

TEXMO PIPES AND PRODUCTS LIMITED

CODE OF CONDUCT

INTRODUCTION

This Code of Conduct (here in after referred to as “the Code”) has been framed and adopted by Texmo Pipes and Products Limited (hereinafter referred to as “the Company”) in compliance with the provision of Regulation 17 SEBI (Listing Obligation And Disclosure Requirements) Regulation , 2015.

APPLICABILITY

The Code of conduct shall apply to:

- 1. All the directors of the company.*
- 2. Members of the senior management of the company (i.e., one level below the executive directors).*
- 3. Functional heads in the company.*

PROTECTION OF ASSEST:-

The Board Members and Senior Management Personnel shall protect the Company’s assets including physical assets, information and intellectual rights and not use the same for personal gain.

CONFIDENTIALITY OF INFORMATION

The Board Members and Senior Management Personnel shall ensure the security of all confidential information available to them in the course of their duties. No director or senior manager, other than the designated spokespersons shall engage with any member of press and media in matters concerning the company. In such cases, they should direct the request to the designated spokespersons.

INSIDER TRADING

The Board Members and Senior Management Personnel shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and also other regulation as may become applicable to them from time to time.

INTEREST DISCLOUSER

The Board Members and Senior Management Personnel shall not, without the prior approval of the Board or Senior Management, as the case may be, accept employment or a position of responsibility with any other commercial organization for remuneration or otherwise that are prejudicial to the interest of the Company and shall not allow personal interest to conflict with the interest of the Company.

Directors and senior managers shall in conformity with legal provision disclose personal and/or financial interest in any business dealing concerning the Company and declare information about their relatives (spouse, children and parents) employed in the company.

DILIGENCE AND INTEGRITY

Directors and senior managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

To exercise authority and power with due care and diligence whilst discharging their office responsibilities.

ATTENDANCE AT MEETING

Strive to attend all meetings of the Board / Committee Meetings as are required for the benefit, growth and development of the company.

COMPLIANCE OF LAW

The Board Members and Senior Management Personnel shall comply with all applicable laws, rules and regulations. Help the Company in maintaining highest degree of Corporate Governance practices.

OFFENCE

The Board Members and Senior Management Personnel shall not commit any offence involving moral turpitude or opposed to public policy resulting in a conviction.

GIFTS AND DONATION PROHIBITED

Not to accept any gifts / donations / comparable benefits in cash or kind from suppliers / service providers / business partners / business associates etc.

DUTIES OF DIRECTORS

Duties of Directors in terms of Section 166 of the Companies Act, 2013:

The Director(s) of the company shall:

1. act in accordance with the articles of the company as amended from time to time.
2. act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its Employees, the shareholders, the community and for the protection of environment.
3. exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
4. not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
5. not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
6. not assign his office and any assignment so made shall be void.

DUTIES OF INDEPENDENT DIRECTOR

Duties of Independent Directors in terms of Schedule IV of the Companies Act, 2013 shall be as under:

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.

Board Member and Senior Management personnel shall affirm compliance with this code on an annual basis (as per Appendix I).

Each of the Board Members and Senior Management personnel both present and future shall acknowledge receipt of the code or any modification(s) thereto, in the acknowledgement form annexed to this code as Appendix II and forward the same to the Compliance Officer.

Any breach of the aforesaid Code brought to the notice of the Compliance Officer or any member of the Board or Senior Management shall be reported to the Board of Directors of the Company for necessary action.

The present revision in “Code of Conduct” has been approved by the Board of Directors at its meeting held on 8th February, 2016 and is effective with immediate effect.

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TEXMO PIPES AND PRODUCTS LIMITED

APPENDIX I

**CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL
ANNUAL COMPLIANCE REPORT***

Ido hereby solemnly affirm that I have, in letter and in spirit and to the best of my knowledge and belief, complied with the provisions of the CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL during the financial year ending 31st March

Signature :

Name :

Designation :

Date :

Place :

** To be submitted by 30th May each year.*

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FOR
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

ACKNOWLEDGEMENT FORM

I, have received and read the Company's "CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL ("this Code").

I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature :

Name :

Designation :

Date :

Place :