

CODE OF CONDUCT FOR BOARD OF DIRECTORS & SENIOR MANAGEMENT OF

Fruition Venture Limited

1. Introduction

This Code of Conduct (“the Code”) shall be called ‘the Code of Conduct for Board Members and Senior Management Personnel’ of **Fruition Venture Limited** (hereinafter referred to as “the Company”).

The Code has been framed in compliance with the provisions of clause 49 of the listing agreement signed with stock exchanges.

2. Definition & Interpretation:

The term "Board Members" shall mean Directors on the Board of Directors of the Company.

In the Code, words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa.

3. Applicability:

This code applies to:

- i. Directors of **Fruition Venture Limited** (the Company)
- ii. Directors of any subsidiary of the Company and
- iii. Members of Senior Management of the Company (i.e. one level below the executive directors including the functional heads)

This code is in addition to the Rules & Regulations of Service and Conduct applicable to Managerial & Superintending Staff of the Company.

4. Scope:

The Board of Directors (the Board) and the Senior Management of the Company agree to abide by the following Code of Conduct:

- a. Attend Board/ Shareholders / Committee / Senior management meetings and seek prior leave for absence from such meeting/s.
- b. Exercise authority and power with due care and diligence and whilst discharging the fiduciary responsibility of office in the best interest of the Company and all the stake holders.
- c. Not allow personal interest to conflict with the interest of the Company or to come in the way of discharge of duties of office.

- d. Abide by policies and business principles of the Company.
- e. Comply with all applicable laws, rules and regulations.
- f. Preserve and protect the environment with due concern for ecology, clean air and meet high levels of pollution and emission standards.
- g. Observe strict confidentiality of the information acquired in the course of discharge of duties of office and not use the same for any personal purpose or advantage.
- h. Use Company property only for official purposes and for no personal gain. Not accept any personal gratification from suppliers/service providers/business partners, etc. (Note: Personal gratification will not include normal entertainment and gifts of no significant value).
- i. Deal fairly with customers, suppliers, employees and other business partners.
- j. Respect safety and health of all employees and provide working conditions which are not harmful to health.
- k. Encourage employees to acquire skills, knowledge and training to expand/enhance their professional and specialized knowledge.
- l. Provide equal opportunities to all employees and aspirants for employment in the Company irrespective of gender, caste, religion, race or color, merit being the sole differentiating factor.
- m. Conduct business operations in compliance with competition laws and principles of fair market competition.
- n. Maintain high ethical and professional standards in all dealings.
- o. Not to conduct anything in a manner as may bring disrepute to office or tarnish the reputation and image of the Company.
- p. The Company feels that serving on the Board of Directors of other Competitor companies may raise substantial concerns about potential conflict of interest and therefore, all Directors must report / disclose such relationships to the Board on an annual basis.

5. Periodic Review

Once in every year or upon revision of this Code, every Director must accord consent to comply and the Senior Management personnel must give an undertaking for compliance of the same.

New Directors shall accord their consent while joining the Board and New Senior Management personnel shall give an undertaking at the time when their employment begins.

The aforesaid consent or undertaking shall be in line with “*Confirmation-I*” attached herewith. Annual consent/ undertaking must be provided by the Directors and the Senior Management Personnel within three months from the end of the financial year.

6. Code for Independent Directors

The Independent Directors, in addition to the compliance with this Code, shall also comply with and adhere to the Code for Independent Directors framed in accordance with the provisions of the Companies Act, 2013 and forming part of this Code and enclosed as “*Annexure – I*”.

7. Enforcement of Code of Conduct

Each Board Member and Senior Management Personnel shall be accountable for complying with the Code. Penalty for breach of the Code by Senior Management Personnel / the Board members shall be determined by the Audit Committee of the Board of Directors.

8. Amendment(s) of the Code

The Code may be amended from time to time by the approval of the Board of Directors of the Company.

Confirmation - I

Date:

To
The Board of Directors
Fruition Venture Limited

Dear Sirs,

**Sub: Confirmation of compliance with the Code of Conduct for Board and Senior Management
as per Clause 49 of the Listing Agreement**

I, -----, Director of **Fruition Venture Limited**, do hereby confirm that I have read and understood the Code of Conduct applicable to the Board of Directors and Senior Management of the Company and that to the best of my knowledge and belief, I have complied with the requirements of this Code during the preceding financial year 31st March, 2014 and / or I affirm that I will comply with the requirements of this Code during the current financial year (2015)

(Signature)

Name
Designation
DIN:

Fruition Venture Limited

CODE FOR INDEPENDENT DIRECTORS

This Code is a guide to professional conduct for independent directors and the independent directors are expected to adhere to these standards and fulfill their responsibilities in a professional and faithful manner. This Code shall form part of the Code of Conduct for Board of Directors and Senior Management.

I. Guidelines of professional conduct

The independent directors are expected to maintain the following guidelines/ standards while conducting their professional duty.

1. Independent directors shall uphold ethical standards of integrity and probity in the interests of the Company;
2. They shall act objectively and constructively while exercising their duties;
3. They shall exercise their responsibilities in a bona fide manner in the interest of the Company;
4. They shall devote sufficient time and attention to their professional obligations for informed and balanced decision making;
5. They shall not allow any extraneous considerations that will vitiate their 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. They shall not abuse their 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. They shall refrain from any action that would lead to loss of their independence;
8. They shall immediately inform the Board where circumstances arise which makes them lose their independence;
9. They shall assist the Company in implementing the best corporate governance practices.
10. An independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.

