



NDR AUTO COMPONENTS LIMITED

NDR AUTO COMPONENTS LIMITED

CODE OF CONDUCT FOR DIRECTORS

AND SENIOR MANAGEMENT

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**I. INTRODUCTION**

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by **NDR AUTO COMPONENTS LIMITED** (hereinafter referred to as "the Company"). The code is intended to provide guidance to the Board of Directors and Senior Management Personnel to manage the affairs of the company in an ethical manner. The purpose of this code is to recognize and deal with ethical issues and to provide mechanisms to report unethical conduct of Employees, Board of Directors and Senior Management Personnel and to develop a culture of honesty and accountability.

II. APPLICABILITY

This code shall be applicable to the Board members and senior management personnel of the Company.

III. KEY REQUIREMENTS

The Board Members and the Senior Management Personnel shall act within the authority conferred upon them, keeping in view the best interests of the Company and observe the following:

- Act with diligence and integrity.
- Act in utmost good faith.
- Not involve in taking any decision on a subject matter in which a conflict of interest arises, or which, in their opinion, is likely to arise.
- Not exploit for their own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed and permission obtained from the competent authority.
- Not to allow any prejudice, bias, fear or favour cloud the independent judgement and to act in an intellectually honest manner while dealing with all matters to be placed before the Board of Directors.
- To work as a team, with constructive approach.

IV. CONFLICT OF INTEREST



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All Board members and senior management personnel must avoid situations in which their personal interest could conflict with the interest of the Company. Any conflict or potential conflict must be disclosed to the Board for guidance and appropriate action.

V. CONFIDENTIAL INFORMATION

No Director and no senior management personnel of the Company shall disclose or use any confidential information entrusted to them in carrying out their duties and responsibilities, except where disclosure is approved by the Company or is legally mandated.

VI. LEGAL COMPLIANCE

Ensuring legal and regulatory compliance is the responsibility of the Directors, along with senior management personnel of the Company. The Company cannot accept practices which are unlawful or may be damaging to its reputation. In case the implication of law is not clear, the course of action chosen must be supported by eminent legal counsel whose opinion should be documented.

VII. HEALTH AND SAFETY

The Company attaches great importance to a healthy environment and to the safety of its employees. The Company should ensure to improve the environment through continuous improvement and regular updates, in line with the Company's existing Environment Management System.

Conditions should be such that there are no serious or fatal accidents. Good physical working conditions, high standards of hygiene and housekeeping are essential. The Board expects all fatal accidents to be reported together with a detailed report signed with the Chief Executive of the business.

Particular attention should be paid to training of employees to increase safety awareness and adoption of safe working methods.

VIII. INSIDER TRADING

Director should observe all applicable laws and regulations, including the Company's policies as applicable to them with respect to purchase and sale of the Company's shares.



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It is the responsibility of each director to become familiar with and understand these laws, regulations and policies and should seek further explanations and advice concerning their interpretation, if required.

Directors should direct questions regarding the application or interpretation of these guidelines to the Company Secretary.

IX. ENFORCEMENT OF CODE OF CONDUCT

Each Board Member and Senior Management Personnel is accountable for complying with this code.

X. NON COMPLIANCE

Suspected violations of this code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations should be appropriately investigated.

XI. AMENDMENTS TO THE CODE

The provisions of this code can be amended/ modified by the Board of Directors of the Company from time to time and all such amendments/ modifications shall take effect from the date stated therein.



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APPENDIX-I

CODE OF CONDUCT FOR

BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

ACKNOWLEDGEMENT FORM

I, have received and read the Company's "CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL ("this Code"). I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature :

Name :

Designation :

Date :

Place :



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APPENDIX-II

CODE OF CONDUCT

FOR BOARD MEMBERS AND

SENIOR MANAGEMENT PERSONNEL

ANNUAL COMPLIANCE REPORT*

Ido hereby solemnly affirm to the best of my knowledge and belief that I have fully complied with the provisions of the CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL during the financial year ending 31st March

Signature :.....

Name :.....

Designation :.....

Date :.....

Place :.....

* To be submitted by 30th April each year.