



CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

I. Introduction

This Code of Conduct (“the code”) for Board Members and Senior Management helps maintain the standards of managing the affairs of Enterprise International Ltd (“the Company”). The purpose of this Code is to deter wrongdoings and promote ethical conduct. The matters covered in this Code are of utmost importance to the Company and its stakeholders.

The Code is applicable to all the Directors on the Board, CFO and Company Secretary.

Considering the public investments involved ethical conduct of its affairs is important for both the Company as well as the investors. Accordingly, all the Directors on the Board and the Company Secretary are expected to read and understand this Code uphold these standards and comply with all applicable laws, rules and regulations. Each year, as part of annual review, all the Directors on the Board, CFO and the Company Secretary will be asked to sign an acknowledgement indicating their understanding of the Code. A hardcopy of the Code shall be given to all the concerned persons for their preservation and adherence to the Code.

II. Honesty and Integrity

The Company expects all the Directors on the Board, CFO and the Company Secretary to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working for the Company irrespective of their place of work or at any other place where any of the above person is representing the Company in the society. The Company expects honest conduct by all the above persons, free from fraud or deception, confirming to the accepted professional standards of conduct. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

III. Compliance with Governmental Laws, Rules and Regulations

Company Secretary being the Compliance Officer must comply with all applicable governmental laws, rules and regulations as applicable to the Company. Company Secretary being the only officer of the Company shall co-ordinate with the responsible officers to ensure that all Governmental laws, rules and regulations as applicable to the Company are complied with.

IV. Responsibilities pertaining only to the Board Members

Directors are required to review compliance of all applicable laws, rules and regulations, both in letter and in spirit.

Confidentiality of Information – Any Information pertaining to the Company, which is not in the public domain and to which the director has 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 shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

Insider Trading – No director of the Company shall derive any benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, which is not in public domain and considered as ‘insider information.

Gifts and Donations – No Director of the Company shall receive or offer, directly or indirectly, any gifts, donations, remunerations, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain favours or decisions connected with running of the affairs of the Company. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

Periodic Review - The Directors for making suitable amendments should conduct periodic review of the Code.

V. Violations of the Code

The Company will take appropriate action against any violation of the Code. Therefore any non-compliance of Governmental laws, rules and regulations as applicable to the Company, which constitutes violation of the code then disciplinary actions may include immediate termination of service agreement at the Company’s sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible.

VI. Waivers and Amendments of the Code

The Company is committed to continuously reviewing and updating the Code. Any amendment or waiver of any provision of this Code must be approved by the Company’s Board of Directors and promptly disclosed to the persons who are responsible to comply with the Code.