

Preamble:

This Code of Conduct (the “Code”) has been adopted by Whitehall Commercial Company Limited for the Directors and Senior Management of the Company.

This Code is expected to help maintain high standards of business conduct for the Company and to promote ethical conduct. This Code is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct. Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders / stakeholders. Directors and Senior Management should ensure that they do not derive any undue personal benefit because of their position in the Company and / or exposure to certain confidential information coming to their knowledge.

With a view to maintain the high standards that the Company requires, the following Code should be observed by Directors and Senior Management while carrying out business of the Company

Definition:

Board shall mean the Board of Directors of the Company.

Company shall mean Whitehall Commercial Company Limited and its subsidiaries and shall also include any new corporate form it assumes in the future.

Senior Management shall mean the employees of the Company on are above level of General Manger and shall refer to them collectively as well as individually.

Policy:

- Honesty & Integrity

Directors and Senior Management shall act on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. Directors and Senior Management shall act in good faith, responsibility, with due care, skill, competence and diligence, without allowing their independent judgment to be subordinated. Directors shall fulfill the fiduciary obligations and act in the best interests of the Company, its stakeholders and for the protection of environment.

- Conflict of Interest

Directors and Senior Management shall not engage in any business, relationship or activity, which may be in conflict with interests of the Company. A conflict of interest occurs when personal interest of a Director or Senior Management conflicts in any way, or even appears to conflict, with the interest of the Company as a whole. A conflict of interest also arises when a Director or Senior Management or a member of his or her immediate family is likely to receive undue personal benefit as a result of

his or her position as a Director or Senior Management of the Company. Conflict may arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Set forth, are illustratively some of the common circumstances that may lead to a conflict of interest, actual or potential, and need to be avoided –

- Engaging in any activity / employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.
- Material investment in a company, customer, supplier, developer or competitor or in any activity that is likely to compromise their responsibility to the Company.
- Conducting Company's business with a relative or with a firm / company in which a relative / related party is associated in any significant role.
- If any transactions which prima facie appear to be conflicting with the interest of the Company but are unavoidable, the Director or Senior Management involved in such transaction should first obtain approval from the Chairman of the Board of Directors before such transaction is entered into. The application seeking such approval should be routed through Compliance Officer of the Company. The Chairman would consider the application on the basis of the size and nature of transaction, the Director's or Senior Management's ability to influence the Company's decisions, his or her access to confidential information of the Company or of the other company and the nature of relationship between the Company and the other party.
- In case the Chairman of the Board is interested, the matter should be referred to the Chairman of the Audit Committee of the Board.

- Corporate Opportunities

Directors and Senior Management shall not exploit for their own personal gain, opportunities that are discovered through the use of Company's property, information or position, unless the opportunity is disclosed fully in writing to the Chairman of the Board and the Chairman approves to pursue such opportunity.

Directors and Senior Management must make disclosures to the Board relating to all material financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large (for example dealing in Company's shares, commercial dealings with bodies, which have shareholding of management and their relatives etc.)

- Compliance with Laws, Rules and Regulations

Directors and Senior Management shall meticulously comply with all applicable laws, rules and regulations, in all areas and geographies where the Company operates, both in letter and spirit. Company cannot accept practices which are unlawful or may be damaging Company's reputation. In order to assist the Company in promoting lawful and ethical behaviour, Directors and Senior Management must report any possible violation of law, rules, regulation or the Code to the Compliance officer. In the event, the implication of any law is not clear; the Compliance Officer shall be consulted for advice.

- Other Directorships

Directors must report / disclose their directorships in other companies to the Board on an annual basis. If there is any change in directorships in other companies during the course of the year, Directors must promptly advise the same to the Board which will be noted by the Board at the next meeting.

Senior Management must obtain the prior approval of the Chairman of the Board of Directors of the Company before accepting a directorship in any other company. The application seeking such approval should be routed through Compliance Officer of the Company.

Directors and Senior Management shall not accept the directorship of a direct competitor of the Company.

Senior Management shall act as the director / advisor or hold any other capacity in any other company after making proper disclosure to the Compliance Officer.

- Dealing with the Internal Customers

The Directors and Senior Management shall practice and encourage the spirit of free discussion and debate in the Company and shall show respect for all the co-workers, irrespective of their grade, position, pay, authority, caste, creed, race or sex. Everyone in the Company shall work with the values of trust, teamwork, mutuality, collaborate with objectivity, self – respect and human dignity.

- Dealing with the External Customers:

Each Director and Senior Management should deal fairly with clients, vendors, and competitors. They should not take unfair advantage of anyone through manipulation,

concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

- Confidentiality of Information

Confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information or any information concerning the Company's business, its customers, suppliers etc., which is not in public domain and to which the Directors or Senior Management have access, must be held in confidence, unless authorised to do so and when disclosure is required as a requirement of law. Directors or Senior Management shall not provide any information either formally or informally, to the press or any other publicity media, unless specifically authorised by the Chairman of the Board.

- Insider Trading

Directors and Senior Management shall not derive benefit or assist others to derive benefit by giving investment advice on the basis of the access to and possession of insider / price sensitive information about the Company which is not in public domain. Directors and Senior Management shall comply with the code of conduct from prevention of insider trading of the Company.

- Gifts & Donations

Directors and Senior Management shall not receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are likely to obtain business (or uncompetitive) favours or influence any business decision for the conduct of business. Nominal gifts of commemorative nature, for special events / occasions could, however, be accepted or offered.

- Protection of Assets

Protection of the Company's assets is a key responsibility of every person associated with the Company. Directors and Senior Management are not expected to use Company assets for personal gains. Care should be taken to ensure that assets are not misappropriated, loaned to others or sold without appropriate authorization.

- Other Obligations:

The Directors and Senior Management shall,

- Dedicate sufficient time, energy and attention to uplift and better the Company's performance.
 - Endeavor to attend all the meetings (including committee meetings, if any), proceedings and occasions as are required of the person in a constructive and active manner for the benefit, growth and development of the Company.
 - Not make any statement or any other commitment without proper authority or with full knowledge that it is false
 - Never compromise the interest of the Company
 - Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company.
 - Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company and the external environment in which it operates.
 - Seek appropriate clarification and amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company.
 - Where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the meeting.
 - Ascertain and ensure that the Company has an adequate functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
 - Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy.
- Compliance officer

The Company Secretary will be the Compliance officer for the purposes of the Code, who will be available to Directors and Senior Management to answer questions arising out of the Code.

- Annual Review

Directors and Senior Management shall affirm compliance with the Code annually on or before March 31 of every year or such other date as may be determined in this regard. The Corporate Governance Report of the Company shall contain a declaration to this effect signed by the CEO / Managing Director of the Company.

- Amendment to the Code

The Code is subject to modification / amendment from time to time. Any amendment to the provision(s) of the Code must be approved by the Board and communicated to the Directors and Senior Management.

- Waivers

Any waiver of any provision of this Code for a Director or Senior Management must be placed for approval before the Company's Audit Committee of the Board of Directors.

- Violations of the Code

It is ethical responsibility of Directors and Senior Management to abide by and enforce the Code. Any perceived violation of the Code by any Director or Senior Management personnel should be reported in writing (by any employee / party affected adversely) to the Chairman of the Audit Committee in a closed cover addressed to the Compliance Officer. The Board shall take appropriate action against Directors and the Audit Committee of the Board shall take appropriate disciplinary action against Senior Management, who is found to have violated the Code. Such action may be taken in various forms, viz. a verbal warning or written reprimand, dismissal or referral for criminal prosecution or such action as may be deemed fit in the circumstances of each case.