

20 MICRONSTM

L I M I T E D

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Regd. Office : 9/10, GIDC Industrial Estate, WAGHODIA, Dist. : Vadodara

POLICY OF CODE OF CONDUCT

The Board of Directors of 20 Microns Ltd. has adopted the following code of conduct for the Board of Directors and senior management of the company which was adopted in its meeting held on 06th August, 2014 which shall be effectively from 06th August, 2014.

For the purpose of this code, the term 'senior management' shall mean personnel of the company who are members of core management team excluding Board of Directors. This would comprise all members of management one level below the executive directors, including all functional heads.

This code should be read in conjunction with the "Code of Conduct for Managerial and Executive Staff", the "Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices" and the "Policy on Appropriate Social Conduct at the Workplace" and such other policies/codes that the company may from time to time formulate in pursuit of its commitment to the core values of integrity and honesty.

The company shall always strive to maintain the highest standards of conduct in all its endeavors. The company's directors and senior managers have a responsibility to lead by example, acting with truth, sincerity and fairness in all decisions. The Code is intended to serve as a source of guiding principles for directors and senior managers. This Code cannot be expected to address every expectation or condition regarding proper and ethical business conduct. Each director and senior manager is expected to comply with the letter and spirit of this code using good common sense and professional ethics as the best guide.

Conflict of interest

Directors and senior managers must avoid any conflict of interest with the company. A "conflict of interest" occurs when the private interest of a director/senior manager interferes in any way, or appears to interfere, with the interests of the company as a whole. While this code does not attempt to describe all possible conflicts of interest that could develop, nevertheless, some of the more

common conflicts that directors and senior managers must resolve or avoid, however, are set out below:

- A conflict situation can arise when a director/senior manager, or a member of his family, take(s) action or has/have interests that may make it difficult for the director/senior manager to make decisions on behalf of the company objectively and effectively.
- A conflict of interest can also arise when a director/senior manager or a member of his family receive(s) improper personal benefits as a result of the position of the director/senior manager in the company.
- It is a conflict of interest to serve as a director of any company that competes with the company.

Family can be considered to consist of the director, his spouse, dependent children and dependent parents.

If a director/senior manager believes that he has an actual or potential conflict of interest with the company, the director/senior manager shall notify the company / Board of Directors as promptly as practicable and shall in any event not participate in any decision by the Board of Directors that in any way relates to the matter that gives rise to the conflict of interest.

Directors, senior managers and their families shall abstain from offering or accepting gifts from persons or firms who deal with the company, where such a gift is being made in order to influence the actions of the director/senior manager, or where acceptance of the gift could create the appearance of a conflict of interest.

Corporate opportunities

Directors and the senior managers owe a duty to the company to advance its legitimate interests. Directors and senior managers are prohibited from taking for themselves opportunities or personal gain through unauthorised use of corporate property, information and position or competing with the company for business opportunities.

Confidentiality

Directors and senior managers must, during their term of office and after leaving the Board/ services of the company, maintain the confidentiality of information entrusted to them by the company and any other confidential information about the company that comes to them from whatever source, in their capacity as directors/senior managers, except to those people who have an appropriate reason to have access to the information. For purposes of this code, "confidential information" includes all non-public information that might be of use to competitors, or harmful to the company or its customers, vendors and service providers, if disclosed.

Compliance with laws, rules and regulations

Directors and senior managers shall comply with laws, rules and regulations applicable to them as directors and senior managers of the company, including laws on prevention of insider trading.

Protection and proper use of company assets

Directors shall protect the company's assets and ensure their efficient use for legitimate business purposes.

Fair dealing and ethical business conduct

Directors and senior managers must observe the highest ethical standards and act with integrity and honesty to promote an environment that encourages the employees of the company to sustain and enhance the reputation of the company and treat each other as well as customers, suppliers, and competitors with fairness and respect. Directors and senior managers shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. Conduct that raises questions about the integrity, character or impartiality of the organization, which can damage the reputation of the company, or creates an appearance of illegal, unethical or improper conduct is prohibited.

Encouraging the reporting of any illegal or unethical behaviour

Directors and senior managers of the Company shall endeavor to promote ethical behaviour and to provide an opportunity to employees to report violations of laws, rules, regulations or codes of conduct and policy directives adopted by the Company to the appropriate personnel without fear of retaliation of any kind for reports made by the employee in good faith.

Handling news about the company

Confidential information about the Company, including information that can be expected to have an impact on the market for the Company's shares may be released only in accordance with the Company guidelines and the relevant regulations of the Stock Exchanges and the Securities and Exchange Board of India.

Compliance procedures

Senior managers and Executive Director(s) shall communicate any suspected violations of this Code, including any violation of law or governmental rule or regulation, promptly to the Managing Director. Directors, other than Executive Director(s) shall communicate any suspected violations of this Code, including any violation of law or governmental rule or regulation, promptly to the Board of Directors. Alleged violations shall be investigated by the Board or by a person or persons designated by the Board and appropriate action shall be taken in the event of any violations of the Code.

Annual certification

All Board members and senior management personnel have to confirm compliance with the Code on an annual basis. The annual report of the company shall contain a declaration to this effect signed by the Managing Director who is the Chief Executive Officer.

FORMAT OF THE DECLARATION TO BE GIVEN ON AN ANNUAL BASIS BY THE DIRECTOR / SENIOR MANAGER

To The Board of Directors,
20 Microns Ltd.,
9/10, GIDC Industrial Estate,
Waghodia – 391 760
Dist. Vadodara

I, Mr.-----, resident of ----- being a ----- (designation) of 20 Microns Ltd. hereby confirm that I have fully complied with the Code of Conduct for Board of Directors and Senior Management as at 31st March,---.

Name of the Official

Signature

Date: