

Annexure –A1

Code of Conduct for all Members of the Board of Directors of Mohindra Fasteners Limited

We the members of the Board of Directors of MOHINDRA FASTENERS LIMITED (MFL) hereby accept and undertake to follow in letter and spirit the Code of conduct as given below :-

1. **Attend all the meetings of the Board/ it's Committees with reasonable regularity;** dedicate sufficient time, energy and attention thereto, and make reasonable enquiries to enable well informed and sound decision making by the Board of Directors.
2. **Act honestly, fairly, and in good faith with due care and diligence** and in team spirit while performing duties and while exercising powers as director in the best interest of the Company.
3. **Respect and ensure compliance** of all the applicable laws of the land and Rules and Regulations thereunder in letter and spirit.
4. **Ensure confidentiality** of information received as Director and disclose it only if authorized by the company or as required by law.
5. **Not to allow personal interest to conflict with the interest of the Company** and not to engage in any activity which is likely to conflict with duty/ responsibility as a Director towards the Company.
6. **Not to make improper** use of information received and not to take advantage of the position as a Director for personal gain.
7. **Limit Directorship** of companies to a number in which he can best devote his time and effectiveness; each director is an own judge of his abilities and how to manage his time effectively in the company in which he holds Directorship.
8. **Not to accept directorship** on the Board of **any other company** that competes with the business of MFL, while being a Director of Mohindra Fasteners Limited.
9. **Not use the assets of the company** for any illegal purpose.
10. **Adopt an objective and positive attitude** and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies.

Place : New Delhi
Date : 28.07.2012

Sd/-
Deepak Arneja
(Managing Director)