

***CODE OF CONDUCT FOR BOARD
MEMBERS AND SENIOR
MANAGEMENT PERSONNEL OF:-
ATLAS JEWELLERY INDIA LIMITED
(AJIL)***

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1. Introduction:

The Directors of ATLAS Jewellery India Limited (“ the **Company** ”) adopt this Code of Conduct (the “Directors Code of Conduct”) to assist directors in fulfilling their duties to the Company.

The Directors are entrusted with the responsibility to oversee management of the business and affairs of the Company. As the Company’s policy makers, the Directors set the standard of conduct for all Directors and Senior Management officials of the Company.

2. Applicability:

The Director’s Code of Conduct is applicable to all Board Members and Senior management of the Company.

3. Interpretation:

- 3.1 Company Shall Mean, ATLAS Jewellery India Limited (hereinafter referred to as “**AJIL**”),
- 3.2 Board of Directors shall mean (hereinafter referred to as “**Board**”) in relation to the Company, means the collective body of the directors of the Company.
- 3.3 Chief Executive Officer, means an officer of the Company, who has been designated as such by it.
- 3.4 Chief Financial Officer, shall mean a person appointed as the Chief Financial Officer of the Company.
- 3.5 Executive Director shall mean and include the Company’s Managing Director, and such other directors who are in full time employment of the Company.
- 3.6 Independent Director shall mean a Non-Executive Director as defined in Section 149(5) of the Companies Act, 2013 read with Clause 49 (B) of the Stock Exchange Listing Agreement.
- 3.7 For the purpose of Clause 49 the expression ‘independent director’ shall mean a non-executive director of the company who:
 - a. apart from receiving director’s remuneration, does not have any material pecuniary relationships or transactions with the company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates which may affect independence of the director;
 - b. is not related to promoters or persons occupying management positions at the board level or at one level below the board;
 - c. has not been an executive of the company in the immediately preceding three financial years;

- d. is not a partner or an executive or was not partner or an executive during the preceding three years, of any of the following:
 - i. the statutory audit firm or the internal audit firm that is associated with the company, and
 - ii. the legal firm(s) and consulting firm(s) that have a material association with the company.
- e. is not a material supplier, service provider or customer or a lessor or lessee of the company, which may affect independence of the director;
- f. is not a substantial shareholder of the company i.e. owning two percent or more of the block of voting shares.
- g. is not less than 21 years of age.

3.8 Non –Executive Directors shall mean those members of the Board who are not in whole time employment of the Company.

3.9 Senior Management shall mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally, they would comprise all members of management one level below the executive directors, including all functional heads.

4. Combined Code of Conduct:

The Combined Code of Conduct of the Company is based on the following fundamental principles of Directors and Senior Management Personnel:

4.1 Performance of Duties-

The Directors and Senior Management will exercise all due care and diligence in the performance of their duties of office and will not undertake any activity, which is prejudicial to the interests of the Company. All officers are expected to act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct, while working on the Company's premises, at Company sponsored business and social events, or any other place where Officers represent the Company.

4.2 Conflict of Interest-

Board and Senior Management are expected to act fully in the best interest of the Company. There should not any conflict of personal interests with the organizational interests in any dealing and in any manner whatsoever.

4.3 Confidentiality-

The Board and Senior Management are expected to maintain the highest level of confidentiality of the information which they acquire during the course of their relationship with the Company. They are not expected to use such information for their personal gains/interest.

4.4 Stake Holder Interests-

The Board and Senior Management are expected to recognize that their primary responsibility is to AJIL as a whole. They will ensure and provide all Shareholders/Stakeholders with information that is accurate, complete, objective, timely and understandable.

4.5 Applicable Laws-

Officers must acquire adequate knowledge of all the applicable laws, rules, regulations, orders and notifications under the regulatory framework as applicable to their functions and duties and should follow and comply with the same and avoid any violations, breach or infringement thereof.

4.6 Insider Trading-

Presently Section 195 of the Companies Act 2013 read with SEBI (Prohibition of Insider Trading) Regulations 1992 prohibits any director or Key Managerial Personnel of the Company indulging in “Insider Trading

All Directors/ KMP’s/ Officers /designated employees of the Company (and their dependents) are prohibited from dealing in the company’s shares during the period when the trading window is closed.

You are expected to adhere to the code of conduct for prevention of Insider Trading as stated below:

- a. You are required to comply with the applicable insider trading laws and regulations;
- b. You are required to pre-clear all trades (Buy/Sell/Gift) from the Compliance Officer of the Company;
- c. When the trading window is closed, you shall not trade in the Company’s securities in such period;
- d. As a general rule the Trading Window shall remain closed 4 days before the date of the meeting and open 48 hours after the meeting results/information’s are published;
- e. You are required to check with the Compliance officer the period when the trading window is open for conducting trade in company’s shares;
- f. You are required to forward following details of their Securities transactions including the statement of dependent family members (as defined by the Company) to the Compliance Officer:
 - (i) All holdings in securities of the Company at the time of joining the Company,
 - (ii) Periodic statement of any transactions in securities (quarterly basis) and
 - (iii) Annual statement of all holdings in securities.

4.7 Protection & Proper Use of Company's Assets-

The Company's assets and services are for the conduct of Company's business only. No assets shall be used for any personal or unauthorized use.

The Directors and Senior Management Personnel shall endeavor to protect the Company's assets against loss, theft or other misuse and are responsible for the careful use by them.

The Directors and senior management shall return the company's assets entrusted to them while in office, when they are leaving the services or office of the Company.

