

Code of Conduct for Director and Senior Management

Introduction:

This Code of Conduct applies to:

The directors of **Murli Industries Limited**

Personnel of Murli Industries Limited (here in after “the Company”) who are members of its core management team excluding the Board of Directors. It will also apply to all members of management one level below the executive directors including all functional heads hereinafter collectively referred to as Senior Executive; and

Any other employee or officer of the Company who has opportunity to materially influence the integrity, start and operation of the business and financial performance of the Company.

Purpose:

The Purpose of this code of conduct is to:

1. Set the high principles of honesty, integrity, ethical and law abiding behavior expected of directors and Senior Executive;
2. Guide directors and Senior Executive as to the practice necessary to maintain confidence in the Company’s or unlawful behavior;
3. Ensure that the business practice of the Company creates highest level of confidence amongst its standard;

Honesty and Integrity:

- 1.1. The Directors and Senior Management will not discriminate with integrity in all their dealings done for the Company.
- 1.2. The Directors and Senior Management will not discriminate on the grounds of a person’s race, religion, gender, marital status or disability.
- 1.3. Directors and Senior Management will not make promises commitment that the Company does not intend, or would be unable to honour.
- 1.4. Directors and Senior Management shall adhere to the truth and they should not mislead directly or indirectly nor make false statements, nor mislead by omission.

Personal Transaction:

- 1.5. Directors’ and Senior Management’s personal or other business dealings will be kept separate from their dealings as a director or employee of the company.
- 1.6. Directors and Senior Management shall not use the name of the Company to further any personal or other business transactions unrelated to the Company.
- 1.7. Directors and Senior Management shall use goods, services and facilities provided to them by the Company, strictly in accordance with the terms on which they are provided.

Confidentiality of Information:

- 1.8. Directors and Senior Management will ensure that the confidential information relating to customers, employees and Company’s operations is not given either inadvertently or deliberately to third parties, except to the extent necessary for the Company’s business without the consent of the Company.
- 1.9. Directors and Senior Management will not use company’s information obtained by them for personal gain financial or otherwise, nor will that information be used to derive financial or other benefits for any other person or business.
- 1.10. Directors and Senior Management shall respect the privacy of others.

Disclosure of Interests:

- 1.11. Directors and Senior Management shall fully disclose active private or other business interests promptly and any other matters which may lead to potential or actual conflicts of interest with the Company in accordance with such policies that the Directors may adopt from time to time.
- 1.12. Directors’ and Senior Management’s dealings with the Company must always be at arms length to avoid the possibility of actual or potential conflict of interest.

Protection and proper use of assets:

- 1.13. The Company expects every director and Senior Executive to use all reasonable endeavors to protect any company asset and to ensure its efficient use.
- 1.14. A director or Senior Executive may only use a Company asset for example, a product, vehicle, computer or money for legitimate business purposes.
- 1.15. Each director and Senior Executive must immediately report any suspected fraud or theft of a Company asset for investigation.

Compliance with laws, regulations, policies and procedures:

Each Director and Senior Executive must:

Comply with the letter and spirit of any applicable law, rule or regulation;

Comply with the protocols, policies and procedures of the Company, including its corporate Code of Conduct and Code of Conduct for insider trading; and

Encourage other officers and employees to do the same.

Reporting of any illegal or unethical behavior:

Director and Senior Management are encouraged to promptly contact the Chairman of the Board or the Managing Director if any director believes that he or she has observed illegal or unethical behavior by any employee, officer or director or by anyone supposed to be acting on Company's behalf. Any such reports may be made anonymously. Confidentiality will be maintained, to the extent permitted by law.

Payments, Gifts, Entertainment and Travel:

- 1.16. Directors and senior management shall not use their status to seek personal gain from those doing business or seeking to do business with the Company.
- 1.17. Directors and senior management shall not accept any personal gain of any material significance, if offered.
Disciplinary Action: Directors and Senior Management are subject to disciplinary action for violations of this Code of Conduct. Subject to and in accordance with the Company's bylaws, the Board of Directors shall determine the appropriate disciplinary action for violation of this Code of Conduct.
Waivers and Modifications: Waivers of this Code of Conduct will be granted only when determined to be appropriate under the circumstances and in accordance with applicable law and only upon approval by the Board of Directors or an authorized committee thereof. All such waivers will be disclosed to shareholders and the public as and when required by applicable law or regulation. Subject to the foregoing, this Code of Conduct is subject to modification by the Board of Directors at any time in order to ensure continued compliance with applicable laws, rules and regulations.

General:

Every Director shall perform his duties as a Director, including his duties as a member of any committee of the Board of Directors upon which he may serve, in good faith, in a manner he reasonably believes to be in Company's best interests, and with such care as an ordinary prudent person in similar position would use under similar circumstances.