

CODE OF CONDUCT
FOR
THE SENIOR MANAGEMENT OF THE COMPANY

OBJECTIVE

India Radiators Limited (“the Company”) is conscious that a business run on principles of fairness, transparency and accountability aids in fostering a healthy relationship with all stakeholders. The Company considers ethical conduct of business as one of the most important factors which will contribute to fulfilment of the Company’s corporate objectives.

This Code of Conduct will be applicable to the Whole-time Director , CFO and all Functional Heads.

The Company’s Code of Conduct envisages that every constituent of the Senior Management individually and collectively, will, at all times, pursue and uphold ethical standards professional integrity and values while working in office and also in other places while representing the Company in discharge of their duties.

Any change in this Code will be made only with the approval of the Board of Directors of the Company.

THE CODE

Under this Code, constituents will:

- devote, in consideration of employment with the Company, their full attention to the business interests of the Company and not engage in any activity that interferes with their performance or responsibilities of the Company, or is otherwise in conflict with or prejudicial to the Company;
- act with honesty and integrity, without compromising on ethics, actual or apparent conflicts of interest between their personal interests and their responsibility to the Company;
- make total, fair, correct and timely disclosure in all reports and documents that the Company files with or submits to its stakeholders, government authorities, stock exchanges, statutory authorities or otherwise makes public;
- act on good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing their independent judgment to be sub-ordinated in any manner whatsoever;
- respect the confidentiality of information acquired during the course of their work/discharge of their duties except when authorised or otherwise legally obligated to disclose and not use such confidential information to their personal advantage and ends;
- under no circumstances accept any gift, or anything of value from customers, suppliers, contractors, competitors, or other persons dealing with the Company, that is perceived as intended, directly or indirectly, to influence any business decision. However, gifts as a token on celebratory occasions and entertainment, provided they are not excessive, would not violate this policy. Gifts given on behalf of the Company to customers, suppliers, contractors, should be appropriate to the occasion, and should not be of a kind that could create an appearance of impropriety;
- not to exploit the opportunities that are discovered through the use of corporate property, information or position for personal gain without referring to the Company;
- update knowledge of the legal requirements relating to their functions and ensure compliance; and
- educate other colleagues of the importance of adherence to this Code.