

KAVERI SEED COMPANY LIMITED

Code of Conduct for Board Members and Senior Management

Introduction

- This code of Conduct ("this Code") shall be called "The Code of Conduct for Board Members and Senior Management Personnel" of Kaveri Seed Company Limited (hereinafter referred to as "the Company").
- This code has been framed specifically in compliance with the provisions of Clause 49 of the listing agreement entered into with stock exchanges.
- The purpose of this code is to enhance further an ethical and transparent process in managing the affairs of the Company.
- It has come into force with effect from December 31, 2005.

Definitions & Interpretations

- The term "Board Members" shall mean Directors on the Board of Directors of the Company.
- The term "Whole-time Director" shall be the Directors on the Board of Directors of the Company who are in whole-time employment of the Company.
- The term "Part-time Director" shall mean Directors on the Board of Directors of the Company who are not in whole time employment of the Company.
- The term "Senior Management Personnel" shall mean personnel of the Company in the cadre / designation of Senior Manager and above rank, excluding Board of Directors. Such personnel shall hereinafter treated as members of its core management team.
- The term "Relative" shall have the same meaning as defined in Section 6 of the Companies Act, 1956.

Applicability

- This code shall be applicable to the following persons:
 - a) All whole-time Directors including the Chairman of the Company.
 - b) All part-time Directors.
 - c) All Senior Management Personnel.

Conflicts of Interest

- The Directors and senior management should be scrupulous in avoiding 'conflicts of interest' with the Company. This is an area in which it is impossible to provide comprehensive guidance but the guiding principle is that any event, activity or situation involving conflict or potential conflict of interest must be disclosed to Board for guidance and appropriate action.

Honest and Ethical Conduct

- The Directors and senior management shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct and use their powers of office, in good faith and in the best interests of the Company as a whole.

Corporate Opportunities

- The Directors and senior management owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises and are expressly prohibited from improper use of information/property or taking improper advantage of their position.

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 is also prohibited.

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 endeavor to ensure compliance with all applicable laws, rules, and regulations applicable to the Company. Transactions, directly or indirectly, involving securities of the Company should not be undertaken without complying with Code of Conduct for Prohibition of Insider Trading.

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.