

CODE OF CONDUCT

FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

Introduction

This Code of Conduct ("this Code") shall be called "The Code of Conduct for Board Members and Senior Management Personnel" of FRONTIER CAPITAL LIMITED (hereinafter referred to as "the Company").

Definition & Interpretation

The term "Board Members" shall mean Directors on the Board of Directors of the Company. In these code words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa.

Applicability

This code shall be applicable to the following persons: A. All Directors. B. All Senior Management Personnel (i.e. all officials above Grade "M")

Key Requirements

The Board Members and Senior Management Personnel must act within the authority conferred upon them and in the best interests of the Company and observe the following code of conduct:

A. Honesty & Integrity

All Directors and Senior Managers shall conduct their activities with honesty, integrity and fairness. All Directors and Senior Managers shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Directors shall act in the best interests of the Company and fulfill the fiduciary obligations.

B. Conflict of Interest

Directors on the Board of the Company and Senior Managers shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the Board of Directors and the approval of the Board is required to be obtained.

C. Other Directorships

The Company feels that serving on the Board of Directors of other Competitor Companies may raise substantial concerns about potential conflict of interest and therefore, all Directors must report / disclose such relationships to the Board on an annual basis.

D. Confidentiality of Information

Any information concerning the Company's business, its customers, suppliers etc., which is not in the public domain and to which the Director or Senior Manager has access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law.

E. Protection of Assets

Directors and Senior Managers must protect the company's assets and Information and may not use these for personal use, unless approved by the Board. F. Periodic Review Once every year or upon revision of this Code, every Director must accord consent to comply and the Senior Manager must give an undertaking for compliance of the same. New Directors to accord consent while joining the Board and New Senior Managers will give an undertaking at the time when their employment begins.

Enforcement of Code of Conduct

Each Board Member and Senior Management Personnel shall be accountable for complying with this code. 5.2. Penalty for breach of this code by Senior Management Personnel / the Board of Directors shall be determined by the Audit Committee of the Board of Directors.

Waiver and Amendments of the code

The provisions of this code can be amended by the Board of Directors of the Company from time to time