



OCL INDIA LIMITED

ओसीएल इण्डिया लिमिटेड

*** CODE OF CONDUCT**

For

DIRECTORS AND SENIOR MANAGEMENT

OCL India Ltd. ("OCL") is committed to maintain sound standards of Business Conduct and Corporate Governance.

The Board of Directors (the "**Board**") and the senior management of OCL undertake to abide by following Code of Conduct adopted by the Board to the best of their knowledge and belief and affirm compliance with this Code on an Annual basis.

The Code is named as Code of Conduct for The Board of Directors and Senior Management and is framed in terms of Clause 49 of the Listing Agreement with the Stock Exchanges.

APPLICABILITY:

The Code is applicable to all the members of The Board of Directors and Senior Management of the Company. The members of the core management team of the Company excluding Directors shall constitute the Senior Management of the Company.

THE CODE:

Conflicts of Interest: The Directors and Senior Management should take due care in avoiding 'conflict of interest' with the Company. This is an area in which it is impossible to provide comprehensive guidance. The guiding principle is that any event, activity or situation involving 'conflict of interest' coming to their knowledge, should be disclosed to the Company.

Honest and Ethical Conduct: The Directors and Senior Management shall observe high standards of personal and professional integrity, honesty and ethical conduct. They should use powers of their office in good faith and in the best interest of the Company as a whole.

Corporate Opportunities: The Directors and Senior Management have a duty to advance Company's legitimate interest whenever opportunity related to its business arises. Improper use of their position and any information coming to their knowledge by virtue of their position in the Company, knowingly, is prohibited.

Confidentiality: The Directors and senior management shall maintain the confidentiality of confidential information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The Confidential information includes all non-public information (including private, proprietary, and other) that might be of use of competitors or disclosure of which might be harmful to the company or its associates. The use of confidential information for his/her own advantage or profit, knowingly is prohibited.

Transactions in Company's Securities: The Director and Senior Management shall duly comply with the Code of Conduct for Prohibition of Insider Trading.

Protection and Proper Use of Company's Assets: The Directors and Senior Management should protect Company's assets and property. Company's assets should be used only for legitimate business purposes.

Compliance with Laws, Rules, and Regulations: The Directors and Senior Management shall take due care to ensure compliance with all applicable laws, rules, and regulations.

COMPLIANCE WITH CODE OF CONDUCT:

Each Director and Senior Management personnel shall adhere to this code of conduct and affirm compliance with the code on an annual basis as per the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges. Violation of this Code will lead to appropriate action.

* Revised w.e.f. 26.05.2009

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