

## POLSON LTD ("POLSON")

### Code of Conduct

#### CHAIRWOMAN'S MESSAGE

As per the revised Clause 49 of the Listing Agreement pertaining to Corporate Governance, the Company has to evolve and implement a 'Code of Conduct' for all members of the Board and Senior Management. All the Board members and Senior Management personnel shall abide by and affirm the compliance of the Code of Conduct on an annual basis. The Annual Report of the Company shall contain a declaration to this effect signed by the Chief Executive Officer of the Company.

Values encapsulate the spirit of Polson and form the essence of Polson. These values guide us through challenging situations and moral dilemmas by defining norms of right and wrong action. They are the cornerstone of our principles. As Board members and senior employees of Polson, you are the manifestation of our Values. By joining this organization, you have joined a movement and we are honored to have you with us as custodians of our Value System.

The Polson Code of Conduct is a set of principles that guide and govern the conduct of Polson group companies and their employees in all matters relating to business. The Code lays down the ethical standards that Polson employees have to observe in their professional lives, and it defines the value system at the heart of the Polson group and its many business entities.

You have a duty to make decisions and implement policies in the best interest of the Company and its stakeholders. In an attempt to facilitate your decision and subsequent action, we have defined some guidelines in critical areas such as conflict of interest, confidentiality, insider trading etc.

These guidelines serve two main purposes. First, they assist you in making the right decision, during daily execution of your duties. Second, it helps create confidence in the minds of our customers, investors, suppliers and society at large with respect to our integrity and sincerity.

If all of us, in our professional and personal capacities, can internalize the beliefs enshrined in the Polson Code of Conduct, the Polson group's legacy and its future will remain in good hands.

This Code covers a wide range of business practices and procedures and serves as a guide to ethical decision-making. This Code does not cover every issue that may arise, but it sets out basic policies to guide directors, officers and employees of the Company and its affiliates. All directors and senior management personnel must become familiar with this Code and conduct themselves in accordance with these policies and seek to avoid even the appearance of improper behavior.

The principal duty of the Board of Directors, along with management, is to ensure that the Company is well managed in the interests of its shareholders. The Board of Directors plays the central role in the



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Company's governance. It is the Company's decision-making authority on all matters except those reserved to shareholders or delegated to the management. The Board of Directors is not expected to assume an active role in the day-to-day management of the Company.

The objective of the Code is to ensure compliance with legal requirements and set standards for business conduct so that concerned officers act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working for and on behalf of the Company. Those who violate the policies in this Code will be subject to disciplinary action, up to and including discharge from the Company.

#### **NATIONAL INTEREST**

The Polson Ltd is committed to benefit the economic development of the countries in which it operates. No Polson group company shall undertake any project or activity to the detriment of the wider interests of the communities in which it operates. Polson Ltd's management practices and business conduct shall benefit the country, localities and communities in which it operates, to the extent possible and affordable, and shall be in accordance with the laws of the land. Polson Ltd, in the course of its business activities, shall respect the culture, customs and traditions of each country and region in which it operates. It shall conform to trade procedures, including licensing, documentation and other necessary formalities, as applicable.

#### **CONFLICT OF INTEREST**

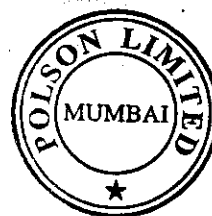
A "conflict of interest" occurs when the private interest of an employee, officer or director interferes in any way - or even appears to interfere - with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company.

Each employee and director should avoid having his or her private interests interfere with:

- (i) the interests of the Company or
- (ii) his or her ability to perform his or her duties and responsibilities objectively and effectively.

Employees and directors should avoid receiving, or permitting members of their immediate family to receive, improper personal benefits from the Company, including loans from or guarantees of obligations by the Company.

A director should make a full disclosure to the Board of any transaction or relationship that such a director reasonably expects could give rise to an actual conflict of interest with the Company and seek the Board's authorization to pursue such transactions or relationships.



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## **CORPORATE OPPORTUNITIES**

Employee, officer or director 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 and the Board declines to pursue such opportunity.

## **GIFTS**

Directors and members of their immediate families may not accept gifts from persons or firms who deal with the Company where the gift is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest.

