FORMAT FOR CONFIRMATION OF COMPLIANCE WITH THE CODE

I, _____(Name), Director/Senior Management of **XCHANGING SOLUTIONS LIMITED**, hereby confirm that I have read the Code of Conduct applicable to Directors and Senior Management of the Company and that I have complied with the requirements of this Code during the period _____ to _____.

(Signature)

Date: