

CHL LIMITED

CODE OF CONDUCT

INTRODUCTION:

CHL Ltd., hereinafter referred to as the Company is committed to carry out all its activities in compliance with the law, in the framework of straightforward competition and with honesty, integrity, fairness and good faith, and in compliance with the lawful interests of all its shareholder, viz. shareholders, creditors, customers, employees, trade, and the society at large. All those to whom this Code applies, are bound to observe these principles and see that these are observed within the sphere of their functions and responsibilities.

The Board of Directors of the company keeping in mind the highest standards of Corporate Governance is adopting this Code of Conduct in order to confirm these principles of ethics and transparency and also to comply with the requirements of Clause 49 of the Listing Agreement.

GENERAL PRINCIPLES

Addressees

The persons for whom the rules in this Code of Conduct are intended are hereafter referred to as **Addressees**.

The Addressees are the following:

- The Directors and the Senior Management Personnel of the Company comprising of all members of management of the Board of CHL Ltd.
- The Principal Executive Officer.
- The Principal Finance Officer.
- All Functional heads including all Managers, Head of Departments, Members of Senior Management & Members of Audit Committee.

Each Addressee should be familiar with the Code of Conduct & comply with all applicable laws, rules & regulations of CHL Ltd. Code of conduct & all applicable policies & procedures adopted by the Company that govern the conduct of its employees and make an active contribution to its implementation and bring any shortcomings in it to the notice of the Competent Officer, i.e. the Managing Director or the Chairman of the Audit Committee. The Competent Officer, on being informed of any infringement of the Code, shall evaluate the circumstance involved and take the consequent disciplinary

measures and shall also ensure that nobody suffers retaliation in any form for supplying information about any infringement of the Code or the rules to which it refers.

It is an obligation of all employees to report immediately, if they learn, either directly or through others, of any possible infringements of the Code or if they receive any request to infringe it.

The Managing Director and the Chairman of the Audit Committee will on receipt of the information about infringements of the Code examine information and report of alleged Code violation, arranging for these to be investigated in the most appropriate way, and decide on the measures, if any, to be taken.

Waivers of the Code can only be granted by the Managing Director or the Chairman of the Audit Committee. Waivers of the Code will be promptly disclosed to the extent required by law or the listing requirements applicable to the Company.

BUSINESS CONDUCT

Business conduct in general

In its business dealings the company follows the principles of fairness, honesty, transparency, efficiency and openness to all concerned.

In all business dealings on behalf of the Company, the addressees are bound to behave ethically, abiding by the law, and with the utmost transparency, clarity, honesty and efficiency.

In trade or promotional relations and dealings the Addressees are also bound to conduct themselves on the same lines.

Presents, free gifts and other gratuities

In dealings with customers, suppliers and third parties in general, no offers of money or gifts tending to obtain real or apparent advantages of any kind (such as promises of financial gain, favours, recommendations or promises of employment) may be accepted.

In any event acts of commercial courtesy must never be performed in circumstances such as to give rise to behaviour in conflict with the principles that inspire this Code of Conduct and the procedures referred to therein.

Any Addressee who receives a gift or gratuity in the sense set out above must refuse them and immediately inform the Managing Director/Chairman of the Audit Committee of the identity of the person(s) offering the gift or gratuity, and the gift or gratuity offered to enable the Managing Director and Chairman of the audit committee to decide on the measures, if any, to be taken.

Conflict of Interest

Addressees must avoid situation and/or activities that may lead to a conflict of interests with these of the Company or that might interfere with their capacity to take impartial decisions to uphold the Company's best interests.

Addressees who find themselves in a position of conflict of interests with those of the Company must immediately so inform the Managing Director/Chairman of the Audit Committee and refrain from any activity related to the situation that is the source of the conflict.

