

CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT PERSONNEL

<u>Sr. No.</u>	<u>Index</u>
1.	Objective
2.	Applicability
3.	Guidelines
4.	Honesty & Integrity
5.	Conflict of Interest
6.	Company Property
7.	Confidential Information
8.	Fair Dealing
9.	Compliance with Laws and Regulations
10.	Insider Trading
11.	Duties of Directors
12.	Acknowledgement of receipt and affirmation of Compliance with the Code
13.	Non Compliance

1. INTRODUCTION:

The only vital value an enterprise has is the experience, skills, innovativeness and insights of its employees. Stampede Capital Limited (the “Company”) believes in transparency in evaluating the performances of its Directors, Key Managerial Personnel’s (KMPs) and Senior Management of the Company and paying equitable remuneration to them. The Company recognizes its Directors, Key Managerial Personnel (KMP) and Senior Management as an invaluable asset.

In terms of the provisions of the Companies Act, 2013 and the Listing Agreement (as amended from time to time), this policy has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors (“**Board**”).

2. OBJECTIVES OF THE POLICY:

The Key objectives of the Policy would be:

Stampede Capital Ltd

402 to 404, 4 Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad-500016,
Telangana, India. Tel: +91 40 234 05683/84, Email: cs@stampedecap.com, www.stampedecap.com
CIN: L67120TG1995PLC020170

- a) That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- b) That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks
- c) To Identify the Persons who are qualified to become Directors, KMP and In Senior Management of the Company in accordance with the provisions of the Companies Act, 2013.
- d) To formulate criteria for evaluation of annual performance of the Board of Directors and Members of other Committees of the Board, KMPs and Senior Management and other employees of the Company and recommend remuneration payable to them to the Board
- e) Formulate criteria for evaluation of Independent Directors and the Board.
- f) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- g) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- h) Assist the Board in fulfilling their responsibilities
- i) To retain, motivate and promote talent and to ensure their sustainability and create competitive advantage.
- j) Implement and monitor policies and processes regarding principles of corporate governance.

3. DEFINITIONS:

Stampede Capital Ltd

402 to 404, 4 Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad-500016,
Telangana, India. Tel: +91 40 234 05683/84, Email: cs@stampedecap.com, www.stampedecap.com
CIN: L67120TG1995PLC020170

- a) **'Act'** means the Companies Act, 2013 and the rules framed there under as amended from time to time.
- b) **'Board of Directors'** or **'Board'** in relation to a company, means the Board of Directors of the Company.
- c) **'Director'** means Directors of the Company
- d) **'Independent Director'** means an independent director referred to in sub-section (5) of section 149 of Companies Act, 2013.
- e) **'Key Managerial Personnel'** means
 - Managing Director, or Chief Executive Officer or Manager and in their absence a Whole-Time Director;
 - Chief Financial Officer;
 - Company Secretary; and
 - Such other officer as may be prescribed.
- f) **'Policy'** means Nomination and Remuneration Policy of the Company.
- g) **'Senior Management'** mean the personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

4. **INTERPRETATION:**

Terms that have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Agreement and/or any other regulations as may be amended from time to time.

5. **APPLICABILITY OF THE POLICY:**

This Policy is applicable to:

- a) Directors viz. Executive, Non-executive and Independent
- b) Key Managerial Personnel

Stampede Capital Ltd

402 to 404, 4 Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad-500016,
Telangana, India. Tel: +91 40 234 05683/84, Email: cs@stampedecap.com, www.stampedecap.com
CIN: L67120TG1995PLC020170

c) Senior Management Personnel

6. NOMINATION AND REMUNERATION COMMITTEE OF THE COMPANY:

The Board of Directors of the Company have constituted the Committee to be known as the Nomination and Remuneration Committee consisting of three or more Non-Executive Directors out of which not less than one-half are Independent Directors. The Chairman of the Committee is an Independent Director. The Chairman of the Company (whether executive or nonexecutive) may be appointed as member of the Nomination and Remuneration Committee but shall not Chair such Committee.

7. POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTORS, KMP AND SENIOR MANAGEMENT:

I. APPOINTMENT AND QUALIFICATION CRITERIA:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/ her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment. The Committee shall have the discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/ satisfactory for the concerned position.
- c) Appointment of Independent Directors is subject to compliance of provisions of section 149 of the Companies Act, 2013, read with Schedule IV and rules made there under.
- d) The Company shall not appoint or continue employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Stampede Capital Ltd

402 to 404, 4 Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad-500016,
Telangana, India. Tel: +91 40 234 05683/84, Email: cs@stampedecap.com, www.stampedecap.com
CIN: L67120TG1995PLC020170

II. TERM/TENURE:

a) Managing Director / Whole-time Director / Manager:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole-Time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.
- Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

III. EVALUATION:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

Stampede Capital Ltd

402 to 404, 4 Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad-500016,
Telangana, India. Tel: +91 40 234 05683/84, Email: cs@stampedecap.com, www.stampedecap.com
CIN: L67120TG1995PLC020170

IV. REMOVAL:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

V. RETIREMENT:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

8. POLICY FOR REMUNERATION TO DIRECTORS, KMP AND SENIOR MANAGEMENT:

I. REMUNERATION TO MANAGING/WHOLE-TIME / EXECUTIVE / MANAGING DIRECTOR, KMP AND SENIOR MANAGEMENT:

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

II. REMUNERATION TO NON- EXECUTIVE / INDEPENDENT DIRECTOR:

The Non-Executive Independent Director may receive remuneration / compensation / commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the

Stampede Capital Ltd

402 to 404, 4 Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad-500016,
Telangana, India. Tel: +91 40 234 05683/84, Email: cs@stampedecap.com, www.stampedecap.com
CIN: L67120TG1995PLC020170

time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes mentioned above if the following conditions are satisfied:

- The Services are rendered by such Director in his capacity as the professional nature; and
- In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

III. REMUNERATION TO KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT:

The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and in accordance with the Company's Policy. The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time. The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

9. NOMINATION DUTIES:

The duties of the Committee in relation to nomination matters include:

Stampede Capital Ltd

402 to 404, 4 Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad-500016,
Telangana, India. Tel: +91 40 234 05683/84, Email: cs@stampedecap.com, www.stampedecap.com
CIN: L67120TG1995PLC020170

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

10. REMUNERATION DUTIES:

The duties of the Committee in relation to remuneration matters include:

- To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- To approve the remuneration of the Directors, Senior Management including key managerial personnel of the Company maintaining a balance between fixed and

Stampede Capital Ltd

402 to 404, 4 Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad-500016,
Telangana, India. Tel: +91 40 234 05683/84, Email: cs@stampedecap.com, www.stampedecap.com
CIN: L67120TG1995PLC020170

incentive pays reflecting short and long term performance objectives appropriate to the working of the Company.

- To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- To consider any other matters as may be requested by the Board.
- Professional indemnity and liability insurance for Directors, KMP and senior management.

11. REVIEW AND AMENDMENT IN POLICY:

The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary. The Company shall reserve the rights to make amended to the Policy from time to time as it deems fit in accordance with the applicable laws, rules and regulations for the time being in force.

Stampede Capital Ltd

402 to 404, 4 Floor, Saptagiri Towers, Begumpet, above Pantaloons, Hyderabad-500016,
Telangana, India. Tel: +91 40 234 05683/84, Email: cs@stampedecap.com, www.stampedecap.com
CIN: L67120TG1995PLC020170