

CODE OF ETHICS AND BUSINESS CONDUCT.

Introduction.

Our company is committed in conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. Ethical business conduct is critical to a business. Accordingly, Officers of the Company are expected to read and understand this Code, uphold these standards in day-to-day activities, and comply with: all applicable laws; rules and regulations and all applicable policies and procedures adopted by the Company that govern the conduct of its employees. This code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. Each Director, officer and employee is expected to comply with the letter and spirit of this Code.

Nothing in this code of business conduct and ethics, in any company policies and procedures, or in other related communication (verbal or written) creates or implies an employment contract or terms of employment.

The Board of Directors will approve this code and it would be applicable to each Director as soon as the Board approves it. However, in case of executives and officers of Garden they should sign the acknowledgment form at the end of this Code and return the form to the HR department indicating that they have received, read and understood, and agreed to comply with the Code.

Conflicts of Interest - A conflict situation can arises :

- a. When an employee, officer, or director takes action or has interests that may make it difficult to perform his or her work objectively and effectively,
- b. The receipt of improper personal benefits by a member of his or her family as a result of one's position in the Company,
- c. Any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company,
- d. The receipt of non-nominal gifts or excessive entertainment from any person/company with which the Company has current or prospective business dealings,
- e. Any significant ownership interest in any supplier, customer, development partner or competitor of the Company,
- f. Any consulting or employment relationship with any supplier, customer, business associate or competitor of the Company.

The directors, officers and employees should be scrupulous in avoiding 'conflicts of interest' with 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 or any Committee / officer nominated for this purpose by the Board and a prior written approval should be obtained.

Honest and ethical conduct

All Officers are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working on the Company's premises, at Company sponsored business and social events, or at any other place where Officers represent the Company.

Honest conduct is understood as such conduct that is ethical, free from fraud or deception and conforming to the accepted professional standards. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

Corporate opportunities:

Directors, employees, and officers are expressly prohibited from competing directly with the business of the company or with any business that the company is considering. They may not exploit for their personal gain opportunities that are discovered through the use of corporate property, information of position unless the opportunity is disclosed fully in writing to the company's board of directors and the board declines to pursue such opportunity.

Confidentiality.

The company's confidential information is a valuable asset. The Confidential information includes all non-public information (including private, proprietary, and other) that might be of use to competitors or harmful to the Company or its associates. The directors, officers and employees shall maintain the confidentiality of confidential information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The use of confidential information for his/her own advantage or profit is also prohibited.

Protection and proper use of company's assets:

Protecting the company's assets is a key fiduciary responsibility of every employee, agent and contractor. All company's employees, agents or contractors are responsible for the proper use of company's assets, and must safeguard such assets against loss, damage, misuse or theft. Theft, carelessness, and waste of the Company's assets and property have a direct impact on the Company's profitability. Company's assets should be used only for legitimate business purposes.

Disclosure

Our policy is to provide full, fair, accurate, timely, and understandable disclosure in reports and documents that are filed with, or submitted to any outside agency and in our other public communications. Accordingly, the Officers must ensure that they and others in the Company comply with company's disclosure controls and procedures, and our internal controls for financial reporting.

Compliance with Laws, Rules, and Regulations:

The Directors, officers and employees shall comply with all applicable governmental laws, rules, and regulations. They must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers, and to know when to seek advice from the concerned department. Any director, officer or employee who is unfamiliar or uncertain about the legal rules involving Company business conducted by him/her should consult the legal department of the Company before taking any action that may jeopardize the Company or that individual. Transactions, directly or indirectly, involving securities of the Company should not be undertaken without pre-clearance from the Company's compliance officer. Officers must comply with company's internal policies.

Violation of the code of conduct:

The matters covered in this code of ethics and business conduct are of utmost importance to the company and are also essential to the company's ability to conduct its business in accordance with its stated values. If any director, officer or employee who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, he/she must immediately report the same to the Board of Directors or any designated person/committee thereof.

Violations of this Code of Ethics will result in disciplinary action, which may even include termination of services of the employee. The Company's Board or any Committee/person designated by the Board for this purpose shall determine appropriate action in response to violations of this Code of Ethics. The Company recognizes that resolving such problems or concerns will advance the overall interests of the Company that will help to safeguard the Company's assets, financial integrity and reputation.

Interpretation, amendment and waiver of the code:

Any question or interpretation under this Code of Ethics and Business Conduct will be handled by the Board or any person /committee authorized by the Board of the Company. We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to modification. Any amendment/ inclusion of any provision of this Code must be approved by the Company's Board of Directors. The person-seeking waiver of this Code shall make full disclosure of the particular circumstances to the Board or the designated person/ committee.