## **CONFIDENTIAL INFORMATION**

Employees and directors should maintain the confidentiality of all confidential information that they receive or become privy to in connection with the Company's business, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might prejudice the ability of the Company to pursue certain objectives, be of use to competitors or harmful to the Company, its suppliers or its customers, if disclosed. Confidential information also includes any information relating to the Company's business and affairs that results in or would reasonably be expected to result in a significant change in the market price or value of any of the Company's securities or any information a reasonable investor would consider important in making an investment decision. Officers must not use confidential information for your own advantage or profit.

## **COMPLIANCE WITH GOVERNMENTAL LAWS, RULES AND REGULATIONS**

In carrying out their duties and responsibilities, directors and employees must comply with all applicable governmental laws, rules and regulations. In addition, if any director or employee becomes aware of any information that he or she believes constitutes evidence of a violation of any securities or other laws, rules or regulations applicable to the Company or the operation of its business, by the Company, any employee or director, then such employee or director should bring such information to the attention of the Chairman of the Board or such other person as designated in this regard.

## **INSIDER TRADING**

Employees and directors should observe all applicable laws and regulations including the Company's policies and codes as applicable to them with respect to the purchase and sale of the Company's securities.



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All non public information about the Company should be considered confidential information. To use non public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal.

It is the responsibility of each employee and director to become familiar with and understand these laws, regulations, policies and codes, and to seek further explanations and advice concerning their interpretation, if required.

#### **NO RIGHTS CREATED**

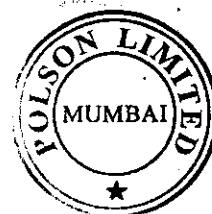
This Code sets forth guidelines for conduct of the employees, officers and directors of the Company. This Code is not an expressed or implied contract of employment and does not create any contractual rights of any kind between the Company and its employees. In addition, all employees should understand that the Code does not modify their employment relationship, whether at will or governed by contract. All references in this Code to employees shall include officers.

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

The Company is committed to continuously reviewing and updating its policies and procedures. Therefore, this code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's board of directors and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of amendment or waiver.

#### **FINANCIAL REPORTING AND RECORDS**

Polson Ltd shall prepare and maintain its accounts fairly and accurately and in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the company conducts its business affairs. Internal accounting and audit procedures shall reflect, fairly and accurately, all of the company's business transactions and disposition of assets, and shall have internal controls to provide assurance to the company's board and shareholders that the transactions are accurate and legitimate. All required information shall be accessible to company auditors and other authorised parties and government agencies. There shall be no willful omissions of any company transactions from the books and records, no advance-income recognition and no hidden bank account and funds. Any willful, material misrepresentation of and / or misinformation on the financial accounts and reports shall be regarded as a violation of the Code, apart from inviting appropriate civil or criminal action under the relevant laws. No employee shall make, authorise, abet or collude in an improper payment, unlawful commission or bribing.



## **COMPETITION**

Polson Ltd shall fully support the development and operation of competitive open markets and shall promote the liberalization of trade and investment in each country and market in which it operates. Specifically, no Polson Ltd group company or employee shall engage in restrictive trade practices, abuse of market dominance or similar unfair trade activities or employee shall market the company's products and services on their own merits and shall not make unfair and misleading statements about competitors' products and services. Any collection of competitive information shall be made only in the normal course of business and shall be obtained only through legally permitted sources and means.

## **EQUAL OPPORTUNITIES EMPLOYER**

Polson Ltd shall provide equal opportunities to all its employees and all qualified applicants for employment without regard to their race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin or disability. Human resource policies shall promote diversity and equality in the workplace, as well as compliance with all local labour laws, while encouraging the adoption of international best practices. Employees of a Polson Ltd shall be treated with dignity and in accordance with the Polson Ltd policy of maintaining a work environment free of all forms of harassment, whether physical, verbal or psychological. Employee policies and practices shall be administered in a manner consistent with applicable laws and other provisions of this Code, respect for the right to privacy and the right to be heard, and that in all matters equal opportunity is provided to those eligible and decisions are based on merit.

