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CODE OF CONDUCT

The company has always ensured compliance to typical business practices in personal and corporate behaviour by its Directors and employees. To strengthen good corporate governance practices and in compliance with clause 49 of the Listing Agreement with the Mumbai Stock Exchange, the Company has framed specific Code of Conduct for the members of the Board of Directors and Senior Management personnel of the company. "Senior Management" shall mean personnel of the company who are in the grade of General Manager and above, excluding Board of Directors.

Code of Conduct for the members of the Board of Directors and Senior Management:

1. To act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct in the discharge of duties.
2. To stay abreast of the affairs of the Company and be kept informed of the company's compliance with the relevant laws, rules and regulations.
3. To exercise independent judgement on issues of strategy, performance and policy matters.
4. To avoid and disclose actual and apparent conflicts of personal interest with the interest of the company and to disclose all contractual interest, whether directly or indirectly, with the company.
5. To maintain confidentiality of the Company's business.
6. Not to accept any offer, payment or anything of value from the customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision.
7. Not to divert to his own advantage, any business opportunity that the company is in pursuit.
8. Not to compete, whether directly or indirectly, with the company.
9. To observe the "Code of Conduct for dealing in equity shares and other securities of the Company" framed under the SEBI (Insider Trading) Regulations.
10. Not to make any contribution of company funds to any political party or committee, domestic or foreign, or to a holder of any office of any government- National, State or Foreign, unless it is legally permissible and is appropriately authorised.

11. Not to charge personal expenses to the company.
12. Not to pursue any project or activity that may harm the nation's interest and/or has an adverse impact on the social/cultural life of the country.
13. In case of Directors:
 - a. to inform the company immediately about the emergence of any situation that may disqualify him/her from directorship.
 - b. not to hold any office or place of profit in the company by himself/herself or by his/her relatives, without full disclosure of information in connection therewith.

The Senior Management of the company is responsible for the day-to-day operations of the company under the guidance and policy framework as directed by the Board from time to time. In view of the same, the responsibilities of the Senior Management becomes more and therefore, they should observe the following additional Code of Conduct as detailed below:

Additional Code of Conduct for Senior Management:

1. To devote full attention to the business interest of the company.
2. To conduct oneself in a manner that will enhance the image of his position, unit/company.
3. To comply with all laws, rules and regulations and also policies and procedures, laid down by the company.
4. To avoid conducting company business with a relative or with a business in which a relative is associated in any significant role.
5. To have a clear understanding of the aims and objectives, and abilities and capacity and various policies of the company.
6. Not to make any wilful misrepresentation, manipulation and misinformation of the financial accounts and reports.
7. Not to misuse resources of the Company for personal benefits and ensure that others do not misuse the same in any form.
8. To explicitly specify the criteria for appointing an external resource (e.g. Supplier, Contractor, Consultant etc) and evaluate several options objectively.
9. Not to engage in any activity that interferes with the performance or responsibilities to the company.
10. Not to accept simultaneous employment/directorship with the suppliers, customers or competitors of the company and not to take part in any activity that enhances or supports a competitor.

INTERPRETATION OF CODE

Any question or interpretation under this Code will be considered and dealt with by the Board or any Committee or any person authorised by the Board in this behalf. The Board or any designated person/committee so authorised, has the authority to waive compliance with this Code of business conduct for any Director or Senior Management personnel of the company. The person seeking the waiver of this Code shall make full disclosure of the particular circumstances of the case to the Board or the designated person/committee.

A waiver of this Code, as may be made by the Board and/or so authorised person/committee, shall be promptly posted on the Website of the company.

Each and every Director and Senior Management personnel is expected to comply with the letter and spirit of this Code.