



**CODE OF CONDUCT ADOPTED AT THE MEETING OF BOARD OF DIRECTORS  
HELD ON 10<sup>TH</sup> DECEMBER, 2014**

**Introduction:**

This Code of Conduct (hereinafter referred to as 'the Code') shall be called as '**Polygenta Technologies Code of Conduct for Directors and Management**'.

**Applicability:**

The Code shall be applicable to:

1. Directors of Polygenta Technologies Limited
2. Members of the Senior Management of the Company. (i.e. one level below the executive directors, including all functional heads).

**Objective:**

This Code sets forth the guiding principles on which the Directors and members of the Senior Management of the Company shall conduct themselves and discharge their responsibilities towards the stakeholders, government and regulatory agencies, customers, suppliers, society at large and all others with whom the Company is connected. The Directors and members of the Senior Management recognize that they are the trustees and custodian of public money and in order to fulfill their fiduciary obligations and responsibilities, they shall maintain and continue to enjoy the trust and confidence of public at large by rendering their duties in an efficient and transparent manner.

**Effective Date:**

The Code comes into effect from 12<sup>th</sup> November, 2014.

**The Code:**

The Directors and members of the Senior Management of the Company agree to abide by the following Code of Conduct:

- Make best efforts to attend the Board, Committee, Members and other Company meetings.
- Make concerted efforts to share and enhance the knowledge and information reserve in the Company.
- Ensure the security of all confidential information belonging to the Company in every possible manner.
- Be honest and fair in their dealing with Government authorities, stakeholders, customers, suppliers, service providers and business partners.

- Not to be associated in any way, directly or indirectly, with the competitors of the Company while on Board or employment of the Company.
- Not derive personal benefit or undue advantages (financial or otherwise) by virtue of their position or relationship with the Company and for this purpose:
  - a) shall adopt total transparency in their dealings with the Company.
  - b) shall disclose full details of any direct or indirect personal interests in dealings/ transactions with the Company.
  - c) shall not be a party to transactions or decisions involving conflict between their personal interest and the Company's interest.
- Do not accept or derive any personal gratification from suppliers, service providers, business partners or any other agency in their dealings with them.
- The Company shall have zero tolerance for corruption and bribery.
- Help in establishment of the Company as Equal Opportunity Employer.
- Co-operate with the Company in discharging its social responsibilities.
- Not to conduct themselves in a manner that harms or adversely affects the reputation of the Company in any way.
- Accept that they shall be accountable to the Board for their actions, violations and defaults in their capacity as a Director/Member of the Senior Management of the Company, as the case may be.

The Company and Independent Directors shall abide by the Code for Independent Directors as provided in Schedule IV of the Companies Act. 2013.

**The independent directors shall—**

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;

- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) 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;
- (10) 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;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

**Affirmation:**

The Board Members and Senior Management Personnel are required to affirm compliance with the Code on an annual basis within 45 days of close of every financial year ending on 31<sup>st</sup> March.

**Amendment:**

The Board reserves its right to amend or modify this Code of Conduct for in whole or in part at any time. However, no such amendment or modification shall be inconsistent with the applicable provisions of Listing Agreement, Companies Act 2013, or any law for the time being in force.

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## Affirmation

To  
The Board of Directors  
Polygenta Technologies Limited  
162, Solitaire Corporate Park  
Chakala, Andheri (E)  
Mumbai – 400093

Dear Sirs,

**Sub: Confirmation of compliance with the Code of Conduct for Board and Senior Management as per Clause 49 of the Listing Agreement**

I, (Name of Director/ Senior Management Personnel), (Designation) of Polygenta Technologies Limited, do hereby confirm that I have read and understood the Code of Conduct applicable to the Board of Directors and Senior Management of the Company and that to the best of my knowledge and belief, I have complied with the requirements of this Code during the preceding financial year (mention previous year) and / or I affirm that I will comply with the requirements of this Code during the current financial year (mention current year).

(Signature)  
(Name of Director/ Senior Management Personnel)  
(Designation)  
(DIN, if any)