

CODE OF CONDUCT

Introduction:

This Code of Conduct for the Board of Directors of **Kusam Electrical Industries Limited** (Company) is been introduced to ensure that the business of the Company is conducted with the highest standards of ethics and values in accordance with the applicable laws, regulations and rules.

This Code of Conduct is being adopted by the Company to comply with the applicable clauses of the Listing Agreement entered into with the Bombay Stock Exchange with whom the securities of the Company are listed.

The Board of Directors of the Company has approved the Company's Code of Conduct in the Board Meeting held on 30th December, 2013 and this Code shall come into force with immediate effect. All the Directors shall sign and acknowledge the acceptance of Code of Conduct as per the format provided below. The said acceptance shall form part of the Board records and the Directors shall hereinafter, on an annual basis sign the acknowledgement indicating their continued commitment to the said Board.

1. This Code of Conduct divided into Part A: applicable to the Directors and Part B: applicable to the Senior Management Personnel of the Company.
2. For the purpose of this Code, "Directors" shall mean all the Directors on the Board of Directors of the Company and "Senior Management" shall mean personnel of the Company who are members of core Management excluding Board of Directors. Normally this would comprise all members of Management one level below the Executive Directors including all functional heads reporting to the Managing or Executive Directors.
3. Philosophy

Basic philosophy of the Code of Conduct has been guided by the practices of good Corporate Governance followed by the Company. The core values of the Company are :-

- Commitment to excellence
- Integrity including intellectual honesty, openness, fairness and trust.
- Care for people
- Dynamic and successful business organization.
- A Socially-valued Enterprise.
- Business integrity

