

CODE OF CONDUCT FOR THE INDEPENDENT DIRECTORS OF THE COMPANY

The Independent Directors of the company hereby accepts and undertakes to follow in letter and in spirit the Code of Conduct as given below:

The Independent Director shall:

- (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 behavior, 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disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law
- (14) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (15) bring an objective view in the evaluation of the performance of board and management;
- (16) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (17) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (18) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (19) balance the conflicting interest of the stakeholders;
- (20) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (21) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

For MACHINO PLASTICS LTD.


Managing Director