



CORDS CABLE INDUSTRIES LIMITED

**CODE OF CONDUCT
FOR
THE DIRECTORS
AND
THE MANAGEMENT TEAM**

CODE OF CONDUCT PURSUANT TO CLAUSE 49 OF LISTING AGREEMENT

(A) Preface:

This Code of Conduct ('Code') has been framed under the Clause 49(I)(D) of the Listing Agreement with the Stock Exchanges and as amended from time to time by the Securities and Exchange Board of India.

Consistent with its values and beliefs, Cords Cable Industries Limited ('the Company') has formulated the following Code as a guide. The Board of Directors of the Company adopted this Code in their meeting held on 28th April, 2008 as a testimony of its commitment to adhere to the highest standards of honesty, integrity and avoidance of conflicts of interest.

(B) Applicability:

This Code is applicable to:

- (i) The Directors, both executive and non-executive directors; and
- (ii) Senior Management.

For the purpose of this Code, the term "Senior Management" shall mean all Executives of the Company from the grade of General Manager and above including all HOD's, together referred to as "Management Team" hereafter

(C) The Code:

The Code, applicable to each member of the Board of Directors of the Company and the Management Team, is as enumerated hereunder:

Honest and Ethical Conduct:

The Directors/Management Team shall act honestly, objectively and effectively in a fair and transparent manner for advancing the interests of the Company. They must abide by the policies and procedures framed and adopted by the Company and must respect and adhere to ethical and fair business practices. They shall use due care and diligence in performing their duties and responsibilities attached to their respective office and exercise their powers in good faith for fulfilling their obligations towards the Company and its Stakeholders.

Conflict of Interest:

The Directors/Management Team shall avoid any situation that would lead to or tend to lead to any conflict of interest. Conflict of interest is a situation where personal interest may, in any way, interfere with the interests or benefits of the Company impacting the exercise of independent judgment while discharging one's duties and responsibilities. In case of a situation that involves or appears to involve conflict of interest, the Directors/Management Team are expected to make a suitable disclosure to the Board of Directors of the Company and shall abstain from participating in any discussion for such transaction. They are expected not to derive any improper personal benefit or a benefit to any of their relatives from the Company, including by making or influencing decision relating to any transaction of the Company.

Gifts

The Directors/Management Team shall not solicit any gifts from their business relationships. They shall reject unsolicited gifts that may be perceived as intended to influence any business decision. Any gift which is consistent with customary business practices, inexpensive gifts, corporate gifts, infrequent business meals, celebratory events and entertainment, provided that they are not

excessive or create an appearance of impropriety, do not violate this policy. Acceptance of cash gift is prohibited.

Confidentiality of Information:

“Confidentiality of information” includes all information of the Company not authorized by the management for public dissemination. This includes information on trade, trade secrets, confidential and privileged information regarding customers, employees, information relating to mergers and acquisitions, stock splits; non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Directors in formal meetings or otherwise, and will include all such information which is not available in the public domain at that point of time. The Directors/Management Team shall not use any confidential information received by them in the course of their official duty, for personal gain, or allow the use of such information for the financial benefit of any other person.

Utmost Cost Consciousness:

The Directors/Management Team shall ensure that the assets and resources of the Company are properly, judiciously and efficiently used for its business purposes and are properly safeguarded. Any unauthorized use of the Company’s assets should not be allowed and appropriate steps should be taken for the same.

Insider Trading:

The Directors/Management Team shall not indulge in insider trading. They shall maintain the confidentiality of all price sensitive information. They shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

(D) No Rights Created:

The Code set forth guidelines for conduct for the Board of Directors and Management Team. It is not intended to nor does it create any right in favour of any Director or Senior Management, employees, client, supplier, customer, shareholder, or any other person or entity.

(E) Waiver:

Any waiver of any provision of this Code of Conduct for a Director or the Management Team must be placed for approval before the Board of Directors.

(F) Compliance of Code:

Every Director and Management Team is required to comply with this Code and he/she shall acknowledge and affirm on an annual basis, the compliance with the Code. Such annual affirmations by the Board of Directors shall be kept in the custody of the Secretarial Department. Any violation of the Code shall be reported to the Chairman of the Company. This code of conduct shall be posted on the website of the Company.

(G) Variations of the Code:

The Board of Directors shall review and approve any modifications to this Code, to keep it in line with any regulatory changes, from time to time.

ANNUAL COMPLIANCE REPORT

ON

CODE OF CONDUCT

Ido hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT during the financial year ending 31st March 200__.

Signature :.....

Name :.....

Designation :.....

Date :.....

Place :.....