

CAPRIHANS INDIA LIMITED

CODE OF CONDUCT

CODE OF CONDUCT FOR BOARD MEMBERS & SENIOR MANAGEMENT OF CAPRIHANS INDIA LIMITED

INTRODUCTION

In order to have a better Corporate Governance and to comply with the requirements of the clause 49 of the listing agreement the Board of Directors of the Company has adopted the following Code of Conduct (the "Code") for Directors and Senior Management of the Company.

1. Definitions :

For the purpose of this code the following terms shall have the meanings assigned to them hereunder :

- i) "Code" or "this Code" shall mean this Code of Conduct for Board Members and Senior Management of Caprihans India Limited as amended from time to time.
- ii) "Company: or "the Company" means Caprihans India Limited.
- iii) "Board Member" shall mean a Director of the Company.
- iv) "Senior Management" shall mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the Executive Directors, including all functional heads.

2. Purpose of the Code :

This self regulated Code is intended to focus the Board, each Director and each of the Senior Management personnel on areas of ethical conduct, provide guidance to help them recognize and deal with ethical issues, provide mechanism to report to unethical conduct, and help foster a culture of honesty and accountability. Each Director and Senior Management personnel must comply with the letter and spirit of this code. This code of conduct will act as guideline to :

- Promote honest and ethical conduct
- Maintain a corporate climate in which the integrity and dignity of each individual is valued and promoted.
- Assure compliance with laws, rules and regulations that govern the Company's business activities; and
- Assure the proper use of the Company's assets.

3. Discrimination :

All employees have right to fair, polite and respectful treatment by their superiors, employees and colleagues.

No one may be harassed, discriminated or, without justified reason, placed at a disadvantage on account of sex, race, caste, colour of skin, nationality, political inclinations, age, physical constitution or outward appearance.

Every employee is obliged to respect the personal sphere of other employees, sexual harassment is prohibited.

Recruitment of employees will be solely on merit with no bias to community, caste or religion.

4. Protection and Proper Use of company Assets :

The Company assets should be used only for the legitimate business purposes of the Company. The Board Members & Senior Management of the Company are prohibited from using Company assets, confidential or proprietary information or position for personal gain.

5. Compliance with applicable Laws, Rules and Regulations :

Directors and Senior Management must abide by the laws, rules and regulations of India and other countries, as well as the states, cities and other jurisdictions, applicable to either Company or its business. Directors and Senior Management must also comply with "Code of Conduct for prevention of Insider Trading".

6. Confidential Information :

Confidential information be it technical, operational or commercial should not be disclosed to anyone. Such information is confidential and for exclusive use of the Company.

For the purpose of this Code, "confidential information" includes all non-public information relating to the Company.

7. Conflicts of Interest :

Employees are expected to devote their full attention to the business interests of the Company and are prohibited from engaging in any outside activity that interferes with his or her obligations and responsibilities to the Company.

The Board Members & Senior Management of the Company should not accept any position of influence or of pecuniary interest in any other organisation, whose business is in direct competition with that of the Company.

It is clarified that it would not be a conflict of interest for the Board Member & Senior management of the Company or members of their immediate family to obtain services from persons or entities who also provide services to the Company, including legal, accounting or brokerage services, loans from banks or insurance from insurance companies, at rates customary for similarly situated customers.

8. Accounting and Reporting :

All the Board Members and Senior Management of the Company are expected to follow the Company's Accounting Policies. All accounting records should accurately reflect and describe corporate transactions. The record of such data must not be falsified or altered in any way to conceal or distort assets, liabilities, revenues, expenses or the nature of the activity. All public disclosures made by the Company, including disclosures in reports and documents filed with or submitted to the Statutory Authorities shall be accurate and complete in all material respects. All the Board Members & Officers in Senior Management are expected to carefully consider all inquiries from the Company related to the disclosure requirements and promptly supply complete and accurate responses.

9. Amendment or Modification :

Any amendment or modification of this Code would be approved by the Company's Board of Directors.

10. Affirmation of Compliance :

Each Director and Senior Management personnel shall affirm compliance with this code on annual basis.

11. Posting on Website :

The code of Conduct as adopted would be posted on the website of the Company for the information of investors and general public.