

“Code of Conduct”

Code of Conduct for the members of the Board of Directors and the Senior Management of Garware Polyester Limited ('the Company') in terms of Clause 49 I (D) of the Listing Agreement.

Under this code all persons must avoid conflict of interests between their private financial activities and their devotion to and accountability to the conduct of Company's business.

The Code of Conduct (COC) hereinafter referred to as the 'Code' shall be applicable to, and adhered strictly by the following personnel:

1. The Members of the Board of Directors of the Company.
2. Members of Senior Management (Members of Core Management team and functional heads) or such members as decided by Chairman of the Company.

All of the above shall be referred to as the 'COC addressees'.

'Senior Management and other designated Members addressees' should sign the acknowledgement form at the end of this code and return the form to the HR Department indicating that they have received, read and understood, and agree to comply with the Code. The signed and acknowledgement form will be located in personnel files of the Senior Management / Designated Members. Each year, as part of their annual review, 'COC addressees' will be asked to sign an acknowledgement indicating their continued understanding of the Code.

The Code requires the 'COC addressees' to:-

- Act in accordance with the highest standards of honesty, integrity and fairness and expect the same in their relationships with others while maintaining a work and business climate fostering such standards; and
- Adhere to Code of Prevention of Insider Trading for dealing in shares of the Company and any provisions for the avoidance of conflicts of interest stipulated in applicable terms and conditions of employment; and
- Delink himself from making any decision about an issue at hand in which a conflict of interest(s) arises or could arise and in such event, disclose in writing the relevant facts and explain the circumstances that create or could create the conflicts of interest to:
 - the Chairman of the Company
 - the Joint Managing Director(s)

- Avoid having any financial interest in works of or contracts awarded by a company forming part of or associated with, the company, subsidiary companies, associated companies or in supplies effected or services rendered to or by such a company and where this is unavoidable or immediate family members have such a financial interest, such interest shall be disclosed in writing in the same manner as set out above; and
- Not seek or accept from third parties to his own advantage any favour in whatsoever form or howsoever described in connection with the business of the company, its subsidiary or associated company or in his duties (except for the acceptance of such things as: gifts of nominal value and working lunches, dinners and entertainment of reasonable value, frequency and duration, appropriate under the circumstances)
- Not hold positions or jobs or engage in outside businesses or other interests that adversely impact the performance of duties owed to the company, its subsidiary or associated companies or the interests of the same; and
- Avoid any relationship with a contractor or supplier that could compromise the ability to transact business on a professional, impartial and competitive basis or influence decisions to be made by the company, its subsidiary or associated companies.
- Obey the applicable laws and regulations governing our business conduct worldwide.
- Be honest, fair and trustworthy in all activities and relationships of the Company/ Group.
- Strive to create a safe workplace and to protect the environment.
- Through leadership at all levels, sustain a culture where ethical conduct is recognized, valued and exemplified by all employees.
- Confidential information acquired in the course of one's work will not be used for personal advantage.
- Achieve responsible use of and control over all assets and resources employed or entrusted.
- **Conflicts of Interest**
- An officer's duty to the Company demands that he or she avoids and discloses actual and apparent conflicts of interest. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

Examples include:

- **Employment / Outside employment**

In consideration of employment with the Company, officers are expected to devote their full attention to the business interests of the Company. Officers are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company, or is otherwise in conflict with or prejudicial to the Company.

- **Outside Directorships**

It is a conflict of interest to serve as a director of any Company that competes with the Company. Officers must first obtain approval from the Company's Audit Committee before accepting a directorship.

- **Business Interests**

If an officer is considering investing in any customer, supplier, developer or competitor of the Company, he or she must first take care to ensure that these investments do not compromise on their responsibilities to the Company. Our policy requires that officers first obtain approval from the Company Management Committee before making such an investment.

- **Related Parties**

As a general rule, Officers should avoid conducting Company Business with a relative, or with a business in which a relative is associated in any significant role. Relatives include spouse, siblings, children, parents, grandparents, and grandchildren.

- **Corporate Opportunities**

Officers may not exploit for their own personal gain, opportunities that are discovered through the use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board declines to pursue such opportunity.

- **Other Situations**

Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts, Officers may consult the Company's Audit Committee.

Reporting

Each 'COC addressees' shall report breach of any non-compliance of this code to the Chairman of the Company.

Additional Disclosure

Directors, Senior Management shall make disclosures to the board relating to all material financial and commercial transactions, where they have personal interest, that may have a potential conflict with the interest of the company at large (for e.g. dealing in company shares, commercial dealings with bodies, which have shareholding of management and their relatives etc.)

Accountability

Each 'COC addressees' shall be held accountable for issues held under his control. Sanction in cases of breach shall be determined by the Chairman of the Company in consultation with the Chairman of the Audit Committee. Sanctions may include serious disciplinary action, removal from office and dismissal as well as other remedies, all to the extent permitted by law and as appropriate under the circumstances.

- The Board Members and Senior Management should endeavour to fulfil the Corporate Social responsibility of the Organisation.
- All COC addresses should strive to achieve excellence in that respective areas of operations.
- The Board of Directors shall be kept informed of any unethical or illegal behaviour of any employee
- The COC addresses shall focus on consumer satisfaction which will be the basic motto of the organisation.
- The principles of mutual trust and teamwork spirit shall be appreciated and maintained.

The provisions of this Code can be amended and supplemented from time to time by resolutions of the Board of Directors of the Company. Amendment of any provision of this code must be approved in writing by the Company's Board of Directors and disclosed on the Company's website within 30 days.

No waiver of any provision of this Code shall be valid unless provided in writing by the Chairman with the prior approval of the Audit Committee.

ACKNOWLEDGEMENT OF RECEIPT OF CODE OF CONDUCT FOR SENIOR MANAGEMENT.

I have received and read the Company's Code of Conduct. I understand the standards and policies contained in the Code and understand that there may be additional policies or laws specific to my job. I agree to comply with the Code.

If I have questions concerning the meaning or application of the Code, any Company policies, or the legal and regulatory requirements applicable to my job, I know I can consult the HR Department or Corporate Affairs Department, and that my questions or reports to these sources will be maintained in confidence.

NAME

SIGNATURE

DATE

Please sign and return this form to the HR department.