

ACCEL FRONTLINE LIMITED

CODE OF CONDUCT FOR SENIOR MANAGEMENT PERSONNEL

INTRODUCTION:

This code of conduct (CODE) for the Senior Management Personnel of Accel Frontline Limited (Company) is being 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 is being adopted by the Company to comply with the applicable rules & regulations of the Listing agreement with the Stock Exchanges with whom the Securities of the company are proposed to be listed.

This CODE shall come into effect from April 20, 2006 and all the Senior Management Personnel shall sign and acknowledge the acceptance of the CODE as per the format provided below. The said acceptance shall form part of the Board records and the Senior Management Personnel shall hereinafter, on an annual basis sign the acknowledgement indicating their continued commitment to the CODE.

DEFINITION:

Senior Management Personnel of the company are members of the Core Management Team excluding the Board of Directors and would comprise of all Heads of Various Divisions of the company, which are considered as Profit Centers.

CODE OF CONDUCT:

The Senior Management Personnel shall act within the authority conferred on them, keeping the best of interests of the company and:

1. Shall act with utmost care, skill, diligence and integrity.
2. Shall act in good faith and shall fulfill all fiduciary obligations without compromising on their individual judgment.
3. Shall not take a decision when, on a subject matter of decision, there arises or likely to arise, a conflict of interest.

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4. Shall avoid, and in case it is not possible, to make necessary disclosures to the Board of Directors in case of a personal interest on all financial and commercial matters where a decision rests with them.
5. Shall not enter into any business transaction with his relatives or a corporate body in which his /her relative holds 2% or more of paid up share capital, without the previous written approval of the Chairman & Managing Director.
6. Shall avoid such contractors or suppliers who are capable of compromising on the ability to transact business on a professional, impartial, and competitive basis that are detrimental to the interests of the company.
7. Shall not hold any position or job or engage in outside business or other interests that are detrimental to the interests of the company.
8. Shall not exploit for their own personal gain, opportunities that are discovered through the use of corporate property, information or position, unless such a fact is brought to the Notice of the Chairman & Managing Director of the Company and the Board of Directors have specifically allowed him /her to use the opportunity.
9. Shall not seek, directly or indirectly any favour including gifts from anyone having business dealings with the company.
10. Shall not make any statement, which has the effect of criticising the management policies or their actions, which are capable of affecting the relationship of the company with the Government or any of its business associates including its stakeholders.
11. Shall not commit any offence, which involves moral turpitude.
12. Shall comply with all laws, rules and regulations relating to the business of the company.
13. Shall not hold any Directorship or office of place of profit with any of the corporate bodies that has same or similar objectives of the company or is considered to be a competitor, without the approval of the Chairman & Managing Director.

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14. Shall comply with the code of Internal Procedures and conduct of prevention of Insider trading in dealing with the securities of the company.
15. Shall not disclose any unpublished Price sensitive information to Stock Exchanges, analysts, Financial Institutions, shareholders, media, general public etc without the prior approval of the Chairman & Managing Director in writing, unless
 - a) such disclosures are required to be made pursuant to some law or regulation in force,
 - b) authorised to be disclosed pursuant to any decision by the Board or its committees
 - c) which information is already part of a public domain at the time of disclosure
16. Shall disclose all related party transactions to the Chairman & Managing Director as per approved formats
17. Shall take care of all properties including information and intellectual properties that are entrusted to them with utmost care and diligence and not to use for any personal gain.

NON-COMPLIANCE:

In case of any breach of the CODE, the Chairman & Managing Director shall deal the same according to the rules of the company.

WAIVERS

The Board of Directors at their meetings must approve all amendments or waiver of any of the provisions of this CODE.

PLACEMENT OF THE CODE OF CONDUCT ON WEBSITE

Pursuant to Clause 49 of the listing agreement, this CODE and any amendments thereto shall be hosted on the Website of the Company.

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AUTHORITY FOR ISSUE OF CODE OF CONDUCT.

The Board of Directors at their meeting held on April 20 2006 has approved this code of conduct. This document will be continuously reviewed and updated by the Board and therefore is subject to modifications. Such modifications shall be placed in a Board Meeting and the approval of the majority of Directors present at the meeting shall be obtained and communicated in writing to all the Senior Management Personnel.

ANNUAL COMPLAINE REPORT

In terms of Clause 49 of the listing agreement, all the Directors shall affirm compliance of this CODE within 30 days from the end of the financial year. The annual report of the company shall contain a declaration signed by the Chairman and Managing Director as per the Annexure 1. The annual Compliance report shall be forwarded to the Company Secretary. If any Senior Management Personnel resigns during a financial year, he/ she shall send a communication to the Company Secretary affirming compliance of the Code till his / her date of his association with the Company.

LETTER OF ACCEPTANCE.

All Senior Management Personnel shall give their acceptance to this CODE as per format given in the Annexure2.

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Annexure 1.

Annual Compliance Report*

I,do hereby solemnly affirm that to my best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR SENIOR MANAGEMENT PERSONNEL during the financial year ending 31st March.....

SIGNATURE

NAME

DESIGNATION

DATE

PLACE.

- **TO BE SUBMITTED BY APRIL 30 OF EACH YEAR.**

Annexure 2

CODE OF CONDUCT FOR SENIOR MANAGEMENT PERSONEL.

ACKNOWLEDGEMENT FORM

I have received and read the Company's Code of Conduct for the Senior Management Personnel (CODE). I have understood the provisions and policies contained in this CODE and I agree to comply with the same.

Signature

Name:

Designation:

Date:

Place: