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PIPING SYSTEMS



**CODE OF CONDUCT FOR  
DIRECTORS AND SENIOR  
MANAGEMENT**

## CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

### PREFACE

This Code of Conduct for the Board of Directors and Senior Management of the Company (hereinafter referred to as "the Code") has been adopted by Prince Pipes and Fittings Limited (hereinafter referred to as "the Company") on 16<sup>th</sup> September, 2017.

This code aims at maintaining the highest standard of Business Conduct & Ethics for the Company provides guidance in difficult situations involving conflict of interest & moral dilemma and ensures compliance with all applicable laws.

### Definitions

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:

**"Board/Directors"** shall mean the Board of Directors of the Company including Independent Directors, whole time directors , executive and non executive directors.

**"Company"** shall mean Prince Pipes and Fittings Limited (PPFL)

**"Conflict of Interest"** means where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company.

**"Executive Directors/Whole time Directors"** shall mean and include Company's Managing Director and Directors who are in whole time employment of the Company.

**"Independent Directors"** shall mean an Independent Director as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time)

**"Non - Executive Directors"** shall mean the Directors who are not in whole time employment of the Company.

**"Senior Management"** shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this shall comprise all members of management one level below the Board, including all functional heads

The Directors and Senior Management of the Company subscribe to the following code of Conduct adopted by the Board:

### HONEST AND ETHICAL CONDUCT

All the Directors and Senior Management should act in accordance with the highest standards of personal and professional integrity, honesty and ethics. Their conduct should be free from fraud and deception and it should help foster a culture of honesty, truthfulness, reliability, accountability and respect for human values in the Organisation.

## **CONFLICTS OF INTEREST**

All Directors & Senior Management should be scrupulous in avoiding situations wherein financial or personal considerations tend to compromise the exercise of professional judgments in discharging of their duties. They should not allow personal interests to conflict with the interests of the Company. Acceptance of any undue offer, gift, money or money's worth or favour, whether for himself / herself or for family members, from any business associates, is prohibited.

## **CONFIDENTIALITY**

All Directors and Senior Management should respect the confidentiality of all the confidential information, regarding the Company including but not limited to technical processes, patents, business processes, product developments, R&D, expansion plans, prices of goods, raw materials and Plant & Machinery, its customers, suppliers, employees, associates etc., acquired by them in the course of their duties. No such information is to be disclosed except when it is authorised or legally required. The use of such information for his or her own advantage or profit is prohibited.

## **PROTECTION AND PROPER USE OF COMPANY'S PROPERTY**

All Directors and Senior Management shall themselves make and ensure the use of Company's Property in most efficient and economic manner. All efforts should be made to protect the Company's Property from any misappropriation, theft, carelessness etc. and the Property must be used for legitimate and official purposes only.

## **COMPLIANCE WITH ALL APPLICABLE LAWS**

All Directors and Senior Management must comply with all applicable Government Laws, Rules and Regulations. They should make themselves conversant with all the latest legal provisions required in discharging of their duties so that no action of them should jeopardize the Company.

## **ENHANCING THE VALUE OF THE ORGANISATION**

All the Directors and Senior Management should strive hard to adopt a customer oriented approach and to make the Company more competitive. They should endeavor to make continuous improvements in all the business plans & processes, should foster suggestions/ take innovative steps for the betterment of the Company.

## **DISCLOSURES**

All Directors and Senior Management should ensure to provide full, fair, accurate, timely and understandable disclosures in all reports and documents required to be presented to shareholders, investors and other Government Authorities.

### **VIOLATION OF THE CODE**

The Board of Directors will have the power to take appropriate action against anyone found violating the provisions of the Code. Where the Company has suffered a loss due to such violation, it may pursue remedies against the individual.

### **WAIVERS AND AMENDMENTS OF THE CODE**

The Board of Directors is committed to continuously review and update the policies and procedures. Therefore, this Code is subject to modifications, waivers and amendments as the Board may think appropriate from time to time. The Board or any designated person/committee can waive compliance with this code for any director or Senior Management of the Company.