

CORPORATE GOVERNANCE

CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT PERSONNEL

The Code of Conduct for Directors (Code) has been made in line with the requirement of clause 49 of the Listing Agreement and good Corporate Governance practice. Prima Plastics Limited (hereinafter referred to as "Company") is committed to maintaining the highest standards of ethical conduct. This Code reflects the principles of behaviour that support this commitment. The Board of Directors is responsible for setting the standards of conduct contained in the Code and for updating these standards as appropriate in accordance with the legal and regulatory requirements. Each Director and Senior Management has to read and understand this Code and its application to the performance of his or her responsibilities. As per the requirement of Securities and Exchange Board of India / Companies Act, each Director and Senior Management Personnel is accountable for adherence to this Code.

1. Definitions:

- (i) Board or Board of Directors or Directors shall mean and include all the Directors, on the Board of Directors of the Company for the time being whether, Executive or non-Executive or whether the Director is Independent or non-Independent and, for the purpose of applicability of the Code, includes Senior Management Personnel.
- (ii) Senior Management Personnel : shall mean all Executives (other than Directors) of the Company who are part of the core management team and include all functional Heads, as may be decided by the Company.
- (iii) Company or PPL shall mean Prima Plastics Limited.

2. Applicability:

This Code is applicable to all Directors and Senior Management Personnel. The Code may be modified, changed, altered or amended from time to time.

3. Compliance with the code:

Every Director and Senior Management Personnel has to affirm the compliance with the Code on annual basis, which shall form the basis for the certification by Managing Director in the Annual Reports of the Company.

4. Compliance Officer:

The Company has designated a Senior Managerial Personnel as its Compliance Officer to administer this Code. Directors, at their discretion, may make any report or complaint provided for in this Code to the Managing Director or to the Compliance Officer. The Compliance Officer will refer complaints submitted, as appropriate, to the Managing Director.

5. Compliance With Applicable Laws:

All the Directors must comply with all of the laws, rules, and regulations applicable to the Company and its business.

This Code does not summarize all laws, rules, and regulations applicable to the Company or its business. Directors should consult with the Managing Director or the Compliance Officer if they have questions about laws that they think may be applicable to the Company.

6. Conflicts Of Interest:

A "conflict of interest" may exist whenever the interests of a Director conflict in any way (or even appear to conflict) with the interests of the Company. While the Directors should be free to make personal investments in accordance with the Company's Code of Insider Trading, they must not have any interests that adversely influence the performance of their responsibilities. A conflict situation can arise when a Director takes actions or has interests that may make it difficult to perform his or her Company responsibilities objectively. Conflicts of interest also may arise when a Director, or a member of his or her family, receives improper personal benefits as a result of his or her relation with any business entity whether received from that entity or a third party. Gifts above a value of Rs. 5,000/-, or loans to, or guarantees of obligations of, Directors, or their family members from such third parties may create conflicts of interest. Except as may be approved by the Board, Directors are prohibited from (a) taking personal benefits by depriving any opportunities that belong to the Company or (b) competing with the Company. (c) using corporate property, information, or position for personal gain. It is the Company's policy to prohibit such conflicts, which at many times may not be clear-cut. If the Directors have a question, in respect of a situation they are requested to consult the Managing Director or the Compliance Officer. Any Director who becomes aware of a conflict or potential conflict should bring it to the attention of the Managing Director or the Compliance Officer.

7. Confidentiality:

All Directors must maintain the confidentiality of confidential information entrusted to them by the Company. The Directors shall not disclose such information to any third party, except when the Company authorizes disclosure or when such disclosure is needed under any legal requirements. The term "confidential information" includes, but is not limited to, non-public information that might be of use to competitors of the Company, or harmful to the Company or its customers if disclosed. Whenever required, Directors should consult the Managing Director or the Compliance Officer if they believe they have a legal obligation to disclose confidential information.

8. Fair Dealing:

In accordance with the assigned functional responsibilities, each Director should deal fairly with the Company's customers, suppliers, competitors, officers, and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice. Inappropriate use of proprietary information, misusing trade secret information or inducing such disclosures by past or present employees is prohibited. Under the Companies Act, a Director must perform his or her duties in good faith, acting honestly, free from the intention to defraud.

9. Protection And Proper Use Of Company's Assets:

All Directors should perform their duties in a manner that protects the Company's assets and ensures their efficient use. All Company's assets should be used for its legitimate business purposes.

10. Complaints:

The Compliance Officer (CO) is responsible for instituting appropriate procedures for the receipt, retention, and treatment of complaints. Compliance Officer is a permanent invitee to the Audit Committee meetings. Directors who have concerns or complaints regarding any matters are requested to send their concerns or complaints to the Managing Director or Compliance Officer who shall treat such complaints as confidential.

11. Reporting Any Illegal Or Unethical Behaviour:

All Directors are requested to promptly contact the Managing Director or the Compliance Officer if it is believed that he or she has observed illegal or unethical behaviour by any employee, officer, or Director, or by anyone purporting to be acting on the Company's behalf and, the reporting Director has any doubt about the best course of action in a particular situation.

12. Amendment, Modification:

This Code may be amended, modified, or waived by the Board, subject to the disclosure and other provisions of the Listing Agreement issued by Stock Exchanges pursuant to the directions of Securities and Exchange Board of India, and any rules made in connection therewith.