



POLICY ON THE OBLIGATIONS OF DIRECTORS AND SENIOR MANAGEMENT

1. Introduction and Purpose

This policy outlines the fundamental duties, responsibilities, and standards of conduct expected of all members of the Board of Directors and Senior Management of Atlanta Electricals Limited (the "Company"). The purpose is to promote honest and ethical conduct, ensure compliance with applicable laws and regulations, and protect the interests of the Company and its shareholders. This policy serves as a guide for all decision-making and oversight activities.

2. Scope

This policy applies to:

- All members of the Board of Directors.
- All individuals defined as "Senior Management," including Chief Operating Officer and Chief Executive Officers and one level below the same by the Board as having strategic management responsibilities.

3. Objective

- To ensure directors and senior management act within their authority, uphold ethical standards, and comply with applicable laws and regulations such as the Companies Act, 2013 and SEBI (LODR) Regulations, 2015

4. Core Duties and Obligations

Directors and Senior Management have a fiduciary relationship with the Company and must adhere to the following core duties:

A. Duty of Care

This is the duty to act with the same level of care that a reasonably prudent person would exercise in a similar position and under similar circumstances. This includes:

- **Informed Decision-Making:** Making decisions only after diligent review and a reasonable inquiry into all material information.
- **Active Participation:** Attending and actively participating in board and committee meetings.
- **Oversight:** Diligently overseeing the Company's business, including its performance, risk management, and compliance systems.

B. Duty of Loyalty

This is the duty to act in the best interests of the Company and its shareholders, rather than in their own personal interest or the interest of any other person or entity. This requires:

- **Avoiding Conflicts of Interest:** Directors and Senior Management must avoid situations where their personal interest's conflict, or appear to conflict, with the interests of the Company.



- **No Corporate Usurpation:** They may not take personal advantage of a business opportunity that rightfully belongs to the Company.
- **Confidentiality:** Maintaining the confidentiality of all non-public information entrusted to them.

C. Duty of Good Faith

This is the duty to act honestly and with a sincere belief that one's actions are in the best interest of the Company. It prohibits intentional misconduct, a conscious disregard for one's responsibilities, or any action that violates the law.

5. Specific Obligations

Beyond these core duties, the following specific obligations apply:

A. Compliance with Laws and Regulations

Directors and Senior Management must ensure that the Company conducts its business in full compliance with all applicable laws, rules, and regulations in all jurisdictions where it operates. They are expected to stay informed about relevant legal requirements.

B. Conflict of Interest

A conflict of interest arises when a personal interest interferes with the interests of the Company.

- **Disclosure:** Any potential or actual conflict of interest must be promptly and fully disclosed to the Board of Directors or a designated committee (e.g., the Audit or Governance Committee).
- **Recusal:** The individual with the conflict must recuse themselves from any discussion or vote related to the matter.

C. Use of Company Assets

Company assets, including property, information, and intellectual property, must be used solely for legitimate business purposes. Unauthorized personal use or appropriation of Company assets is strictly prohibited.

D. Accurate Financial Reporting and Public Disclosures

Directors and Senior Management are responsible for overseeing the establishment and maintenance of effective internal controls to ensure that all Company records, financial reports, and public disclosures are accurate, timely, and complete.

6. Senior Management Responsibilities

While the Board provides oversight, Senior Management is responsible for the day-to-day operations of the Company. Their obligations include:

- **Implementing Strategy:** Executing the strategic plans and policies approved by the Board.
- **Operational Excellence:** Managing the Company's operations efficiently and effectively.
- **Reporting:** Providing the Board with timely and accurate information on the Company's performance, risks, and opportunities.



- **Fostering an Ethical Culture:** Leading by example and promoting a culture of integrity and compliance throughout the organization.

7. Reporting Violations and Enforcement

Anyone who becomes aware of a potential violation of this policy should promptly report it to the Chairperson of the Audit Committee or the Company's General Counsel. The Company will investigate all reported violations and will not tolerate any form of retaliation against individuals who make a good-faith report.

Failure to comply with this policy may result in disciplinary action, up to and including removal from the Board or termination of employment, as well as potential legal liability.

8. Policy Acknowledgment and Review

All Directors and members of Senior Management are required to read, understand, and acknowledge in writing that they will comply with this policy upon their appointment and on an annual basis thereafter.

This policy will be reviewed periodically by the Board of Directors.