

## CODE OF CONDUCT

*Pursuant to the provisions of clause 49 of the Listing Agreement with the Stock Exchanges, a "Code of Conduct" reflecting its underlying core values, commitment to personal integrity, respect for the individual, transparency, fairness, accountability and pursuit of excellence has been prepared.*

*In compliance with the above this Code of Conduct for Board Members and Senior Management Personnel has now been framed.*

*The purpose of this Code is to promote ethical conduct and transparent process in managing the affairs of the Company.*

### Definition and Interpretation

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

The term "**Board Members**" shall mean the Directors on the Board of Directors of the Company.

The term "**Senior Management Personnel**" shall mean personnel of the company who are members of its core management team and presently this would comprise all members of the management one level below Board of Directors of the Company.

The term "**Relative**" shall mean 'relative' as defined under the Companies Act, 1956. (Refer Appendix-I)

The term "**Compliance Officer**" shall mean the Company Secretary or any other officer designated by the Board of Directors of the Company for the purpose of this Code.

The term "**the Company**" shall mean Polylink Polymers ( India ) Limited.

### Code of Conduct for Directors and Senior Management

#### 1. Introduction

- Polylink Polymers (India) Limited (the Company) is committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. This code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanism to report unethical conduct and to help foster a culture of honesty and accountability. Each Director and Senior Official is expected to comply with the letter and spirit of this Code.
- A Director and Senior Official must not only comply with applicable laws, rules and regulations but should also promote honest and ethical conduct of the business. They must abide by the policies and procedures that govern the conduct of the Company's business. Their responsibilities include helping to create and maintain a culture of high ethical standards and commitment to compliance and maintain a work environment that encourages the stake holders to raise concerns to the attention of the management.
- This Code of Conduct has been adopted by the Company to comply with the applicable rules of stock exchanges where securities of the Company are listed.

## **Guideline for Conduct**

Each Director should seek to use due care in the performance of his/her duties, be loyal to the Company, act in good faith and in a manner such Director reasonably believes to be not opposed to the best interest of the Company. A Director should seek to:

- Make reasonable efforts to attend Board and committee meetings;
- Dedicate time and attention to the Company; and
- Seek to comply with all applicable laws, regulation and confidentiality obligations and corporate policies of the Company.

## **Conflicts of Interest**

A conflict situation can arise:

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

The Directors and Senior Official 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 facts and circumstances whereof to the Board of Directors or any committee/officer nominated for the purpose by the Board and a prior approval should be obtained.

## **Share Dealing & Insider trading**

No Board Member should make appropriate disclosure of interest wherever required. Officers should avoid conducting company business with relative, or with a business in which a relative is associated in any significant role.

## **Compliance with all applicable Laws, Rules & Regulations**

Board Members and Senior Management Personnel must comply with all applicable Laws, Rules & Regulations, any non compliance in this respect may give rise to appropriate disciplinary action, as per the laws.

## **Disclosure**

Board Members shall make appropriate and timely disclosures as required under the Provision of the Companies act, 1956 Listing Agreement, Insider Trading Code of the Company and all other applicable Laws, Rules & Regulations as applicable from time to time.

## **Quality of Treatment**

Our Company is committed to the Principles of equal opportunity, equality of treatment and creating a dynamic climate where diversity is valued as a source of enrichment and opportunity.

Board Members and Senior Management Personnel are expected to take personal responsibility for upholding company's standard by treating with dignity and respect all job applicants, fellow employees, customers and any other individual associated with the company.

## **Books and Records**

It is the responsibility of each Director to ensure that our books and records are accurate so that they reflect the true and fair view of company's business. While preparing records emphasis will be laid on compliance with all applicable Laws, Rules and Regulations, Accounting Standards and Practices.

## **Information Technology and Network Security**

- Computer System s, Software and the network information are vital and must be used as intended. These must be used responsibility and only for legitimate purpose. For intense, the network IDs and Password should not be revealed to unauthorized users,
- Unauthorized communication of information,
- No Board Member and Senior Management Personnel shall, except in the ordinary course of his duties , give or cause to be given any advice on matters relating to the activities of the company or its subsidiary.

## **Enforcement of Code of Conduct**

- The compliance officer shall oversee the compliance of this Code.
- Each Board Member and senior Management personnel shall be accountable for fully complying with this Code

## **Amendment of the Code**

The Provision of this Code can be amended/ modified by the Board of Directors of the Company from time to time and all such amendment/modifications shall take effect from the date stated therein.

## **Placement of code of conduct**

Pursuant to Clause 49 of the Listing Agreement, this Code / amendments if any, shall be posted on the website of the Company.

### **Annual Compliance Reporting**

In term of Clause 49 of the Listing Agreement, all Board Members and Senior Management personnel shall affirm compliance with this Code within 30 days of close of every financial year. The annual Compliance Report shall be forwarded to the Compliance Officer of the Company.

### **Penalty for contravention of Code of Conduct**

- Any Designated Employee/Officer/Director who trades in securities or communicates any Price Sensitive Information for trading in securities, in contravention of the Code of Conduct would be penalized and appropriate action would be taken as decided by the Company.
- Designated Employees/Officers/Directors of the Company who violate the Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in ESOP's, etc.
- The action taken by the Company shall not preclude SEBI from taking action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 1992.

### **Acknowledgement of the Receipt of the Code:**

All Board Members and senior Management Personnel shall acknowledge the receipt of this code in the acknowledge and it shall be the duty of the Compliance officer of thee Company to circulate this code/ amended Code to the Board Members including new Directors at the time of their appointment and senior management Personnel.

**ACKNOWLEDGEMENT**

I, \_\_\_\_\_, have read and understood the Company's Code of Conduct for the Board of Directors and the Senior Management Personnel s.

I hereby undertake to comply with the standard and policies contained in the code and other policies and rules specific to my responsibilities to the company.

Signature

Date :

Place :

Please sign the form and Return to the Company Secretary

To,

The Compliance Officer  
Polylink Polymers (India) Limited  
506, Saffron Building,  
Near Center Point, Ambawadi,  
Ahmedabad-380006

Dear Sir,

I, \_\_\_\_\_ being a member of the Board of Directors /Senior Management of **Polylink Polymers (India) Limited** (The Company) hereby acknowledge, confirm and certify that :

- i. I am aware of the Code of Conduct for Directors and senior Management of the Company;
- ii. The Said Code has been and is applicable to my function as a member of the Board of Directors/ Senior Management of the Company.
- iii. During the Financial Year 2010-11 I have complied with the provision of the said Code.
- iv. I am not aware of any non-compliance with the said Code.

**Signed:**

**Name:**

**Designation:**

**Date:**

**Place:**