

**CODE OF CONDUCT**

**For DIRECTORS AND SENIOR MANAGEMENT**

**STARLITE GLOBAL ENTERPRISES (INDIA) LIMITED** (hereinafter referred to as “SGEIL”) is committed to maintain sound standards of Business Conduct and Corporate Governance.

The Board of Directors (the “Board”) and the senior management of SGEIL undertake to abide by following Code of Conduct adopted by the Board and affirm compliance with this Code.

The Code is named as Code of Conduct for The Board of Directors and Senior Management and is framed in terms of Clause 49 of the Listing Agreement with the Stock Exchanges.

**APPLICABILITY**

The Code is applicable to all the members of The Board of Directors and Senior Management of the Company.

Senior Management shall mean personnel of the Company who are members of its core management team excluding Board of Directors.

**Compliance Officer**

The Board has designated Company Secretary to act as compliance officer to administer the code. Directors, employee may make any report or complaint to the Chairman of the Board or to compliance officer for submission to the Board of Directors.

**Fair Dealing**

They will discharge their duties in accordance with their good faith business judgment and in the best interests of the company and its stakeholders. They are expected to use their best endeavours and organize the resources for advancing company’s Mission, Aspiration, Values and Leadership Attributes. They are expected to act diligently, openly, honestly and in good faith.

**Compliance with Laws**

They must abide by all laws, rules and regulations of the country applicable to the company and company’s insider trading norms.

**Conflict of Interest**

A “conflict of interest” may arise when the interests of a corporate leader conflict in any way (or even appear to conflict) with the interests of a corporate entity. Any situation that creates or appears to create a conflict of interest must be avoided. They shall disclose conflicts of interest, if any, to affected parties including but not limited to Board of Directors when they exist.

**Corporate Opportunity**

Except as may be approved by the Board of Directors, they are prohibited form:-

(a) taking for themselves personally any opportunities that belong to company or are discovered through the use of corporate property, information or position:

(b) using corporate property, information or position for personal gain; and

(c) competing with company.

**Confidentiality of information**

They must maintain the confidentiality of all material non-public information entrusted to them by company, except when the company authorizes disclosures or required by laws, regulations or legal proceedings.

**Protection and proper use of assets**

They shall ensure protection and efficient use of company's assets. Company resources should be used only to conduct company's business.

**Reporting of illegal or unethical behaviour**

They and all the employees are encouraged to report the Chairman of the Board about any illegal or unethical behaviours of any employee, officer or director.

**Public Disclosure**

They may be asked to provide information so that company's public disclosure requirements should be full, fair, accurate, timely and understandable.

**Compliance with code and violation**

All the persons to whom such code is applicable shall agree to support a mechanism for the prompt and fair adjudication of alleged violations of this code.

**Amendment and Modification**

The code may be amended, modified by the Board subject to the provisions of applicable laws, rules and regulations of the country.