All Addressees or their immediate families should not invest in any customer, supplier or competitor of the Company and should generally refrain from any investments that compromise their responsibilities to the Company. All Addressees shall on joining the company or on the date of this Code coming into effect, whichever is later, inform the Managing Director/Chairman of the Audit Committee in writing of any such holding to enable the Managing Director and the Chairman of Audit Committee to decide on the measures, if any, to be taken.

Dealings with suppliers

The selection of suppliers and the drawing up of conditions of purchase for goods and services for the Company is dictated by the values and parameters of competition, objectively, honesty, impartiality, price equity and quality of the goods and/or services concerned, and by careful assessment of reliability of service in the wider general picture of the offers available.

Purchasing processes must be based on the search for the greatest possible competitive advantage for the Company and fairness and impartiality with regard to all suppliers in possession of the necessary requirements. The Cooperation of suppliers is sought in constantly providing quality and delivery times to the satisfaction of the Company.

The signing of a supply contract must always be based on relations of extreme clarity, if possible avoiding contractual restraints that entail forms of dependence on the supplier.

Dealings with customers

In the framework of their relations with customers and in compliance with internal procedures, all Addressees must work towards the greatest possible customer satisfaction, providing, among other things, full and accurate details of the products and the services supplied.

Confidentiality

The Addressees shall not exploit confidential information which they have access to in the due course of business and discharge of their duties. Further, they shall not exploit

opportunities those are discovered through the use of corporate property, information or position. The Addressees shall also refrain from indulging in any kind of insider trading in the shares of the Company directly or indirectly. The Addressees shall not disclose any confidential information of the Company, which they are privy to in the course of their duties, unless such information is already available for public use or the disclosure of such information is required under any applicable law/regulations.

Relations between the Company and the mass media is the sole responsibility of the Managing Director and none other than the Managing Director shall interact with the media unless otherwise authorized to do so.

Intra-personal relationships

Human resources are an indispensable factor in the existence of an enterprise. All Addressees must work actively to maintain a climate of reciprocal respect of all employees dignity and reputation.

The company is committed to disseminating and consolidating a safety culture, raising awareness of risks, promoting responsible behavior on the part of all its staff and workers to safeguard their health and safety above all by means of preventive measures. Further, the Company does not tolerate sexual harassment in any form targeted towards any employee.

Employment/Outside Employment

All Addressees in employment of the Company are expected to devote their full attention to the business interests of the Company and are prohibited from engaging in any activity that interferes with their performance or responsibilities towards the Company or is otherwise in conflict with or prejudicial to the Company.

Compliance with applicable Laws

Addressees are required to comply with all applicable laws, rules and regulations, both in letter and spirit in order to assist the Company in promoting lawful and ethical behaviour, one must report any possible violation of law, rules, regulations or the code of conduct of the company.

Company Funds

Addressees are responsible to ensure that all Company funds over which he or she exercises control are used only for Company's business. Reasonable steps should be taken to ensure that the Company receives good value for Company funds spent and accurate and timely records of each and every expenditure should be maintained.

Addressees are also expected to follow internal control procedures relevant for the transactions/activities they are responsible for.

General

Protecting the Company Assets is a key responsibility of every Employee. Due care should be taken by all concerned to ensure that assets entrusted to ones custody are not misappropriated, loaned to others, or sold or donated, without appropriate authorization. The assets should be guarded against loss, damage, misuse or theft. Company equipment and assets should be used for Company's business purposes only.

VIOLATION/ENFORCEMENT/REVIEW OF THE CODE

Violation of Code

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

Anyone who becomes aware of violation of the Code of Conduct should promptly report the same to the Managing Director/Chairman of the Audit Committee who may direct the company to take appropriate action against anyone whose actions are found to violate these provisions. Such action may include disciplinary action, removal from office and dismissal as well as other remedies, all to the extent permitted by law and as appropriate under the circumstances.

Annual Review

The Board of Directors shall regularly review and re-assess the adequacy of the Code and make such amendments to the Code as it may deem appropriate.

Disclosure

Addressees are required to affirm compliance with the code on an annual basis duly addressed to the Managing Director.