

CODE OF CONDUCT: SENIOR MANAGEMENT EMPLOYEES

Preamble

All designated employees 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.

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 designated employees to answer questions and to help them comply with the code.

1] Honesty & Integrity:

All Designated employees 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] 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 Designated employees/ Management personnel. A Conflict of Interest exists where the interests or benefits of Designated employees/ Management Personnel or of people or entities related to them conflicts with the interests or benefits of the Company.

- a. The Designated employees shall endeavour to avoid having his or her private interests therefer, 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 Designated employees 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 Designated employees shall make full disclosure to the entire Board of any transaction or relationship that the Designated employees 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 Designated employees are 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.

3] **Corporate Opportunities:**

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

4] **Compliance:**

The Designated employees 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 Designated employees must report any possible violation of laws, rules, regulations or the code of conduct to the Board of Designated employees through the Company Secretary.

5] **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 Designated employees 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 Designated employees shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

6] **Mutual Respect:**

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

7] **Insider Trading:**

Designated employees 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.

8] **Gift & Donations:**

No Designated employees 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.

9] **Protection of Assets:**

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

10] **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

11] **Periodic Review:**

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

ACKNOWLEDGEMENT FORM - CODE OF CONDUCT

As a Designated employee, 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 Designated employee it is my responsibility to promote the application of this Code.

29.07.2011

Mumbai