

**ENKEI****ENKEI WHEELS (INDIA) LIMITED
CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT****CODE OF CONDUCT****FOR****DIRECTORS AND SENIOR MANAGEMENT****Preamble:**

This Code of Conduct (the “Code”) helps maintain high standards of business conduct for the Company and ensures compliance with legal requirements under Clause 49 ‘Corporate Governance’ of the Listing Agreement. This code promotes the highest degree of personal and professional integrity, honesty and values into practice. All 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.

With a view to maintain the high standards that the company requires, the following rules / code of conduct should be observed in all activities of the board. The senior management Personnel shall also follow and adhere to Guidelines on Code of Business Conduct & Ethics issued by the Company from time to time.

1. Honesty & Integrity

All directors and senior management shall act their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. All directors and senior management will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Directors will act in the best interests of the Company and fulfill the fiduciary obligations.

2. Conflict of Interest

Directors on the board of the Company and senior management personnel shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or the group.

Conflicts can 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 some of the common circumstances that may lead to a conflict of interest, actual or potential –

- a) They should not engage 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.

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- b) Directors and senior management and their immediate families should not invest in a company, customer, supplier, developer or competitor and generally refrain from investments that compromise their responsibility to the company.
- c) Directors and Senior Management Personnel should avoid conducting company business with a relative or with a firm / company in which a relative / related party is associated in any significant role.

If such related party transaction is unavoidable, it must be fully disclosed to the board of the company.

3. Corporate Opportunities

Directors and Senior Management Personnel shall not exploit for their own personal gain, opportunities that arise through the use of corporate position, information or property unless the same is disclosed in writing to the Board of Directors of the Company.

4. Compliance with Laws, Rules and Regulations

Directors and Senior Management Personnel 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, directors must report any possible violation of law, rules, regulation or the code of conduct to the compliance officer.

5. Other Directorships

The Company feels that serving on the boards of directors of other companies may raise substantial concerns about potential conflict of interest. And therefore, all directors must report / disclose such relationships to the Board on an annual basis. It is felt that service on the board of a direct competitor is not in the interest of the company.

Senior Management must obtain the approval of the Company before accepting a directorship.

6. Insider Trading

The Company has formulated a Code of Conduct for Insider Trading. The Directors and the Management personnel shall comply with the requirements of the said code. Directors and Senior Management shall not directly or indirectly 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. All directors and senior management personnel will comply with the provisions of the SEBI (Prohibition of Insider trading) Regulations as issued by SEBI.

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Any information concerning the company's business, its customers, suppliers etc., which is not in public domain and to which the director or senior management has access or possesses such information, must be considered confidential and held in confidence, unless authorised to do so and when disclosure is required as a matter of law. No director or management personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorised.

8. Gifts & Donations

No director or senior management personnel of the company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favours or influence any business decision for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board annually.

9. Protection of Assets

Protection of the Company's assets is a key responsibility of every person associated with the Company. Directors and senior management personnel must protect the company's assets, labour and information and may not use these for personal use, unless approved by the Board. Care should be taken to ensure that assets are not misappropriated, loaned to others or sold without appropriate authorization. They are responsible for proper use of Company's asset and must safeguard such assets against loss, damage, misuse or theft.

The Company has developed procedures and control for usage and protection of company's asset. All are personally responsible for compliance of the procedures.

10. Annual Review

All directors and senior management personnel shall affirm compliance with the code on an Annual basis.

11. Violations of Code

It is ethical responsibility of every director and senior management personnel to abide by and enforce this Code. The Board of Directors shall take disciplinary action against any director or senior management personnel who is found guilty under the Code is found to violate the Code.



12. Acknowledgement Form

Directors and Senior Management shall annually sign an acknowledgement form appearing at the end of the Code indicating that they have received, read, understood and agree to comply with the Code.

Acknowledgement Form

I have received and read the Code of Conduct for Directors and Senior Management. I agree to abide by and comply with the code.

Signature :

Name :

Designation :

Employee No./DIN :

Date :

ANNUAL AFFIRMATION OF COMPLIANCE
(TO BE SUBMITTED BY 15th APRIL EACH YEAR)

Ido hereby affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Conduct for Directors and Senior Mangers of Enkei Wheels (India) Limited during the financial year ending 31st March 2014.

Name:

Designation:

Signature:

Date:

Place: