LINCOLN INDUSTRIES LIMITED

Regd. Off: P-36, India Exchange Place Extn. Room No. 43, 2nd Floor, Kolkata- 700 001

CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNNEL

Philosophy

It has been long pursued policy and commitment of LINCOLN INDUSTRIES LIMITED (LIL) to adhere to highest standards of integrity, Professional, and financial and business ethics in the operation of its business. We believe that this organization has been handed to us by the various stakeholders in trust and we as professional managers are the trustees of those stakeholders. It is therefore our responsibility to ensure that the organization is managed in a manner that protects and furthers the interests of our stakeholders.

Applicability

The Code of Conduct shall apply to:

all Directors of the company, whether executive or non-executive including Independent directors and nominee directors;

all executives of the Company from the rank of General Manager and above;

all executives of the Company, reporting directly to the Managing Director irrespective of their grade.

The Code

All Directors and Senior Management Executives -

I. Conflict of Interest

shall avoid situations in which their personal interest could conflict with that of the company

shall disclose to the appropriate authority all cases of conflict of interest or potential conflict of interest between the person and the Company.

shall neither directly or indirectly, give any official favours for personal purposes nor spend any money of the Company for personal purposes.

II. Confidentiality /Publicity
shall respect of the confidentiality of data made available to them from time to time. Such respect for confidentiality shall also continue after such person ceases to hold office as Director or serve the organization.

Shall not give any statement detrimental to the interest of the Company to the press or any other form of media.

III. Legal Compliance
shall adhere to the Insider Trading Code of the Company

shall take every reasonable step to ensure adherence to the laws of the land.

IV. Gender Friendly Environment
shall help promote equality of gender, class and caste in so far as the same relates to the activities of the Company.

Shall encourage women employees to report any harassment concerns and be responsive to any complaints of harassment or other unwelcome and offensive conduct.

V. Social Responsibility
shall in their decisions respect the necessity of protecting the environment consistently with the need of sustainable development.

VI. Cost Consciousness
shall exercise their responsibilities with utmost cost consciousness within the organization and shall promote the same.

shall not use any facility of the Company for their personal use except when such facility has been provided for personal use by policy or specific permission.

VII. Transparency and Accountability
shall be transparent in all their dealings except in cases where the needs of business security dictate otherwise and shall hold themselves accountable to the appropriate authority/body.

VIII. Dealings with People in the Organisation
shall practice and encourage the spirit of productive debate and discussion among the employees and with the Board as the situation may warrant.

shall not show disrespect to their superior officers or to the authority of the Board

shall not engage in misinformation, disinformation or personal vilification or victimization of any employee or stakeholder.

shall uphold the values of trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self respect and human dignity.

IX. Relationship with Suppliers and Customers

shall never compromise with the interest of the company in all their dealings with suppliers and customers.

shall not accept gifts and presents of more than Rs.1000/- or receive gratuitous or other payments or treatments from suppliers or customers which could lead to compromising the company's interest.

X. General

shall at all times make an endeavour to attend such meetings/ occasions including Board and Committee meetings as are required of the person for the benefit, growth and development of the Company.

shall dedicate sufficient time, energy and attention to the company to ensure diligent performance and be aware of and seek to fulfill his or her duties and responsibilities as set forth in the company's Memorandum & Articles of Association and Corporate Governance Guidelines.

shall not use abusive or offensive language at the workplace or any such location connected to official business.

shall not illegally withhold any property or documents of the company and should ensure protection of the same at all times.

shall not knowingly suppress a material fact, which can be detrimental to the interest of the company, from the appropriate authority/body.

shall not make any statement, verify any return or form, containing any particulars, knowing it to be false.

shall practice a conduct of giving highest respect to humans and human values and must promote the same.