

CODE OF CONDUCT

Sharp Investments Limited ("the Company") believes in strengthening investors' trust, confidence and thereby ensuring a long-term partnership with them. Your Company is committed to be the best in all areas of Corporate Governance. The Company believes that good corporate governance enables the Board of director to controls the affairs of the Company in an efficient manner. Based on this, the Board of Directors of the Company has adopted this Code of Conduct as a guide to the ethical business practices expected of them.

The code shall be applicable to the Company and the following persons:

- All the Directors including the Managing Director, Executive Directors, Non Executive Directors, Independent Directors of the Company.
- Core management team i.e. employees of the Company who are one level below the Board.
- All functional heads (if any).
- Discharge the duties with good faith, responsibility, due care and diligence and in a fair and impartial manner;
- All Directors shall conduct their activities, on behalf of the company, with honesty & integrity.
- The Directors will act in the best interests of the company and fulfill the fiduciary obligations.
- Set the company's strategic aims, ensure that the necessary financial and human resources are in place for the company to meet its objectives.
- Review management performance periodically.
- Endeavour to attend and actively participate in meetings of the board and of the board committee(s) on which they serve;
- Unless otherwise required by law, maintain confidentiality and shall not divulge/ disclose any information obtained in the discharge of their duties and that no such information be used for personal gains;
- Abstain himself from participating in any discussion in which any conflict of interest exists, whether pecuniary or otherwise, or which may arise and will disclose the same to the board before the said discussion.
- Extend the benefit of their experience and expertise to the company.
- Maintain the highest standards of personal integrity, truthfulness, honesty and fortitude in discharge of their duties in order to inspire shareholder's confidence;
- Directors on the board of the company shall not engage in any business, relationship or activity, which may be in conflict of interest of the COMPANY or the group. If such related party transaction is unavoidable it must be fully disclosed to the Board or to the CFO of the Company. Each director should avoid his or her private interests to interfere with
 - (i) the interests of the Company or
 - (ii) his or her ability to perform his or her duties and responsibilities objectively and effectively.

- make full, fair, accurate, timely, and understandable disclosures in reports and documents that the Company files with, or submits or makes periodically, to the shareholders, government authorities, and to the public.
- Act with honesty, integrity and with sound judgment.
- Timely comply with various laws, rules, regulations, notifications, applicable to the Company.
- Promptly report to the Board or any committee thereof any actual or possible violation of this code or any event he or she becomes aware of that could affect the business or reputation of the Company.
- Unless otherwise required by law or any government authority, maintain the confidentiality of the information acquired by him/her during the course of his employment with the Company and ensure that no such confidential information shall be used for his/her own personal benefit.
- Not engage in any business, relationship or activity, which might detrimentally conflict with the Interest of the Company.
- Promote ethical and honest behaviour within the Company.