

CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

1. PREAMBLE

- This Code of Conduct ("Code") shall be called "The Code of Conduct for Directors and Senior Management Personnel of the Company" of USS Global Limited.
The purpose of this Code is to enhance integrity, ethics & transparency in governance of the Company and thereby reinforce the trust and confidence reposed in the Management of the Company by the shareholders and other stakeholders. The Directors and Senior Management Personnel are expected to familiarize themselves with this Code and to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day to day functioning.

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.

2. DEFINATION AND INTERPRETATION

Unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

- **"Board"** shall mean the Board of Directors of the Company.
- **"Directors"** shall mean Directors on the Board.
- **"Company"** shall mean **USS Global Limited**
- **"Compliance Officer"** shall mean the Company Secretary of the Company.
- **"Senior Management Personnel"** shall mean personnel of the Company who are members of its core management team (excluding Directors) and who occupy the position of chiefs / heads / group head of various functions in the Company (i.e. all members of management one level below the executive directors, including all functional heads).
- **"Employee"** shall mean the Employees of **USS Global Limited**.
- **"Independent Director"** means an Independent Director referred in section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015, as amended from time to time.
- **"Relatives"** shall have the same meaning assigned to them in Section 2(77) of the Companies Act, 2013

3. APPLICABILITY

- The Code is applicable to all the Directors and Senior Management Personnel of the Company.

4. CONDUCT SPECIFICATIONS



4.1 Honesty and Integrity

- All Directors and Senior Management Personnel shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. All Directors and Senior Management Personnel shall act on a fully informed basis, in good faith, responsibly with due care, competence and diligence, without allowing their independent judgment to be subordinated and in the best interest of the Company and the shareholders.
- All Directors and Senior Management Personnel shall discharge their duties in the best interests of the Company and fulfill their fiduciary obligations.
- Directors and Senior Management Personnel shall not engage in activities that are dishonest or lacking in integrity.

Financial reporting and records

- The Company shall prepare and maintain its financial statements fairly and accurately in accordance with the applicable laws and accounting standards.
- Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to Company's auditors and other authorized parties.

4.2 Conflict of Interest

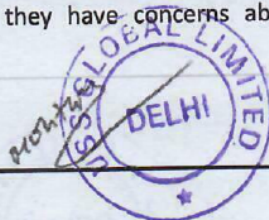
The Directors and Senior Management Personnel of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/her to act in any manner other than in the best interests of the Company. Every Director and Senior Management Personnel should make a full disclosure to the Board of any transaction that they reasonably expect, could give rise to actual conflict of interest with the Company and seek Board authorization to pursue such transaction.

4.3 Compliance with Laws Rules & Regulations

Directors and Senior Management Personnel are required to comply with all applicable laws, rules and regulations, both in letter and spirit. In order to assist the Company in promoting lawful and ethical behavior, Directors and Senior Management Personnel must Report to the Compliance Officer any possible violation of law, rules, regulation of this Code.

The independent Directors shall be required to comply with Schedule IV of the Companies Act, 2013 including their duties laid therein as under:

- I. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- II. 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;
- III. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- IV. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- V. strive to attend the general meetings of the company;
- VI. 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;
- VII. keep themselves well informed about the company and the external environment in which it operates;
 - VIII. not to unfairly obstruct the functioning of an Board or committee of the Board;
 - IX. 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;
 - X. 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;
 - XI. report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct;
 - XII. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
 - XIII. 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.

An independent Director shall be held liable, only in respect of such acts of omission or commission by a Company which had occurred with his knowledge, attributable through Board Processes and with his consent or connivance or where he had not acted diligently.

4.4 Other Directorships- Disclosures

The Directors should promptly disclose their appointment/ cessation from directorship of other companies.

4.5 Related Party Disclosures

The Directors and the Senior Management Personnel shall make disclosure to the Company with respect to any transaction with the Company in which such person is interested and in respect of which a conflict of interest can arise between the Company and the person concerned including the name of the related party and the nature of relationship.

Such disclosure shall be in accordance with the Companies Act, 2013 and the accounting Standard (AS) 18 issued by the council of the Institute of Chartered Accountants of India in respect of "Related Party Disclosures".

4.6 Insider Trading

- Directors and Senior Management Personnel should not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitutes insider information.
- All Directors and Senior Management Personnel should comply with all insider trading guidelines issued by the Securities Exchange Board of India.



