

**COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED**  
**CODE OF CONDUCT**  
**(FOR DIRECTORS AND MEMBERS OF SENIOR MANAGEMENT)**

**Preface**

This code of conduct shall apply to the directors and members of the senior management of Commercial Engineers & Body Builders Co Limited (referred to hereinafter as CEBBCO or the Company). For this code, members of the senior management (hereinafter referred to as 'senior managers') shall mean those personnel of the company, who are members of the core management team, but shall exclude the whole-time directors. Directors and senior managers shall adopt the highest standards of personal ethics, integrity, confidentiality and discipline and shall work to the best of their ability and judgment. Directors and senior managers shall be governed by the rules and regulations of the company as are made applicable to them from time to time. They should bring to the knowledge of board any inadvertent noncompliance, if detected subsequently.

Directors and senior managers shall affirm compliance with this code on an annual basis as at the end of each financial year.

- Directors and senior managers shall ensure that they use the company's assets, properties and services for official purposes only or as per the terms of appointment.
- Directors and senior managers shall not receive directly or indirectly any benefit from the company's business associates, which is intended or can be perceived as being given to gain favour for dealing with the company.
- Directors and senior managers shall ensure the security of all confidential information available to them in the course of their duties
- No director or senior manager, other than the designated spokespersons shall engage with any member of press and media in matters concerning the company. In such cases, they should direct the request to the designated spokespersons.
- Directors and senior managers shall not engage in any material business relationship or activity, which conflicts with their duties towards the company.
- Senior managers shall not, without the prior approval of the managing director of the company, accept employment or a position of responsibility with any organization for remuneration or otherwise. In case of Whole-time Directors, such prior approval must be obtained from the board of directors of the company.

- Directors and senior managers shall declare information about their relatives (spouse, children and parents) employed in the company.
- Senior managers shall follow all prescribed safety and environment-related norms.
- The Directors of the Company and Core Management must comply with applicable laws, regulations, rules and regulatory orders.
- Senior managers including all members of management on level below the executive directors and all functional heads shall disclose to the board relating to all material financial and commercial transaction, where they have personal interest that may have a potential conflict with the interest of the company at large including dealing in company shares, commercial dealings with bodies, which have shareholding of management and their relatives.
- The Directors and senior management shall conduct themselves and their activities outside the Company in such a manner as not to adversely affect the image or reputation of the Company.
- Attend Board meetings regularly and participate in the deliberations and discussions effectively.
- Study the Board papers thoroughly and enquire about follow-up reports on definite time schedule.
- Senior managers shall involve actively in the matter of formulation of general policies
- Be familiar with the broad objectives of the Company and the policies laid down.
- Ensure confidentiality of the Company's agenda papers, notes and Minutes.
- The Directors and senior managers of the Company shall act in the best interest of the Company and its stakeholders and do not do anything, which will interfere with and / or be subversive of maintenance of discipline, good conduct and integrity of the staff.

#### **Waivers**

Any waiver of any provision of this Code of Conduct for a member of the Board of Directors or a member of the Core Management must be approved in writing by the Board of Directors of the Company.

The matters covered in this Code of Conduct are of the utmost importance and are essential to the ability to conduct its business in accordance with Company's value system.

I have received and read the Company's Code of Conduct and agree to comply with the same.

**Name:**

**Signature:**