

# CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

## Introduction

The Board of **PENTAMEDIA GRAPHICS LIMITED** has adopted a Code of Conduct which serves as a guide for your company and its Officers on the standards of values, ethics and business principles, which should govern their conduct. The Company operates within accepted standards of propriety, fair play and justice and aims at creating a culture of openness in relationships between itself and its stakeholders. It has set up a system, which enables all its Officers to voice their concerns openly and without any fear or inhibition.

## Code of Conduct

### 1. Honesty & Integrity

Directors and its Officers shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. All directors will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Directors will act in the best interests of the Company and fulfill the fiduciary obligations.

### 2. Conflict of Interest

Directors and Officers the Company shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company and its Subsidiary Companies, conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Set forth, following examples of circumstances that may lead to actual or potential conflict of interest are:-

#### a) Employment

Directors and Officers should not engage in any activity / employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.

#### b) Investments

Directors and Officers and their immediate families should not invest in a Company, customer, supplier, developer or competitor

and generally refrain from investments that compromise their responsibility to the Company.

**c) Business Transactions**

Directors and Officers should avoid conducting Company business with a relative or with a firm / company in which a relative / related party is associated in any significant role.

It must be fully disclose to the Board on such investments made or to be made, if unavoidable.

**3. Compliance with Government Laws, Rules And Regulations**

Directors and Officers are required to comply with all applicable laws, rules and regulations, both in letter and spirit. In order to assist the company in promoting lawful and ethical behaviour, directors must report any possible violation of law, rules, regulation or the code of conduct to the company. Such violations could also subject the Company to civil and criminal liabilities and/or loss of its business or reputation

**4. Other Directorships**

The Company feels that serving on the boards of directors of other companies may raise substantial concerns about potential conflict of interest. And therefore, all directors and Officers must disclose such relationships to the Board as per the provisions under the Companies Act.

**5. Confidential Information**

Any information concerning the Company's business, its customers, suppliers etc., which is not in public domain and to which the director has access or possesses such information, must be considered confidential and held in confidence, unless authorised to do so and when disclosure is required as a matter of law. No director or Senior Management shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorised.

**6. Insider Trading**

The Company is committed in complying with SEBI (Insider Trading Prohibition Regulations) 1992, Circular dated 26th April, 2002 , reporting

of Securities and matters concerning dealing in Company securities. Any director and Senior Management of the company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public domain and therefore constitutes insider information.

7. **Disclosures to Stock Exchanges/SEBI/ROC etc.**

It is the policy of the Company to provide the information in the reports which is required to be given as under statutes and / or applicable rules and regulations that the Company file with or submit to the stock exchanges, SEBI , ROC and / or any other government agency and in all other public communications made by the Company.

7. **Gifts & Donations**

Under no circumstances, director and employee of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favours or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

8. **Protection of Company Assets**

Directors and Officers of the Company are responsible for the proper use, protection and conservation of Company assets and resources. This includes Company properties, assets, proprietary manufacturing processes, engineering designs, process technology, application knowledge, financial data, strategies, trade secrets, corporate information and other Company rights. Company assets are to be used solely to pursue and achieve Company goals and not for personal benefit, unless approved by the Board.

9. **Accounting and Reporting**

Directors and Officers of the Company are expected to follow the Company's Accounting Policies. All accounting records should accurately reflect and describe corporate transactions. The recordation of such data must not be falsified or altered in any way to conceal or distort assets, liabilities, revenues, expenses or the nature of the activity.

All public disclosures made by the Company, including disclosures in reports and documents filed with or submitted to the Statutory Authorities shall be accurate and complete in all material respects. Directors and Officers are expected to carefully consider all inquiries from

the Company related to the disclosure requirements and promptly supply complete and accurate responses.

**10. Waivers and Amendments**

The Company is committed to continuously reviewing and updating its Code, Policies and Procedures. Any amendment or waiver of any provision of this Code must be pre-approved in writing by the Company's Board of Directors and promptly disclosed in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

**11. Rights**

This Code of conduct is a statement of the principles, values and beliefs of the Company. This Code lays down certain policies and procedures which are to be followed by the Directors/Officers of the Company to conduct the business of the Company. The Code does not give any rights in favor of any of its Officers, customer, vendor, agents, and service providers or any other person or entity

**12. Acknowledgement of receipt of the code**

Each Board Members and Senior Managers both present and future shall acknowledge receipt of the Code or any modification(s) thereto, in the acknowledgement form given below to this Code as Appendix - II and forward the same to the Company.

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**ACKNOWLEDGMENT OF RECEIPT OF CODE OF CONDUCT:**

I have received and read the Company's Code of Conduct. I understand the standards and policies contained in the Company Code of Conduct and understand that there may be additional policies or regulations specific to my job. I further agree to comply with the Company Code of Conduct.

I also agree that I shall give an annual compliance report acknowledging my adherence to the given Code of Conduct.

Name:

Signature:

Date: