

VTM LIMITED

CODE OF BUSINESS CONDUCT AND ETHICS OF BOARD & SENIOR MANAGEMENT

PHILOSOPHY OF CODE OF GOVERNANCE

VTM Limited (VTM) truly believes in independence, responsibility, transparency, accountability and code of ethics, which are the basic tenets of corporate governance. VTM always seeks to achieve optimum performance at all levels in adopting and adhering to best corporate governance practices. VTM has always focused on corporate governance as a means to maximize long term stakeholders' value through disciplined growth and value creation.

CODE

This code of business conduct and ethics helps to ensure compliance with legal requirements and standards of business conduct. The board of directors (the board) has adopted a code of business conduct and ethics (the code) for all board members and senior management personnel viz., all members of management one level below executive directors, including all functional heads. Every board member and senior management personnel is expected to read and understand this Code and its application to the performance of his or her duties, functions and responsibilities.

COMPLIANCE OFFICER

Company Secretary is the compliance officer for the purpose of this code. The compliance officer shall refer to the chairman of the board any complaint received for necessary action.

HONESTY & INTEGRITY

All board members and senior management personnel shall:

- *Conduct their activities, on behalf of VTM and on their personal behalf, with honesty, integrity and fairness;
- *Act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgement to be subordinated;
- *Act in the best interest of VTM, it's various stakeholders including VTM shareholders;
- *Not engage in conduct likely to bring discredit upon VTM; and
- *Comply with every provision of this Code.

CONFLICT OF INTEREST

All board members and senior management personnel shall not engage in any business, relationship or activity, which may be in conflict of interest of VTM or the group companies. Any question therefore about a board member's or senior management personnel's actual or potential conflict of interest with VTM should be brought promptly to the attention of the Chairman of the board who will review the question and determine a proper course of action including whether consideration or action by the full board is necessary. Directors and senior management personnel involved in any conflict or potential conflict situations shall exclude themselves from any discussion or decision relating thereto.

FAIR DEALING

All board members and senior management personnel should deal fairly with VTM's customers, suppliers, competitors, officers and employees. No board member or senior management personnel may take unfair advantage of VTM's customers, suppliers, competitors or employees through manipulating, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. Gift or entertainment in any form that is likely to result in a feeling of expectation of Personal obligation should not be accepted or extended.

CORPORATE OPPORTUNITIES

All board members and senior management personnel shall not exploit for their own personal gain opportunities that are discovered through the use of VTM property, information or position unless the opportunity is disclosed fully in writing to the board and the board declines to pursue such opportunity.

CONFIDENTIAL INFORMATION

All board members and senior management personnel shall maintain confidentiality of information (price sensitive or otherwise) they receive while being in office of VTM and ensure always information security policy of VTM.

CONFIDENTIAL INFORMATION OF OTHERS

VTM is required to abide by the terms of the relevant non-disclosure agreement and limit its use to the specific purposes for which it was disclosed and to disseminate it only to others with a need to know the information. All board members and senior management personnel shall not attempt to obtain a competitor's confidential information by improper means.

PROTECTION OF ASSETS

The board and senior management personnel shall endeavour their best to protect VTM's assets and shall not use the same for personal benefit, under any situation unless approved by the board.

REGULATIONS

All board members and senior management personnel shall comply with all applicable laws, rules, regulations and guidelines, including obligations under take-over and insider trading regulations and shall report actual non-compliances, if any, of law, this code, or other VTM policies or procedures to the board.

As a public company, it is of critical importance that VTM's filings with the Securities and Exchange Board of India, the Reserve Bank of India and/or the concerned Stock Exchange(s) on which the securities of VTM are or may be listed be full, fair, accurate, timely and understandable. All board members and senior management personnel may be requested to provide, information necessary to ensure that VTM's published reports meet these needs.

WAIVER

Waiver of this code in any respect may be made only by the board and will be publicly disclosed if required by any applicable laws or regulation. Having regard to business practices, board will review or revise the code as it deems necessary.

AFFIRM COMPLIANCE

All board members and senior management personnel shall affirm compliance with the code on an annual basis.

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