



Mazda Limited

**Code of Conduct for Board Members and Senior
Management Personnel**

1. INTRODUCTION:

A Code of Conduct is applicable to members of the Board and Senior Management Personnel of Mazda Limited is prepared in accordance with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Code was approved and adopted by the Board at its meeting held on February 12, 2016 and last amended in its meeting held on June 29, 2020.

2. OBJECTIVE:

The company's objective in establishing this "Code of Conduct" is to promote ethics, honesty and professionalism within the company. The matters covered in the Code are of utmost importance to the Company, its shareholders and other stakeholders and are essential so that it can conduct business in accordance with ethical values to which it is strongly committed. Officers are expected to read and understand this code, uphold these standards in day to day activities and comply with all the policies and procedures.

3. APPLICABILITY:

The Code is applicable to the following persons,

- 1) Board of Directors
- 2) Chief Financial Officer
- 3) Company Secretary
- 4) Senior Management of the company as defined in SEBI (LODR) Regulations, 2015

It is clarified that the Directors and Officers should continue to comply with other applicable/ to be applicable policies, rules and procedures of the Company.

All Directors and Officers shall affirm compliance with this Code on an annual basis. They shall submit an Annual Compliance Report within 30 days of close of every financial year to the Company Secretary, in the form enclosed as Annexure-I.

This Code of Conduct shall be deemed to include, by reference, the Code of Conduct for Independent Directors under the Companies Act, 2013 (Schedule IV read with section 149(8) thereof). The provisions contained therein, shall apply mutatis mutandis to the Board of Directors.

4. HONEST AND ETHICAL CONDUCT:

The Company is committed to uphold ethical standards in all of its corporate and business activities. All the Directors and Officers are expected to display professional skills and act in accordance with the highest standards of personal and professional integrity, honesty, truthfulness and ethical approach and conduct in all business dealings.

Honest conduct is conduct which is fair, in good faith, responsible and done with due care, competence and diligence and which is free from fraud or deception. Ethical conduct is conduct which conforms to the accepted professional standards of conduct and includes ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

The Directors and Officers shall

- Act honestly, fairly, ethically, with integrity and loyalty and conduct themselves in a professional, courteous, and respectful manner.
- Act in the best interests of the company and in a manner to enhance and maintain the reputation of the company, and fulfill their fiduciary duties to the stakeholders of the company.
- Act in good faith, with responsibility, due care, competence, diligence, and independence.
- Treat their colleagues and other associates of the company with dignity and shall not harass any of them in any manner.

5. CONFLICT OF INTEREST:

The Directors and Officers 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.

The guiding principle is that any event, activity or situation involving conflict or potential conflict of interest must be disclosed to the Board of Directors for guidance and appropriate action.

6. OUTSIDE EMPLOYMENT:

Executives Directors and Senior Management personnel shall not work for or receive payments for services from any competitor, customer, distributor, or supplier without the approval of the Board. Any outside activity must be strictly separated from employment and should not harm job performance of the company. The Executive Directors and the Senior Management personnel shall devote themselves exclusively to the business of the company and shall not accept any other work or assignment (part time or otherwise).

7. BUSINESS OPPORTUNITIES:

A business opportunity is an opportunity in the company's line of business or proposed expansion or diversification, which the company is financially able to undertake and which may be in the interest of the company.

An Officer who had discovered such a business opportunity and who wishes to participate in it should disclose the opportunity in writing to the Board of Directors. If the Board of Directors determines that the company does not have an actual or expected interest in the opportunity, then, and only then, Officer may participate in it, provided that the Officer has not wrongfully utilized the Company's resources in order to acquire the opportunity.

8. ACCEPTANCE OF GIFTS/ PAYMENTS:

The Directors and Officers shall not accept lavish gifts or gratuities or any offer, payment, promise to pay, or authorization to pay any money or anything of value that could be interpreted to adversely affect business decisions or likely to compromise their personal or professional integrity. Gift items of nominal value, such as small promotional items bearing another company's name, business meals, gifts received because of personal relationships and not because of official position; mementos received because of attending a widely held gathering as panelist /speaker and other customary gifts are allowed.