II. Role and functions

1. The independent directors shall 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. They shall bring an objective view in the evaluation of the performance of board and management;
3. They shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. They shall satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. They shall safeguard the interests of all stakeholders, particularly the minority shareholders;
6. They shall balance the conflicting interest of the stakeholders;
7. They shall 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. They shall moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties

1. The independent directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.
2. They shall 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. They shall strive to attend all meetings of the Board of Directors and of the Board committees of which they are members;
4. They shall participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. They shall strive to attend the general meetings of the Company;
6. Where they have concerns about the running of the Company or a proposed action, they shall ensure that these are addressed by the Board and, to the extent that they are not resolved, they shall insist that their concerns are recorded in the minutes of the Board meeting;
7. They shall keep themselves well informed about the Company and the external environment in which it operates;
8. They shall not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

9. They shall 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. They shall ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. They shall report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
12. They shall while acting within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
13. They shall 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. Terms & Conditions of Appointment

The terms and conditions of appointment of the Independent Directors will be subject to the extent provisions of the (i) applicable laws, including the Companies Act, 2013 ('2013 Act') and Clause 49 of the Listing Agreement (as amended from time to time) and (ii) Articles of Association of the Company.

The broad terms and conditions of their appointments as Independent Directors of the Company are reproduced hereunder:

1. The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
2. The Tenure of Independent directors shall be of maximum 5 years.
3. As Independent Directors, they will not be liable to retire by rotation.
4. The role, duties & responsibilities of Independent Directors shall be same as mentioned in Point no. II and III above and other applicable provisions of the Companies act, 2013, listing agreement and other applicable provisions.
5. Independent Directors shall be paid fees for participating in the Board meeting, meeting of any committee of the Board or for any other purpose, whatsoever, as may be decided by the Board from time to time. No other remuneration/ commission/ benefits will be paid to the Independent Directors.
6. Independent Directors shall not serve as an Independent Director in more than 7 listed Companies or such increased or decreased limit as may be specified in future under clause 49 of the listing agreement. However, if Independent Directors are serving as a whole time director in any listed company, they shall not serve as Independent Directors in more than three listed companies.

7. Independent director should not do any act of commission or omission which is in contradiction with the provision of law, any code of conduct or business ethics.
8. There is no scheme for director's liability insurance in our company.
9. Independent directors shall not be entitled to any stock option.

V. Re-appointment

The re-appointment of independent director shall be on the basis of report of performance evaluation. However, an Independent Directors cannot seek re-appointment for more than two consecutive terms. But such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director.

VI. Resignation or Removal

- a. An independent director may resign from his office by giving a notice in writing to the Company and to the Registrar of Companies in the manner and in accordance with the provisions of section 168 of the Companies Act, 2013 ("the Act").
- b. An independent director may be removed from his office in accordance with the provisions of section 169 of the Companies Act, 2013.

VII. Separate meetings

1. The independent directors shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management of the Company;
2. All the independent directors shall strive to be present at such meeting;
3. Such 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. Performance Evaluation

1. The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
2. On the basis of the report of performance evaluation, it shall be determined whether to re-appoint the independent director.

IX. Training Programme

The independent directors shall attend the training programme as may be organized by the Company in order to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

The details of such familiarisation programmes shall be disclosed on the company's website and a web link thereto shall also be given in the Annual Report.

X. Adherence to the Applicable Laws

1. The independent directors shall adhere to the provisions of the Companies Act, 1956 and the Companies Act, 2013 to the extent and as may be applicable to them.
2. They shall comply with the provisions of the Listing Agreement signed by the Company with the Stock Exchanges.
3. They shall comply with the Code of Conduct for Board of Directors and Senior Management.
4. They shall comply with the Code of Business Ethics of the Company.
5. They shall comply with all the laws to the extent and as may be applicable to the Company.
6. They shall give a declaration that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement as amended from time to time in the format as given in '**Declaration - I**' at the first meeting of the Board in which they participate as directors and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect their status as an independent director.
7. They shall from time to time furnish to the Company such declarations, disclosures, statements as may be required to be furnished by the Directors under the relevant laws.
8. An independent director shall be held liable in respect of such acts of omission or commission by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in the Companies Act, 1956 or the Companies Act, 2013 and the Listing Agreement.

Declaration - I

Date:

To
The Board of Directors
Fruition Venture Limited

Sub: Declaration to act/ continue as an Independent Director in pursuance of the provisions of Section 149 of the Companies Act, 2013 and clause 49 of the Listing Agreement

I, -----, Director of **Fruition Venture Limited**, do hereby declare that:

- (a) I am a person of integrity and possess relevant expertise and experience;
- (b) (i) I am or was not a promoter of the Company or its holding, subsidiary or associate company;
(ii) I am not related to promoters or directors in the Company, its holding, subsidiary or associate company;
- (c) apart from receiving director's remuneration, I do not have / had pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (d) None of my relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent (2%) or more of its gross turnover or total income or fifty lakh rupees (Rs 50,00,000/-) or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (e) Neither myself nor any of my relatives:
 - (i) hold or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which I am appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which I am appointed, of—
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten per cent (10%) or more of the gross turnover of such firm;
 - (iii) hold together with my relatives two per cent (2%) or more of the total voting power of the Company; or

- (iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent (25%) or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent (2%) or more of the total voting power of the Company;
 - (v) is a material supplier, service provider or customer or a lessor or lessee of the Company.
- (f) I am not less than 21 years of age.

Signature:

Name
(Director)
DIN:

Note: the clauses of the aforesaid declaration may be changed, in case of any corresponding amendment in the Companies act, 2013/ listing agreement

CODE OF CONDUCT FOR INDEPENDENT DIRECTOR

ACKNOWLEDGEMENT FORM

I, -----have received the Letter of Appointment and read the Company's "CODE OF CONDUCT FOR INDEPENDENT DIRECTOR". I understood the standards and policies contained in the Code. I agree to comply with the Code.

Signature:

**Name
(Director)**

Date: