



Wanbury Limited

CIN: L51900MH1988PLC048455

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CODE OF CONDUCT FOR MEMBERS OF THE BOARD AND SENIOR MANAGEMENT OF WANBURY LIMITED

The Board of Directors (the "Board") of the Company has adopted the following written Code of Conduct and Ethics (the "Code") for directors and senior Management personnel of the Company at their meeting held on Friday, October 28, 2005.

Senior Management personnel shall mean all senior members of the management team, one level below the Executive Directors such as Sr. President/ President of each Division of the Company, other functional heads and the Secretary of the Company. This Code is intended to focus on all the Board members and senior management personnel on areas of ethics, integrity and honesty, providing guidance to help them recognize and deal with ethical issues; mechanisms to report unethical/ dishonest conduct; and help foster a culture of honesty, integrity and accountability. The Code of Conduct as approved by the Board and subsequent amendments, if any, thereto by the Board shall be available at the Registered Office of the Company for information.

INTERPRETATION OF CODE

In this code wherever the word "Director" appears, it will also include senior management personnel to the extent applicable. Any question or interpretation under this Code of Business Conduct and Ethics will be considered and dealt with by the Board or any committee or any person authorized by the Board in this behalf. The Board in justifiable cases for reasons to be recorded in writing may waive any condition of the Code for compliance such, that it is not prejudicial to the interest of the Company.

The reasons for such waiver will be available at the Registered Office of the Company for information.

Each and every director and senior management personnel is expected to comply with the letter and spirit of this Code.

I. CONFLICT OF INTEREST

Directors must promptly disclose to the Company potential conflicts of interest regarding any matters concerning the Company. A "conflict of interest" can occur when:

- (a) A director's personal interest is adverse to or may appear to be adverse to the interests of the Company as a whole.



- (b) A director, or his/her relative, receives improper personal benefits as a result of his/her position as a director of the Company.

Explanation: The expression Relatives in this Code means dependant-parents, brothers, sisters, spouse, children, daughters-in-law and sons-in-law, to more or less fall in line with the definition of this term in Accounting Standard 18 prescribed by the Institute of Chartered Accountants of India.

As illustrations only and being not exhaustive, some of the usual instances of conflicts of interest which directors should avoid, are listed below:

(i) Relationship of Company with third-parties

Directors shall not receive a personal benefit from a person or an entity, which is seeking to do business or to retain business with the Company. They shall not participate in any decision making process involving another entity in which they have direct or indirect interest.

(ii) Compensation from non-Company sources

Directors shall not accept compensation (in any form) for services performed for the Company from any source other than the Company.

(iii) Gifts

Directors shall not offer, give or receive gifts from persons or entities dealing with the Company, where any such gift is perceived as intended directly or indirectly, to influence any business decision. Gifts given to suppliers or customers or received from suppliers or customers should be appropriate to the circumstances and should not be of a kind that can create an appearance of impropriety. It is particularly clarified that gifts given or received on festive occasions consistent with the accepted business practices and which cannot be reasonably construed as payment or consideration for influencing or rewarding a particular decision or action, should not violate this Code.

II. CORPORATE OPPORTUNITIES

Directors are prohibited from:

- (a) Exploiting for their personal gain opportunities that are discovered through the use of Company property, Company information or position as a director, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board declines to pursue such opportunity;
- (b) Using the Company's property or information for personal gain.



III. CONFIDENTIALITY

Directors must maintain the confidentiality of information relating to the Company which comes to their knowledge in the course of the discharge of their functions and any other confidential information about the Company that comes to them, from whatever source, except when such disclosure is authorized or legally mandated.

For purposes of this Code, "confidential information" includes all un-published information relating to the Company.

IV. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Directors must comply, and oversee compliance by employees, officers and other staff, with laws, rules and regulations applicable to the Company/its personnel, including insider trading regulations.

Below mentioned two conditions will be applicable to only Directors and the officers of the Head Office of the Company.

- (i) No trading in the Companies Shares 7 days prior to and 7 days after the Board Meeting.
- (ii) Prior written permission of Day to Day Affairs Committee for trading in this period.

Directors must deal fairly, and must ensure fair dealing by employees and officers, with the Company's customers, suppliers, competitors and employees.

No payment or transaction should be made, undertaken, by a Director or authorised or instructed to be made or undertaken by any other person or the Company if the consequence of that transaction or payment would be the violation of any law in force.

Directors will always act to the best of their knowledge, belief and effort in the best interests of the Company and all its stakeholders, including employees, shareholders and others.

V. ENCOURAGING THE REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOR

Directors should promote ethical behavior and take steps to ensure that the Company:

- (a) Encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation.
- (b) Encourages employees to report violations of laws, rules, regulations or the Company's Code of Conduct to the appropriate personnel.



- (c) Informs employees that the Company will not allow retaliation for reports made in good faith.

VI. COMPLIANCE WITH CODE OF CONDUCT

- (a) All suspected violations of this Code shall be promptly reported to the Board and such violations are subject to investigation by the Board or any Committee/or any person(s) so designated by the Board. Violations will be investigated by the Board or any such designated persons/committee and appropriate action will be taken in the event of any such violation.
- (b) Directors should inform the Company immediately about the emergence of any situation which may disqualify him from directorship.
- (c) It shall be the endeavor of every Director to attend as far as possible and actively participate in meetings of the Board and Committee thereof on which they are members.



K. Chandran
Chairman of the Meeting



**CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT
ANNUAL COMPLIANCE REPORT**

I (**Name of Sr. Executive**), son of (**Father's Name**), do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT during the financial year ended _____.

Signature:

Name:

Designation:

Address:

Place:

Date:

**To be submitted by 7th April each year.*