

MRF LIMITED

CODE OF CONDUCT

(Amended with effect from 01-10-2014)

Introduction

This Code of conduct has been framed in compliance with the provisions of Clause 49 of the listing agreement with the stock exchanges. The purpose of this code is to help ensure that the members of the Board, the Senior Management and the employees conduct the business with the highest standards of integrity, honesty, ethics, conduct and governance and also to ensure that they act in an efficient and transparent manner in the conduct of the day to day activities of the organization. It shall be our responsibility to maintain a co-operative, efficient, harmonious and productive work environment in the organization. We therefore shall endeavour to uphold the above in our day to day activities, comply with all applicable policies and procedures and ensure that all adhere to this Code.

Applicability

The Code of conduct shall apply to:

- 1. All the directors of the company.*
- 2. Members of the senior management of the company (i.e., one level below the executive directors).*
- 3. Functional heads in the company.*

The Code

The members of the Board, senior management and the employees of the company must observe and abide with the following code of conduct:

- 1. To act honestly, diligently and in good faith and integrity in all their dealings with the company.*
- 2. To exercise authority and power with due care and diligence whilst discharging their responsibility of office.*
- 3. Not to allow personal interests to conflict with the interests of the company.*
- 4. Comply with all applicable laws and regulations.*
- 5. To observe confidentiality of information acquired in the course of their duties.*
- 6. Use company's property only for official purposes and not for personal gains.*
- 7. Deal fairly with customers, suppliers, employees and other business partners.*
- 8. Supply products and services of the highest quality standard.*
- 9. To maintain high ethical standards.*
- 10. To make proper records of all financial transactions.*
- 11. To always act in the best interests of the company and its stakeholders.*
- 12. To exercise responsibilities with utmost cost consciousness within the organization and shall promote the same.*
- 13. To adhere to the insider trading code of the company*
- 14. To endeavour to attend all meetings of the Board / committee meetings as are required for the benefit, growth and development of the company.*
- 15. Not to accept any gifts / donations / comparable benefits in cash or kind from suppliers / service providers / business partners, etc. However an exception to this may be made for normal entertainment and for non-cash gifts upto a value of Rs 2,000/-*

16. *The directors to inform the Board of changes in their interests that may interfere with their ability to perform their duties, and in case of independent directors impact their independence as a board member.*

*Duties of Independent Directors as laid down in the Companies Act, 2013 is enclosed as an **Annexure**.*

All the members of the Board, Senior Management and the functional heads in the Company shall affirm in writing compliance with this Code on an Annual basis in every financial year.

This Code of conduct was adopted by the Board of Directors at their meeting held on 25-10-2005. The Code was thereafter amended on 23rd July, 2014 to be deemed to come into force with effect from 01-10-2014.

Acknowledgement of receipt of Code of Conduct :

I have received and read the Code of Conduct, I understand the standards contained in the Code and I agree to comply with the same.

.....

Name, Signature and Date

Annexure

Duties of Directors in terms of Section 166 of the Companies Act, 2013:

- a) Subject to the provisions of this Act, a director of the Company shall act in accordance with the Articles of the Company.
- b) A director of the Company shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- c) A director of the Company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- d) A director of the Company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- e) A director of the Company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.
- f) A director of the Company shall not assign his office and any assignment so made shall be void.

Duties of Independent Directors in terms of Schedule IV of the Companies Act, 2013 shall be as under:

The independent director shall—

- (a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- (b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- (c) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (e) strive to attend the general meetings of the Company;
- (f) 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 Board Meeting;
- (g) keep themselves well informed about the Company and the external environment in which it operates;

(h) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

(i) 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;

(j) ascertain and ensure that the Company has an adequate and 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;

(k) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;

(l) acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;

(m) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.