



**PPAP Automotive Limited
(Formerly Precision Pipes and Profiles Company Limited)**

CODE OF CONDUCT

This Code of Conduct ("Code") shall apply to all the Board Members and all employees of PPAP Automotive Limited. ("The Company").

The Company is committed to conduct its business in accordance with the applicable laws, rules and regulations and with the highest standards of business ethics.

The Company is committed to be a good corporate citizen. All the Board Members, Senior Management Personnel (hereinafter referred to as 'SMP') and Employees of the Company must strive to perform best at all times.

Directors and SMP shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

Directors and SMP shall be governed by the rules and regulations of the Company, as are made applicable to them from time to time.

The Code envisages the Board of Directors of the Company (the "Board") and Senior Management must act within the boundaries of the authority conferred upon them and with a duty to comply with the requirement of applicable laws.

Directors and SMP shall affirm compliance with this code on an annual basis as at the end of each Financial Year (April to March).

For this Code, SMP shall mean Functional Heads / General Manager and above.

1. INTEGRITY AND HONESTY

The Directors and employees shall act in accordance with honesty and the highest standards of personal and professional integrity. They shall act and conduct free from misrepresentation, suppression and deception. They shall act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgment to be subordinated.

2. CONFLICT OF INTEREST

The Directors and employee shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or the group. Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Set forth, are some of the common circumstances that may lead to a conflict of interest, actual or potential-

- a) The Directors and employees 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.

- b) The Directors and employees should avoid conducting Company business with a relative or with a firm / Company in which a relative / related party is associated in any significant role.

3. FINANCIAL REPORTING

The Company shall prepare and maintain its accounts fairly and accurately. All accounts and records clearly describe and identify the true nature of business transactions, assets, liability, income and expenditure. The Company follows generally accepted guidelines, principles, standards, laws and regulations in maintaining the books of accounts.

The Company shall have internal controls to provide assurance to the Company's Board and Shareholders that the transactions are accurate and legitimate. There shall be no willful omissions of any Company transactions from the books and records.

4. EQUAL OPPORTUNITY

The Company shall provide equal opportunities to all its employees and all qualified applicants for employment without regard to race, caste, colour, gender, religion, sex, age, marital status, disability, national origin, or any other factor made unlawful by applicable laws and regulations. This policy relates to all phases of employment including recruitment, hiring, placement, promotion, transfer, compensation, benefits, training, educational, social and recreational programs and the use of Company facilities. The Company shall encourage women employees to report any harassment concerns and be responsive to any complaints of harassment or other unwelcome and offensive conduct. Sexual harassment or exploitation is specifically prohibited.

5. COMPETITION

The Company shall promote and support the healthy competition. The Company shall compete fairly and honestly and shall not engage any restrictive or unfair trade practice. All competitive information shall be collected only in the normal course of business and shall be obtained only through legally permitted sources and means. Others confidential information shall not be used to gain improper advantage.

6. HEALTH AND SAFETY

The safety of people in the workplace is a primary concern of the Company. The Company should maintain compliance with local laws to maintain and secure healthy work surroundings. The Company shall strive to provide a safe and healthy working environment and comply with regulations regarding the preservation of the environment in and around its manufacturing facilities and other points of operation.

The Company promotes clean and green energy initiatives to ensure a sustainable environment and will endeavour to take steps necessary to reduce waste. All employees should-

- a) Stop work on your own or others', if you consider it unsafe
- b) Play your part in protecting the environment – make it a personal priority
- c) Be sure that your performance is not impaired, for example by a lack of sleep, alcohol, or any other drugs.
- d) Expect and encourage contractors and others with whom we work with to comply with applicable Health, Safety, Security and Environment requirements
- e) Report any accident, injury, illness, or unsafe condition immediately.

7. PROTECTING THE COMPANY'S ASSETS

The assets of the Company shall not be misused; they shall be employed primarily and judiciously for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property and relationships with customers and suppliers.

8. CONFIDENTIALITY

The Directors, officers and employees shall maintain the confidentiality of any information concerning the Company's business, its customers, suppliers etc., which is not in public domain, unless specially authorized or required as a matter of law. The use of confidential information for his own advantage or profit is also prohibited.

9. COMPLIANCES

It is the Company's policy to comply fully with applicable laws and regulations, both in letter and spirit, to adhere high ethical, moral and legal standards of business conduct. This policy includes strict compliance with all local, state, central and other applicable laws, rules and regulations

10. INSIDER TRADING

Obligations under the Indian securities laws apply to everyone as the Company is listed on the Indian Stock Exchanges. SMP shall not derive benefit or assist others to derive benefit by giving investment advice and information about the Company, not in public domain which therefore constitutes as insider information. This information is the property of the Company -- The Directors and employees have been entrusted with it. The purpose of this policy is to inform the Directors, Senior Management and Employees of the Company that the misuse of sensitive information is contrary to the Company policy and applicable Indian securities laws.

11. WHISTLE BLOWER

The Company has Whistle Blower Policy. It provides the safe ground of Whistle Blower process and investigates Protected Disclosures.

Every employee of the Company shall promptly report when she / he becomes aware of any actual or possible violation of the Code or an event of misconduct, act of misdemeanour or act not in the Company's interest.

Any employee of the Company can choose to make a protected disclosure under the Whistle Blower of the Company, providing for reporting to the Chairperson of the Audit Committee or the Board of Directors or specified authority. Such a protected disclosure shall be forwarded, when there is reasonable evidence to conclude that a violation is possible or has taken place, with a covering letter.

The Company shall ensure protection to the whistleblower and any attempts to intimidate him / her would be treated as a violation of the Code.

12. DUTIES OF INDEPENDENT DIRECTORS

An Independent Director should make a self declaration in a format prescribed to the Board that he satisfies the legal conditions for being an independent director. Such declaration should be given at

the time of appointment of the independent director and at the time of change in status. The independent directors should-

- a) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- b) 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;
- c) Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- d) Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) Strive to attend the general meetings of the Company;
- f) 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;
- g) Keep themselves well informed about the Company and the external environment in which it operates;
- h) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) 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;
- j) 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;
- k) Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- l) Acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- m) 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.