

CODE OF CONDUCT: DIRECTORS

Preamble

All directors must act within the bounds of the authority conferred upon them and with a duty to take informed decisions and create policies in the best interests of the company and its shareholders/stakeholders.

The Code of Conduct is prepared considering that the Company has been handed over by the various stakeholders in trust and the Board of Directors are the trustees of these stakeholders and owe a responsibility to ensure that the organization is managed in a manner that protects and further the interest of our stakeholders. Adoption of this Code of Conduct will send a strong message regarding the importance of ethical behaviour at IKL and the protection of investors' interests. This Code is also formulated in accordance with the requirements of the Listing Agreements of the Stock Exchange, Mumbai as well as our own vision of good governance.

With a view to maintain the high standards that the company requires, the following rules/code of conduct should be observed in all activities in respect of the Company. The Company appoints the Company Secretary as a Compliance Officer for the purposes of this code, who will be available to Directors to answer questions and to help them comply with the code.

1] Honesty & Integrity:

All Directors shall conduct their activities, on behalf of the company and on their personal behalf, with honesty, integrity and fairness. They shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. They shall act in the best interests of the company and fulfill their fiduciary obligations.

2] Participation:

The Director shall demonstrate their commitment to the Company by participating in Board and Committee Meetings through high levels of attendance. They shall prepare themselves for all meetings and shall make positive contributions to the discussion and the decision making process.

3] Conflict of Interest:

The term "Conflict of Interest" pertains to situations in which personal financial or other consideration(s) may compromise, or have the appearance of compromising the professional judgement of directors/ Management personnel. A Conflict of Interest exists where the interests or benefits of Directors/ Management Personnel or of people or entities related to them conflicts with the interests or benefits of the Company.

- a. The director shall endeavour to avoid having his or her private interests therefore, or appear to interfere, with the interests of the Company or his or her ability to perform his or her duties and responsibilities objectively and effectively.
- b. The director shall avoid receiving, or permitting members of their immediate family to receive, improper personal benefits from the Company, including loans from or guarantees or obligations by the Company.
- c. The Director shall make full disclosure to the entire Board of any transaction or relationship that the director reasonably expects could give rise to an actual or apparent conflict of interests with the Company and seek the Board's authorization to pursue such transaction or relationship.
- d. The Director is expected to avoid situation in which his/her personal interest could conflict with the interest of the Company. In the event, when any such conflict of interest arises in the course of the business, the same may be reported to the Board for their approval.

4] **Corporate Opportunities:**

- a. In carrying out their duties and responsibilities, Directors shall avoid making use of corporate opportunities for themselves, that are discovered through the use their position as Director for personal gain or competing with the Company.
- b. If the Director reasonably believes that a contemplated transaction might be a corporate opportunity or a competitive transaction, the Director shall make full disclosure to the entire Board and seek its authorization to pursue such transaction.

5] **Compliance:**

The Directors are required to comply with all applicable laws, rules and regulations, both in letter and in spirit. In order to assist the company in promoting lawful and ethical behaviour, the Directors must report any possible violation of laws, rules, regulations or the code of conduct to the Board of Directors through the Company Secretary.

6] **Other Directorships:**

The Directors must disclose their Directorship, Committee membership on the Board of other Companies and substantial shareholding in other Companies to the Board on an annual basis.

7] **Confidentiality of Information:**

Any information concerning the company's business, its customers, suppliers, etc., which is not in the public domain and to which the Directors have access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required under any law. No Director shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized. (The Chairman & Managing Director does not require specific authority.)

8] **Mutual Respect:**

- a. The Director shall express their opinions, unencumbered, yet always with the goals of flexibility and compromise whenever achievable by remaining open to different viewpoints.
- b. The directors shall work with and respect the opinions of their peers and leave personal prejudices out of all Board and Committee discussions.

9] **Insider Trading:**

A Director shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public domain and therefore constitutes insider information.

10] **Gift & Donations:**

No Director of the company shall receive or offer, directly or indirectly any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business(or uncompetitive) favours or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

11] **Protection of Assets:**

Directors must protect the company's assets, labour and information and should not use these for personal use, unless approved by the Board.

12] **Amendments, Modification & Waivers:**

This Code may be amended, modified, or varied by the Board, subject to appropriate applicable provisions of law, rules, regulations and guidelines.

As a general policy, the Board will not grant waivers to this Code. However, in extraordinary situations and for reasons to be recorded in writing, the Board may waive or grant exemption from any one or more of the provisions of this Code

13] **Periodic Review:**

Once every year or upon revision of this code, every Director must acknowledge and execute an understanding of the code and an affirmation that he/she has complied with the Code. New Directors will sign such a deed at the time of joining.

ACKNOWLEDGEMENT FORM – CODE OF CONDUCT

As a Director, I hereby acknowledge that I have received and read the document. I understand that it is my responsibility to consult the Company Secretary if I have any questions regarding the provisions of the Code.

I understand and agree that as a Director it is my responsibility to promote the application of this Code.

Date: - 29.07.2011

Place: - Mumbai