

CODE OF CONDUCT

MAN INDUSTRIES INDIA LIMITED

PREAMBLE

This code of Conduct for the members of the Board and Senior Management of the Company helps to maintain the standards of business conduct for MAN and ensures compliance with legal requirements, particularly the requirements under clause 49 of the Listing Agreement with Stock Exchange(s).

The purpose of the code is to deter wrongdoing and promote ethical conduct. The matters covered in this code are utmost importance to the Company, our shareholders and our business partners. Our promise is at the core of Corporate Governance practice in MAN.

APPLICABILITY

The code of conduct is applicable to the following personnel referred to as Officers.

1. Chairman
2. Managing Director
3. The Members of the Board and Audit Committee of the Company.
4. All Members of Senior Management including all Functional Heads.

All the Officers are expected to abide by this code as well as other applicable MAN policies or guidelines, as may be laid down from time to time. Any violation of this code may result in disciplinary action, up to and including immediate termination.

CODE OF CONDUCT IN BRIEF

The code of conduct and ethics may be laid down in brief. The members are advised to read and understand carefully the code of conduct of the Company so as to understand and act in accordance with highest standards of personnel and professional integrity, honesty and ethical conducts.

I. Principle of Professional & Personal Integrity:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Confidential information acquired in the course of one's work will not be used for personal advantage.
- Achieve responsible use of and control over all assets and resources employed or entrusted.

II. Principle of Propriety & Relevance of Information:

- Provide all stakeholders with information that is accurate, complete, objective, relevant, timely and understandable.
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose.

III. Principle of Compliance:

- Comply with rules and regulations of all Public Authorities in all the geographies in which MAN operates.

IV. Principle of Role models of Highest Standards of Corporate Governance:

- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Share knowledge and maintain skills important and relevant to stakeholders' needs.
- Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community.

Acknowledgement of receipt of Code of Conduct of Company and annual affirmation on compliance on the Code of Conduct.

I have received and read the Company's code of conduct. I understand the standards and policies contained in the code of conduct and understand that there may be additional policies are laws specific to my job. I agree to comply with the code. If I have questions concerning the meaning or application of the code, any Company's policies are the legal and regulatory requirement applicable to my job, I know that I can consult the H.R.Department or the Secretarial Department and that my questions or reports to these sources will be maintained in confidence.

Officer's Name & Signature:

Date:

- Note:
1. Please sign and return this form to H.R.Department.
 2. The code of conduct is also posted on the website of the Company viz. www.mangroup.com
 3. In case of any queries, the same may be forwarded at companysecretary@maninds.com or can be addressed to the General Manager-HR of the Company.