Gifts on behalf of the Company: Some business situations call for giving gifts. These gifts shall be legal, and reasonable. Directors and Senior Management personnel shall not pay bribes.

9. COMPANY PROPERTIES:

It is the responsibility of Directors and Officers to safeguard the use of the company's assets and resources that have been entrusted to them by the company. Incidental personal use, if reasonable does not amount to a violation of the code.

10. CONFIDENTIALITY OF INFORMATION:

All Directors and Officers must maintain the confidentiality of confidential information entrusted to them by the company. The use of such information for his or her own advantage or profit is prohibited. Such information shall not be disclosed to any third party, except when the company authorizes disclosure or when such disclosure is needed under any legal requirement.

11. INSIDER TRADING:

Non-public information, which may influence the market price of the company shares, shall be kept in strict confidence until publicly released in accordance with applicable legal requirements and stock exchange regulations. The Directors and Officers shall not derive personal benefit or assist others to derive benefit from the access to and possession of information about the company not in public domain and which can constitute insider information.

The company is committed in complying with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Directors and Officers shall refer to the Policy on Insider Trading issued by the company in this regard for further information on pre-clearance of securities, reporting of securities and matters concerning dealing in securities of the company to reduce the risk or appearance of insider trading.

12.COMPLIANCE WITH REGULATORY FRAMEWORK:

The Directors and Officers are committed to comply with all those acts, rules and regulations that govern the conduct of company. Officers must acquire adequate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize the potential dangers of violations and seek advice from the concerned department as and when necessary.

13.DUTIES OF INDEPENDENT DIRECTORS OF THE COMPANY IN ACCORDANCE WITH THE COMPANIES ACT, 2013:

The independent directors of the company shall—

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 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;
- strive to attend all meetings of the Board of Directors and of the board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the company;
- 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;
- keep themselves well informed about the Company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 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;

- 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;
- report concerns about unethical behavior, actual or suspected fraud or violation of the Code or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its Personnel;
- 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.

14.ANNUAL DISCLOSURES ON COMPLIANCE WITH THE CODE:

It shall be the duty of every Director and Officer to affirm the compliance with the Code as appended as Annexure-1 on an annual basis i.e. as on 31st March every year. Such affirmation should be made available to the Compliance officer from the close of each of the financial year. In case of an officer leaving the organization at any point of time during the year, he shall give such affirmation at the time of leaving.

15.DISCIPLINARY ACTIONS FOR VIOLATION OF THE CODE:

Suspected violations of this Code must be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations would be appropriately investigated.

The company will take appropriate action including disciplinary actions against any Officer. Disciplinary actions may include immediate termination of employment or business relationship at the company's sole discretion. Where the company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. The Board of Directors are empowered to give waiver of the conditions of the code in special circumstances.

16.AMENDMENTS TO THE CODE:

The company is committed to continuously reviewing and updating the policies and procedures from time to time and accordingly, this Code can be modified, amended or waived of any of the provisions thereof. However, any such modification, alteration, replacement or waiver may be affected only by way of passing a resolution at the meeting of the Board of Directors of the Company and the details of the same shall be put on the website immediately upon such amendment.

CODE OF CONDUCT FOR BOARD OF DIRECTORS
AND
SENIOR MANAGEMENT PERSONNEL

Annual Compliance Report

(To be submitted within 30 days of close of every financial year)

I,.....(name), _____
_____ (designation) do hereby solemnly affirm to the best of my knowledge
and belief that I have fully complied with the provisions of the Code of Conduct for
Board Members and Senior Management Personnel during the financial year ending
31st March

Signature: _____

Name: _____

Designation: _____

Date: _____

Place: _____