

MRO-TEK Limited Bangalore

Code of Conduct

This Code of Conduct shall be applicable to all the sitting Directors, and to all present senior executives forming a part of the top level Management (hereinafter referred to as the 'Top Management Personnel' or TMP) .

The Code of Conduct is not intended to create any expressed or implied contract with any employee or third party.

The purpose of this Code of Conduct is, to uphold ethical standards in all its activities – within or outside the Company, and to provide basic and broad guidelines of situations in which ethical issues arise.

The Board of Directors of MRO-TEK LIMITED have the exclusive responsibility for the final interpretation of the Code of Conduct.

The Code of Conduct may be revised, changed or amended at any time by the Board of Directors of MRO-TEK LIMITED.

TMP have a responsibility to understand and follow the Code of Conduct.

If any person to whom these are applicable has any questions, he/ she should direct all questions to the Company Secretary who has been nominated by the Board of Directors, as the Compliance Officer for the purposes of assisting the Board in implementation of this Code of Conduct.

Every TMP is, and will be, held responsible for the observance of this Code of Conduct.

If a TMP becomes aware that any employee or any other TMP has violated this Code of Conduct, he or she is obligated to report the same in accordance with policies, practices and procedures set forth below.

1. Conflicts of Interest

The Company expects all its TMP to perform their work with honesty, truthfulness and integrity.

All situations where individual interests clash with the interests of the Company, should be avoided. The Company expects that, no TMP will knowingly place himself or herself, in a situation that would have the appearance of being, or could be construed to be, in conflict with the interests of the Company.

2. Financial Dealings

Unless approved in advance by the Company, neither a TMP, nor his or her spouse, or any other member of the TMP's immediate family, may knowingly have a financial interest (whether as an investor or lender) in a competitor, or in a customer or supplier.

3. Use of Company Property and Information

All TMP are responsible for the proper use of the Company's physical resources and property, as well as its proprietary and other confidential information.

Every TMP is expected to safeguard proprietary information and trade secrets in the same way that all other important Company assets are protected.

No TMP may negotiate, or enter into any agreement, respecting the Company's trademarks, service marks or logos.

4. Laws Relating to Shares & Securities:

TMP shall abide by the relevant rules framed and implemented by the Company relating to 'Insider trading'.

5. International Operations

Laws and customs vary throughout the world, but all TMP must uphold the integrity of the Company in other Nations, as diligently as they would do so in India.

When conducting business in other countries, it is imperative that TMP be sensitive to foreign legal requirements and Indian laws that apply to foreign operations.

6. Sanctions and Trade Embargoes

Indian government uses economic sanctions and trade embargoes to further various foreign policy and national security objectives. TMP must abide by all economic sanctions or trade embargoes that Indian Government has adopted, whether they apply to foreign countries, political organizations or particular foreign individuals and entities.

7. Books and Records

The Company has adopted Accounting Practices and Procedures in accordance with internal needs, and the requirements of applicable laws and regulations.

These established accounting practices and procedures must be followed to assure complete and accurate recording of all transactions.

TMP should establish and implement appropriate internal accounting controls, over all areas of their responsibility, to ensure safeguarding of the assets of the Company and the accuracy of its financial records and reports.

8. Company Policies

TMP shall adhere to and uphold all policies and practices laid down by the Company, in compliance of the Statute or voluntary.

9. Solicitations

The Company's infrastructure and / or facilities shall not be used to solicit for religious or political causes, commercial enterprises, outside organizations, or other activities not related to the Company.

10. Corporate Social Responsibility

TMP shall uphold and commit themselves

- to reduce waste, and wherever such waste is inevitable, to implement an effective recycling and other responsible methods of waste management;
- to improve and invest in innovations that protect the environment;
- to wholly co-operate in proposals of the Government – Central or State, in various activities concerning social cause.

11. Compliance with Governmental Laws, Rules and Regulations

TMP must comply with all applicable governmental laws, rules and regulations.

TMP shall also facilitate in upholding the policy of the Company to comply with all applicable laws, including, without limitation, employment, discrimination, health, safety, anti-trust, securities and environmental laws. No TMP has an authority to violate any law, or to direct another employee or any other person to violate any law, on behalf of the Company.

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