

RAJASTHAN PETRO SYNTHETICS LTD

CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT PERSONNEL

All Directors and Senior Management Personnel i.e. DGM & above, hereinafter called as Sr. Management Personnel (SMP), must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders.

The following code of conduct should be observed in all activities. The Company Secretary is the Compliance Officer, who will be available to SMP to answer questions and to help them to comply with the code:

1. The SMP shall conduct their activities, on behalf of the company and on their personal behalf, with honesty, integrity and fairness. They will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgment to be subordinated. The Directors will act in the best interests of the Company and fulfil their fiduciary obligations.
2. The SMP shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company. They should not engage in any activity/employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company. All the related party transaction which are unavoidable, must be fully disclosed to the board.
3. The SMP of the Company shall at all times ensure compliance with all the relevant laws and regulations effecting operations of the Company. They shall keep themselves knowledgeable of the affairs of the Company at least to the extent of compliance of law relating to their areas. In order to assist the Company in promoting lawful compliance. SMP should report any possible violation of law, rules, regulations or the code to the compliance officer. In the event any such persons to whom, the implication of any law is not clear or is unfamiliar or uncertain about the legal rules involving Company Business conducted by him or her.
4. All directors are to disclose the directorship/ partnership on the Board of other companies / firms in which they are interested. Further, no Director and SMP shall serve on the Board of director of the Competitor Company / firm in the interest of the Company.
5. Any information concerning the Company's business, its customers, suppliers etc. which is not in the public domain and to which the SMP has access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No director shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.
6. No SMP of the Company shall derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constituting insider information. The SMP will comply with the prevention of insider trading guidelines as issued by SEBI.
7. No SMP of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favours or decisions

for the conduct of business. However, nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

8. The SMP must protect the Company's assets and information and may not use these for personal use, unless approved by the Board.
9. Once every year or upon revision of this code, every SMP must acknowledge and execute an understanding of the code and an agreement to comply. New Director will sign such a deed at a time when their directorship begins.

(Effective Date 15.12.14)