4.8 Customer, Suppliers and Stakeholder -

The Company is committed to create value for each of its stakeholders. The Directors and senior management employees shall treat and ensure that the Company's customers, suppliers and stakeholders are treated with respect and dignity. There should not be any coercive measures used while dealing with any of the stakeholders.

4.9 Equal Opportunity Employer -

The Company's employment policies and procedures shall be administered in a manner that ensures equal opportunities to the eligible candidate and the decision is merit based only.

4.10 Policy Against Sexual Harassment -

The Directors and senior management personnel shall strive to maintain a work environment free from sexual harassment, whether, physical, verbal or psychological. Complaints of sexual harassment shall be dealt with, in a very severe manner, especially those related to women employees as mandated under the Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act 2013 in addition to termination and other legal sanctions.

5. Company Social Responsibility, Health and Safety:

The Company recognizes its social responsibilities and aims to improve the quality of life of its workforce, their families and the communities around its operations.

The Company pursues a clear policy dealing with employee practices, their wellbeing and matters related to occupational, health and safety, community involvement as well as customer and supplier relations.

The Directors and senior management employees shall adhere to the policy and ensure its adherence by the Company as a whole.

6. Reporting of Non Compliance:

In case of any non-compliance of any of the provisions of this Code of Conduct, the same shall be reported to the Chairman or Managing Director or Compliance Officer of the Company forthwith.

7. Compliance with Revised Clause 49 of Listing Agreement:

The Board shall ensure compliance with Clause 49 of the Listing Agreement as amended vide circular issued by Securities and Exchange Board of India (SEBI) bearing no. CIR/CFD/ POLICY CELL/ 014 dated April 17, 2014 and effective from October 1st 2014, and ensure:

- a) The Board and Senior Management shall within thirty (30) days of close of every financial year affirm compliance with this Code. The Annual Compliance Report shall be forwarded to the Compliance Officer of the Company;
- b) The Code and any amendments there to shall be disclosed on the web site of the Company;

8. Board Charter and Role of Board of Directors:

8.1 Duties of Directors-

The operations of the Company are managed under the directions of the Board within the framework set by the Companies Act 2013, the Listing Agreements with the Stock Exchanges and the Articles of Association of the Company. The Board is also governed by the Internal Codes /Procedures prescribed within the Company from time to time.

The Board represents and is accountable to the shareholders of the Company. The Board is primarily responsible to provide and evaluate the strategic directions of the Company and management policies and their effectiveness. The Board's responsibilities further include overseeing the functioning of the Company's top management and monitoring legal compliance and the management of risks related to company's operations.

Board Members are expected to act in good faith and with due care and diligence so as to exercise their judgment on an informed basis in what they reasonably and honestly believe to be in the best interest of the Company and its stakeholders.

8.1.1 Statutory Duties:

To ensure compliance with all applicable statutory requirements by the Company and provide necessary directions to the management to take corrective action in case of any violation or defaults;

8.1.2 Fiduciary Duties:

Directors being in a “Position of Trust” are required to act in the best interest of all Shareholders/Stakeholders- which includes

- Duty of Loyalty to Act without Conflict of Interest;
- Duty of Care to take informed decisions;
- Duty to Act in Good Faith in accordance with the Company’s Code & Policies and in accordance with Best Corporate Governance Practices;

8.2 Roles, Duties & Responsibilities of Independent Directors-

The Independent Directors as a member of the Board along with other Board Members shall be collectively responsible for meeting the objectives of the Board which include-

- a) Ensuring compliance with the requirements of the Companies Act 2013;
- b) Fulfilling the responsibility of the Board, as outlines in the Corporate Governance Report as prescribed by Stock Exchanges under Clause 49 of the Listing Agreement;
- c) Accountable for the Director’s Responsibility Statement;
- d) Overseeing the maintenance of high standards and ethical conduct of business;
- e) Protecting and enhancing the ATLAS Brand.

The Independent Director is also expected to abide by the “**CODE FOR INDEPENDENT DIRECTORS**” as provided in Schedule IV to Section 149(8) of the Companies Act, 2013 and duties of directors as provided in the Companies Act 2013, including Section 166 and in Clause 49 of the Listing Agreement.

The independent directors is expected to :-

- i) Help in bringing an independent judgment to bear on the Board’s deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- ii) Bring an objective view in the evaluation of the performance of board and management;
- iii) Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- iv) Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- v) Safeguard the interests of all stakeholders, particularly the minority shareholders;

- vi) Balance the conflicting interest of the stakeholders;
- vii) Determine appropriate levels of remuneration of executive directors, key- managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- viii) Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

The duties of an independent directors shall include:

- i) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- ii) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- iii) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- iv) participate constructively and actively in the committees of the Board in which they are chairpersons or members; strive to attend the general meetings of the company;
- v) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- vi) keep themselves well informed about the company and the external environment in which it operates;
- vii) not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- viii) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- ix) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- x) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- xi) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

- xii) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

9. Review, Amendment & Modification:

This Code of Conduct may be reviewed, amended, modified by the Company's Board as and when required or deemed necessary.

10. Responsibility:

Every Board Member and Senior Management Employee of the Company will be responsible for the observance of this Code of Conduct in both letter and spirit to the extent relevant and applicable to them. Non-compliance with this code invites serious ramifications on to the Company and employee concerned.

Any questions about this Code of Conduct should be referred to the Chairman/Managing Director or to the Compliance Officer of the Company.

11. Outsider's Recourse:

No outsiders will have any right or recourse to any action or claim of whatsoever nature against any of the Directors or Employees for the non-compliance of this Code.

By Order of the Board

For ATLAS Jewellery India Limited

Chandan Mahapatra
CFO & Company Secretary
Date: 7th November 2014