



M.K. EXIM (INDIA) LIMITED

CIN: L63040RJ1992PLC007111

Regd. Office: G-1/150, Garment Zone, EPIP, Sitapura, Tonk Road, Jaipur-302022, Rajasthan

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Code of Conduct

The following code of conduct helps the board members and senior management to maintain the high standards that the Company requires.

- 1. Honesty and Integrity:** All directors and senior management shall conduct their activities in accordance with the highest standards of personal and professional integrity, honesty and fairness. All directors and senior management will act in good faith, responsibly, competence and diligence, which are free from any fraud and deception, in the best interests of the Company without indulging their personal interest.
- 2. Conflicts of Interest:** All directors and senior management of the company shall not engage in any business, relationship or activity, which might detrimentally conflict with the interest of the Company. Their duty to the Company demands that they avoid and disclose actual and apparent conflicts of interest. Conflict can arise in many situations and it is not possible to define the every possible conflict situation, set forth, are some of the circumstances that may lead to a conflict of interest, actual or potential. Directors and senior management should not engage in any business or activity that conflicts or prejudicial to the interest of the company which creates conflict in discharging their respective duty towards the company. If any director or senior management officer is considering investing in customer, supplier, developer or competitor of the company, he or she must first take care to ensure that these investments do not compromise on their responsibilities to the company. Directors and senior management should avoid conducting company business with a relative, or with a firm/or company in which a relative is associated in any significant role. If such related party transaction is unavoidable, it must be fully disclosed to the board or to the Managing Director of the Company.
- 3. Compliance:** Directors and senior management must comply with all applicable Laws, rules, regulations and regulatory orders, both in letter and spirit. In order to assist the Company in promoting lawful and ethical behavior, directors and senior management must report any possible violation of Law, rules, regulation or the code of conduct to the Compliance Officer.
- 4. Corporate Opportunities:** Directors and Officers should not exploit for their own personal gain, opportunities that are discovered through the use of corporate property, information

or position unless the opportunity is disclosed fully in writing to the Company Board of Directors and the Board of Directors declines to pursue such opportunity.

5. **Confidentiality of Information:** The Company's confidential information is a valuable asset, Any information concerning the Company's business, its customers, suppliers etc. , which is not in the public domain and to which the directors and senior management have access or possesses such information , must be considered confidential and held in confidence , unless authorized to do so and when disclosure is required as a matter of law . No director or senior management officer shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.
6. **Prevention of Insider Trading:** Directors and senior management officers shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about company, which is not in the public domain and thus constitutes insider information. All directors and senior management officers will comply with the prevention of insider trading guidelines as issued by SEBI from time to time.
7. **Protection of Assets:** The assets of the company should not be misused but employed for the purpose of conducting the business for which they are duly authorized. Directors and senior management officers must protect the company's assets information and not use these for personal use, unless approved by the board.
8. **Gifts and Donations:** No directors and senior management shall receive, offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favors for the conduct of its business. However, nominal gifts, which are customarily given and are of commemorative nature, for special events may be accepted and reported to the board.
9. **Periodic Review:** Once in every year or upon revision of this Code, every director must acknowledge and execute understanding of the code and an agreement to comply. New directors will sign such a deed at the time when their directorship begins.
