

# **CODE OF CONDUCT**

## **INTRODUCTION**

**PREMIER PIPES LIMITED** is committed to conduct business in accordance with the highest standard of Business Ethics, to maintain sound standards of Business Conduct and Corporate Governance and to comply with applicable laws, rules and regulations.

The Board of Directors (the “Board”) and the senior management of Premier Pipes Limited undertake to abide by following Code of Conduct adopted by the Board in terms of the Clause 49 of the Listing Agreement and affirm compliance with the Code of Conduct on an annual basis. The Annual Report of the Company shall contain a declaration to this effect and signed by Managing Director.

## **APPLICABILITY**

The Code of Conduct shall apply to:

1. All the Directors of the Company, whether executive or non-executive;
2. All the Senior Management employees of the Company i.e. all personnel who are member of the core management team of the Company.

## **THE CODE**

### **I. Conflict of Interest:**

1. Directors / Senior Management are prohibited from engaging in any activity that interferes with the performance or discharge of responsibilities towards the Company or is otherwise in conflict with the interest or prejudicial to the Company.
2. In addition to mandatory disclosures all Non-Executive and Independent Directors shall disclose their association with any other company which, in their judgment, may lead to conflict of interest with the Company.
3. Directors / Senior Management shall not directly or indirectly, give any official favours for personal purposes nor spend any money of the Company for personal purposes.

### **II. Confidentiality/Publicity:**

1. Directors / Senior Management shall ensure that no confidential information is disclosed inadvertently or otherwise.

2. Confidential information shall be disclosed to persons, both internal and external, only on a 'need to know' basis and public disclosure shall be made with appropriate approval or as legally mandated.
3. Directors / Senior Management shall ensure that all confidential information available to them by virtue of the office they hold is never directly or indirectly released to any person or entity, or made public, otherwise than as stated above.

### **III. Compliance With Applicable Laws:**

1. The Director / Senior Management shall endeavor to ensure compliance with all applicable laws, rules and regulations applicable to the Company.
2. Transactions directly or indirectly involving securities of the Company should not be undertaken without complying with Code of Conduct for Prohibition of Insider Trading.

### **IV. Protection & Proper Use Of Company's Assets & Resources:**

1. Directors / Senior Management shall as far as practicable, protect the Company's assets from loss, damage, misuse or theft and ensure that the assets are only used for business purposes.
2. Directors / Senior Management shall not apply the Company's assets / resources and/or proprietary information for personal benefit and/or for the benefit of any other related party.

### **V. Honest and Ethical Conduct:**

The Directors and Senior Management shall act in accordance with the highest standard of personal and professional integrity, honesty, and ethical conduct and use their powers of office, in good faith and in the best interest of the Company as a whole.

### **WAIVER:**

Any waiver of this Code of Conduct for a Director, senior management if it would be in the best interest of the Company must be placed for approval before the Board of Directors.