4.7 Gifts And Donations

No Board member or Senior Management personnel shall (directly or indirectly) accept any gift, entertainment, trip, discount, service, or other benefit from any organization or person doing business or competing with the Company (other than modest gifts/ benefits of nominal value or entertainment as part of normal business courtesy and hospitality) which would or reasonably appear to be capable of influencing such person to act in a manner which is against the interest of the Company. However, the Directors and Senior Management Personnel may accept and offer nominal gifts, which are customarily given and are of a commemorative nature, for special events.

5. CONFIDENTIAL INFORMATION

- Directors/Officers 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 non-public information that might prejudice the ability of the Company to pursue certain objectives, be of use to competitors or harm the Company, its suppliers if disclosed. Confidential information also includes any information relating to the Company's business and affairs that results in or would reasonably be expected to result in a significant change in the market value of the Company's shares or any information a reasonable investor would consider important in making an investment decision. Directors/Officers directly or indirectly must not use confidential information for their own advantage or profit.

5.1 Shareholders

Directors and Senior Management Personnel shall be committed to enhance shareholder value and in ensuring that the Company complies with all regulations and laws that govern shareholders' rights. Directors and Senior Management Personnel should cause the Board to duly and fairly inform its shareholders about all relevant aspects of the Company's business and disclose such information in accordance with the respective regulations and agreements.



6. DUTIES OF DIRECTORS AND SENIOR MANAGEMENT

The Directors and Senior Management shall act within the authority conferred upon them and shall

- act in the best interest of and fulfill their fiduciary obligations to the Company and its shareholders;
- act honestly, fairly, ethically and with integrity;
- conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
- use their prudent judgment to avoid all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict with their responsibilities within the Company;
- not exploit for his/her own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the Company declines to pursue such opportunity for its business interest(s);
- disclose and avoid having any personal interest and/or financial interest and/or material interest in any business dealings or on behalf of third parties concerning the Company;
- avoid any dealings with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company;
- not hold any positions or jobs or engage in outside businesses or other interests that are prejudicial to the interests of the Company;
- conduct themselves to meet the expectations of operational transparency to stakeholders and maintaining confidentiality of information in order to foster aculture of good decision-making.
- discharge any other duties or responsibilities as may be decide by the Board or prescribed under any applicable law(s).

Without limiting the details of the duties mentioned in the Companies Act, 2013, the Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading framed there under and other applicable laws, the duties for directors are mentioned herein below are inclusive of but not limited to following:

- act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment;
- exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
- not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company;
- shall not assign his office and any assignment so made shall be void;
- review and guide corporate strategy, major plans of action, risk policy, annual budgets and business plans, set performance objectives, monitor implementation and corporate performance, and oversee major capital expenditures, acquisitions and divestments;
- monitor the effectiveness of the Company's governance practices and making changes as needed;
- ensure the integrity of Company accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the



law and relevant standards;

- oversee the process of disclosure and communications;
- other responsibilities as may prescribed in Regulation 4(2)(f)(iii) of Listing Regulations;

7. MEETING OF THE BOARD

- The board of directors shall meet at least four times a year, with a maximum time gap of 120 days between any two consecutive meetings.
- The board of directors shall periodically review compliance reports pertaining to all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances.
- The board of directors of the Company shall satisfy itself that plans are in place for orderly succession for appointment to the board of directors and senior management.

8. COMPLIANCE OF THE SEBI (PIT) REGULATIONS, 2015

The Directors and Senior Management shall strictly comply with the requirement of the SEBI(PIT) Regulations, 2015 and shall not disclose any price sensitive informations, which may come to their knowledge by virtue of their position in the Company and shall not deal in the shares of the Company during the period of closure of trading window.

9. COMPLIANCE WITH THE CODE

The Code does not specifically address every potential form of unacceptable conduct and it is expected that the Directors/ Senior Management Personnel will exercise good judgment in compliance with the principles set out in the Code. Directors and the Senior Management Personnel have a duty to avoid any circumstances that would violate the letter or spirit of the Code.

10. AMENDMENT

The provisions of this Code can be amended/ modified by the Board from time to time and all such amendments/ modifications shall take effect from the date stated therein. All Directors and Senior Management Personnel shall be duly informed of such amendments and modifications.

11. WEBSITE

Pursuant to Regulation 46 of the Listing Regulations, this Code shall be posted on the website of the Company: www.ussglobaltd.com

