

HIPOLIN LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

A Code of Conduct applicable to all Board Members and Senior Management Personnel comprising of senior officials one level below the Whole time Director including all Functional Heads.

PREAMBLE:

Integrity and business ethics of high standard are the virtues on which foundation of the Company is laid. The Company has been practicing the same since the commencement of business operations. This code is specifically prepared in accordance with the requirements of Clause 49 of the Listing Agreement. It may be amended, subject to the approval of the Board of Directors of the Company, if and when required either to comply with any modification in statute / guideline or in the interest of business of the Company.

APPLICABILITY:

This code is applicable to all the Members of the Board and Senior Management Personnel of the Company. Senior Management Personnel shall comprise of all Managerial Personnel one level below the Executive Director including all Functional Heads.

NON-COMPLIANCE OF CODE:

Suspected violation of this Code by a Senior Management Personnel shall be reported to Managing Director or Executive Director or Whole time Director of the Company and that by a Member of the Board shall be reported to the Chairman of the Board. All reported violations shall be appropriately investigated. In case of violation, the extent of disciplinary action will be determined through reasonable application of the text and also depend on factors such as seriousness of the violation, the intent behind any such violation, whether there has been a pattern of improper conduct and the effect of such improper conduct on employees, their morale or on the Corporate Governance system of the Company.

AFFIRMATION OF COMPLIANCE:

The Members of the Board and Senior Management Personnel shall affirm the compliance with this Code on annual basis by signing a confirmation that they have read and complied with this code. The affirmation shall be given immediately after the end of the financial year. The Annual Report of the Company shall carry a declaration to this effect signed by the Managing Director of the Company.

TEXT OF CODE OF CONDUCT

A. FOR BOARD MEMBERS:

1. To make reasonable efforts to attend all meetings of the Board of Directors and of the Board Committees of which the Director is a Member.
2. To act in accordance with the highest standard of personal and professional integrity, honesty and business ethics in the discharge of duties.
3. To remain informed about the Company's compliance with all applicable laws, rules and regulations.
4. To exercise independent judgement on issues of strategy and policy matters having a bearing on the business of the Company.
5. To respect the confidentiality of any proprietary information accessed during the course of discharge of duties and ensure that such information is not used for personal gain and to exercise care that the same is not disclosed inadvertently or inappropriately.
6. To act in the best interest of and fulfill their fiduciary obligations to Company's shareholders and other stake holders.
7. Not to indulge in Insider Trading and strictly abide by with all disclosure norms prescribed under the SEBI (Prohibition of Insider Trading) Regulations.
8. To disclose actual and apparent conflicts of a material nature with the interests of the Company.
9. Independent Directors – (a) to seek appropriate clarification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company; (b) to keep themselves well informed about the Company and the external environment in which it operates; (c) to pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company; (d) to ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use; (e) to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct policy; (f) not to disclose confidential information, including commercial secrets, technologies, sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

B.FOR SENIOR MANAGEMENTPERSONNEL:

1. To act in accordance with the highest standard of personal and professional integrity, honesty and business ethics in the discharge of duties.
2. To respect the confidentiality of any proprietary information accessed during the course of discharge of duties and ensure that such information is not used for personal gain and to exercise care that the same is not disclosed inadvertently or inappropriately.
3. To lead by example by –
 - a. Inducing feeling of loyalty by working selflessly to achieve the objectives of the Company.
 - c. Guiding and motivating the staff and officers of the Company.
 - d. Respecting the safety and health of all employees and providing working conditions that are conducive to their physical health and general well being.

- e. Recording and preserving the records of all financial transactions and not creating undisclosed or unrecorded accounts, funds or assets.
 - f. Conducting oneself in a professional manner and treating others with respect, fairness and dignity.
 - g. Not discriminating employees based on colour, caste, religion or gender.
4. Ensure due and timely compliance of all the laws, rules and regulations as may be applicable to the company from time to time.
 5. Not to accept any offer, payment or anything of value from customers, vendors etc. that is perceived as intended directly or indirectly to influence any business decision.
 6. Ensure that price sensitive information of the Company which is not in the public domain is not used to derive any personal benefit.
 7. Take steps to use and protect the Company's tangible and intangible assets and ensure their efficient use only for the legitimate business purposes of the Company or such other purposes as may be authorized by the Management.
 8. Not to indulge in Insider Trading and strictly abide by with all disclosure norms prescribed under the SEBI (Prohibition of Insider Trading) Regulations.
 9. Demand, demonstrate and promote professional behaviour and encourage employees to acquire skills, knowledge and attitude to improve their effectiveness on the job and personal growth.
 10. Not to divulge directly or indirectly any information to outsiders which may have a material impact on the business of the Company.