

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

I. Purpose:

The commitment of PC Products India Limited to ethical and lawful business conduct is a fundamental shared value of our Board of Directors, Management and Employees are critical to the Company's success. Our standards for business conduct provide that we will uphold ethical and legal standards vigorously as we pursue our financial objectives and business goals, and that honesty and integrity will not be compromised anywhere, at any time. Consistent with these principles, the Board has adopted this code of conduct as a guide to the high ethical and legal standards expected of its members.

II. Applicability:

This Code of Conduct applies to the following:

1. All Members of the Board of Directors of the Company; (hereinafter referred to as the "Directors")
2. (a) Chief Financial Officer;
(b) Chief Marketing Officer
(c) Chief Operating Officer;
(d) Company Secretary;
(e) All other personnel of the Company one level below the Executive Directors, including all functional heads (by whatever designation called)

III. Code of Conduct for Board of Directors:

1. In performing their Board and Board Committee functions, our Directors will:

- Act diligently, openly, objectively, honestly and in good faith.
- Provide leadership in advancing the Company's Vision, Values and Guiding principles.
- Discharge their responsibilities and duties, as members of the Board and of any Board Committees on which they serve, in accordance with their good faith, business judgment and in the best interest of the company and its shareholders.
- Become and remain familiar with the Company's business and the economic and competitive environment in which the Company operates and understand its principal business plans, strategies and objectives, operational results and financial condition, and relative market place position.
- Commit the time necessary to prepare for, attend and actively participate in regular and special meetings of the Board and of the Board Committees on which they serve.
- Inform the Board the changes in their employment, other Board positions, relationships with other business, charitable, and Governmental entities and other events, circumstances or conditions that may interfere with their ability to perform their Board or Board Committee duties or impact the Board's assessment of whether they meet the independence requirements of SEBI and Stock Exchanges.
- Not enter into, without the prior approval of the disinterested members of the Board, any transaction or relationship with the Company in which they will have a financial or personal interest (either directly or indirectly, such as through a family member, or other person or organization with which they are associated), or any transaction or situation which otherwise involves a conflict of interest.

- Maintain the confidentiality of all material, non-public information about the Company, its business and affairs.
- Abide by all public laws and regulations

IV. Code of Conduct for Senior Management:

Ethical Business conduct is critical to a business. Accordingly, officers of the Company are expected to read and understand this code, uphold the standards in day-to-day activities and comply with all applicable laws, rules and regulations as well as the policies and procedures adopted by the company that govern the Conduct of its employees. The matters covered in this code are of utmost importance to the company, its stakeholders and business partners. Further, these are essential so that we can conduct our business in accordance with our stated values. All officers of the Senior Management should send acknowledgement in writing to HR Department indicating that they have read and understood and agreed to comply with the code.

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 Officer 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.

CONFLICTS OF INTEREST

An officer's duty to the company demands that he or she avoids and discloses actual and apparent conflicts of interest. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the company. Examples include:

Employment/Outside employment: In consideration of employment with the Company, Officers are expected to devote their full attention to the business interest of the Company. Officers are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company, or is otherwise in conflict with or prejudicial to the Company. Our policies prohibit Officers from accepting simultaneous employment with suppliers, customers, developers or competitors of the Company, or from taking part in any activity that enhances or supports a competitor's position. Additionally, Officers must disclose to the Company's CMD/ Audit Committee, any interest that they have that may conflict with the business of the Company.

Outside directorships and employment: It is a conflict of interest to serve as a Director / Employee in any other organization which is doing similar business in which our Company is engaged.

Related parties: As a general rule, Officers should avoid conducting Company business with a relative, or with a business in which a relative is associated in any significant role. Relatives include spouse, children, parents, grandparents, grandchildren, aunts, uncles, nieces, nephews, cousins, step relationships, and in-laws. The Company discourages the employment of relatives of Officers in positions or assignments within the same department. Further, the Company prohibits the employment of such individuals in positions that have a financial dependence or influence (e.g., an auditing or control relationship, or a supervisor / subordinate relationship).

Payments or gifts from others: Under no circumstances may Officers accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants, etc., that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commitment of any fraud.

Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy.

Corporate opportunities: Officers may not exploit for their own personal gain the opportunities that are discovered through the use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Company.

CONNECTION WITH PRESS / TV / RADIO

The Chairman and Managing Director will appoint a Sr. Level Officer of the Company as 'Spokesman' who would interact with the media / radio / press. No other officer except with the permission of CMD will make any statement in press / media. No officer of the Company can criticize the Company in any article / in radio / TV broadcast etc.

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 GOVERNMENTAL LAWS, RULES AND REGULATIONS

Officers must comply with all applicable governmental laws, rules and regulations. Officers 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 finance department. Officers must comply with the company's internal policies.

V. Violations of the Code:

Part of an Officer's job and of his or her ethical responsibility is to help enforce this Code. Officers should be alert to possible violations and report this to the Head of HR / Finance Department. Officers must cooperate in any internal or external investigations of possible violations. Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation or a suspected violation of law, this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited. The Company will take appropriate action against any Officer whose actions are found to violate the Code or any other policy of the Company, after giving him a reasonable opportunity of being heard. Where laws have been violated, the Company will cooperate fully with the appropriate authorities and regulators.

VI. Waivers and Amendments of the Code:

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to modification. Any amendment/ inclusion or waiver of any provision of this Code must be approved by the Company's Board of Directors and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.
