

Introduction

Pursuant to the provisions of clause 49 of the Listing Agreement with the Stock Exchanges, a “Code of Conduct” reflecting its underlying core values, commitment to personal integrity, respect for the individual, transparency, fairness, accountability and pursuit of excellence has been prepared.

In compliance with the above this Code of Conduct for Board Members and Senior Management Personnel has now been framed.

The purpose of this Code is to promote ethical conduct and transparent process in managing the affairs of the Company.

It shall come into force with effect from July 31, 2007.

Definitions & Interpretation

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

The term “**Board Members**” shall mean the Directors on the Board of Directors of the Company.

The term “**Senior Management Personnel**” shall mean personnel of the company who are members of its core management team and presently this would comprise all members of the management one level below Board of Directors of the Company.

The term “**Relative**” shall mean ‘relative’ as defined under the Companies Act, 1956. (Refer Appendix-I)

The term “**Compliance Officer**” shall mean the Company Secretary or any other officer designated by the Board of Directors of the Company for the purpose of this Code.

The term “**the Company**” shall mean Time Technoplast Limited.

In this Code words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa.

Applicability

This Code shall be applicable to all Directors of the Company and personnel of the company who are members of its core management team and presently this would comprise all members of the management one level below Board of Directors of the Company :

The Code of Conduct enjoins Upon all concerned:-

- To maintain absolute integrity, devotion to duty and do nothing which is considered to be an unhealthy practice.
- To conduct ourselves soberly and temperately, and show proper respect and civility to all concerned; endeavour to promote the interest of the Company and to promote and maintain its good reputation.
- To build an enriching relationship with all our stakeholders including customers, vendors, suppliers, bankers, Government authorities and fellow employees based on trust and treat each of these individuals with respect and dignity when conducting business.

- Aims to avoid conflicts between the Company's interests and our own individual interests.
- To familiarize and comply with legal and regulatory requirements and the Company's policies and procedures.
- To take care to provide accurate, timely, complete and reliable information in records submitted, safeguard the company's confidential information and respect the confidential information of other parties with whom business is transacted.
- To report promptly to the Management, any violation or breach of law or regulation, ethical principles or the Company policies that come to our attention.

All members of the Board as well as Sr. Management personnel should follow the following guiding principles:-

To Avoid Conflicts Of Interest

Board Members should make appropriate disclosure of interest wherever required. Officers should avoid conducting Company business with a relative, or with a business in which a relative is associated in any significant role. Relative for this purpose means "relative" as defined in Section 6 of the Companies Act, 1956 (See APPENDIX-I).

Share Dealing & Insider Trading

No Board Member and Senior Management Personnel should trade on or pass on Unpublished Price Sensitive Information or inside information of the Company at any time to any other person, inside or outside the Company.

The Code for Insider Trading framed and adopted by the Company shall be adhered to by all the Board Members and Senior Management Personnel, as applicable from time to time.

Compliance With All Applicable Laws, Rules & Regulations

Board Members and Senior Management Personnel must comply with all applicable laws, rules and regulations. Any non-compliance in this respect may give rise to appropriate disciplinary action, as per the laws.

Disclosure

Board Members shall make appropriate and timely disclosures as required under the provisions of Companies Act, 1956, Listing Agreement, Insider Trading Code of the Company and all other applicable laws, rules and regulations, as applicable from time to time.

Non-Acceptance Of Bribes/Gifts

Board Members and Senior Management Personnel should not accept any improper payments for the performance of their legitimate duties.

Safety, Health & Environment Related Issues

Protection of the Health & Safety of employees and others affected by our operations is our utmost priority. Particular attention should be paid to training of employees to increase safety awareness and adoption of safer working methods.

Avoidance Of Criticism

No Board Member and Senior Management Personnel shall in any radio broadcast/ TV telecast or in any document published under his name or in the name of any other person or in any communication to the press, or in any public utterances, make any statement which has the effect of an adverse criticism of any policy or action of the Company or which may attract embarrassing the relations between the Company and the public.

However the above shall not apply to statements or views which are of purely factual nature and are not considered to be of a confidential nature and are made or expressed by Board Members and Senior Management Personnel in his official capacity or in due performance of the duties assigned to him.

Quality Of Treatment

Our company is committed to the principles of equal opportunity, equality of treatment and creating a dynamic climate where diversity is valued as a source of enrichment and opportunity.

Board Members and Senior Management Personnel are expected to take personal responsibility for upholding Company Standards by treating with dignity and respect all job applicants, fellow employees, customers and any other individuals associated with the company.

Books & Records

As a commitment to our esteemed stakeholders, dissemination of accurate ,meaningful and timely information is vital and to achieve this ,it is the responsibility of each of us to ensure that our books and records are accurate so that they reflect the true and fair view of our company's business.

While preparing records emphasis will be laid on compliance with all applicable laws, rules and regulations, Accounting Standards and practices.

Information Technology & Network Security

Computer systems, software and the network information are vital and must be used as intended. These must be used responsibly and only for legitimate purposes. All efforts must be made to protect the security of the systems. For instance, the network IDs and passwords should not be revealed to unauthorized users.

Unauthorised Communication Of Information

No Board Member and Senior Management Personnel shall, except in the ordinary course of his duties, give or cause to be given to any person any advice on matters relating to the activities of the Company or its subsidiaries.

No Board Member and Senior Management Personnel shall, except in the ordinary course of his duties, disclose or cause to be disclosed to any person any confidential information of the company.

Compliance With The “Code ”

To achieve the objectives of this Code, it is incumbent on the part of all concerned to ensure compliance with the same, in letter and spirit.

GENERAL

Enforcement Of Code Of Conduct

- The Compliance Officer shall oversee the compliance of this Code.
- Each Board Member and Senior Management Personnel shall be accountable for fully complying with this Code.

Amendments Of The Code

- The provisions of this Code can be amended / modified by the Board of Directors of the Company from time to time and all such amendments / modifications shall take effect from the date stated therein.

Placement Of The Code On Website

- Pursuant to Clause 49 of the Listing Agreement, this Code and any amendments thereto shall be posted on the website of the Company.

Annual Compliance Reporting

- It terms of Clause 49 of the Listing Agreement, all Board Members and Senior Management Personnel shall affirm compliance with this Code within 30 days of close of every financial year. A proforma of Annual Compliance Report is annexed to this Code as Appendix-II. The Annual Compliance Report shall be forwarded to the Compliance Officer of the Company.

Consequences Of Non-Compliance Of This Code

- Any non-compliance may be subjected to any internal or external investigation of possible violations of this code as per due procedure.
- The Company shall ensure confidentiality and protection to any person (a) who has, in good faith, reported a violation or a suspected violation of this Code or other Company policies or (b) who is assisting in any investigation or process with respect to such a violation.
- In case of breach of this Code by the Board Members, the same shall be placed to the Board of Directors for necessary action.
- Penalty for Senior Management Personnel may include disciplinary action(s) as set out in the employment policies of the company, from time to time..

Acknowledgement Of Receipt Of The Code

- All Board Members and Senior Management Personnel shall acknowledge the receipt of this Code in the acknowledgement form annexed to this Code vide Appendix-III and forward the same to the Compliance Officer.
- Upon revision of this Code, the Board Members and Senior Management Personnel shall acknowledge and execute a fresh acknowledgement as to the amended / revised Code in the same Appendix – III. It shall be the duty of the Compliance Officer to circulate this Code / revised Code to the Board Members including new Directors at the time of their appointment and Senior Management Personnel.