## **GOVERNMENT AGENCIES**

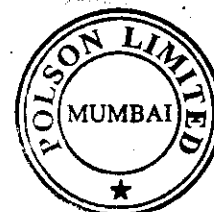
Polson Ltd and its employees shall not, unless mandated under applicable laws, offer or give any company funds or property as donation to any government agency or its representative, directly or through intermediaries, in order to obtain any favourable performance of official duties. Polson Ltd shall comply with government procurement regulations and shall be transparent in all its dealings with government agencies.

## **POLITICAL NON-ALIGNMENT**

Polson Ltd shall be committed to and support the constitution and governance systems of the country in which it operates. It shall not support any specific political party or candidate for political office. The company's conduct shall preclude any activity that could be interpreted as mutual dependence / favour with any political body or person, and shall not offer or give any company funds or property as donations to any political party, candidate or campaign.

## **HEALTH, SAFETY AND ENVIRONMENT**

Polson Ltd shall strive to provide a safe, healthy, clean and ergonomic working environment for its people. It shall prevent the wasteful use of natural resources and be committed to improving the



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environment, particularly with regard to the emission of greenhouse gases, and shall endeavour to offset the effect of climate change in all spheres of its activities. Polson Ltd, in the process of production and sale of its products and services, shall strive for economic, social and environmental sustainability.

#### **QUALITY OF PRODUCTS AND SERVICES**

Polson Ltd shall be committed to supply goods and services of world class quality standards, backed by after-sales services consistent with the requirements of its customers, while striving for their total satisfaction. The quality standards of the company's goods and services shall meet applicable national and international standards. Polson Ltd shall display adequate health and safety labels, caveats and other necessary information on its product packaging.

#### **CORPORATE CITIZENSHIP**

Polson Ltd shall be committed to good corporate citizenship, not only in the compliance of all relevant laws and regulations but also by actively assisting in the improvement of quality of life of the people in the communities in which it operates. The company shall encourage volunteering by its employees and collaboration with community groups.

#### **PUBLIC REPRESENTATION OF THE COMPANY**

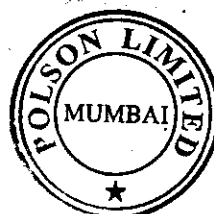
Polson Ltd honours the information requirements of the public and its stakeholders. In all its public appearances, with respect to disclosing company and business information to public constituencies such as the media, the financial community, employees, shareholders, agents, franchisees, dealers, distributors and importers, Polson Ltd shall be represented only by specifically authorised directors and employees. It shall be the sole responsibility of these authorised representatives to disclose information about the company.

#### **SHAREHOLDERS**

Polson Ltd shall be committed to enhancing shareholder value and complying with all regulations and laws that govern shareholder rights. The board of directors of Polson Ltd shall duly and fairly inform its shareholders about all relevant aspects of the company's business, and disclose such information in accordance with relevant regulations and agreements.

#### **ETHICAL CONDUCT**

Every employee of Polson Ltd, including full-time directors and the chief executive, shall exhibit culturally appropriate deportment in the countries they operate in, and deal on behalf of the company with professionalism, honesty and integrity, while conforming to high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be so by third parties. Every employee of a company shall preserve the human rights of every individual and the community, and shall strive to honour commitments. Every employee shall be responsible for the implementation of and compliance with the Code in his / her environment. Failure to adhere to the Code could attract severe consequences, including termination of employment.



## **REGULATORY COMPLIANCE**

Employees of Polson Ltd, in their business conduct, shall comply with all applicable laws and regulations, in letter and spirit, in all the territories in which they operate. If the ethical and professional standards of applicable laws and regulations are below that of the Code, then the standards of the Code shall prevail. Directors of a company shall comply with applicable laws and regulations of all the relevant regulatory and other authorities. As good governance practice they shall safeguard the confidentiality of all information received by them by virtue of their position.

## **CONCURRENT EMPLOYMENT**

Consistent with applicable laws, an employee of a company shall not, without the requisite, officially written approval of the company, accept employment or a position of responsibility (such as a consultant or a director) with any other company, nor provide freelance services to anyone, with or without remuneration. In the case of a fulltime director or the chief executive, such approval must be obtained from the board of directors of the company.

## **SECURITIES TRANSACTIONS AND CONFIDENTIAL INFORMATION**

An employee of a company and his / her immediate family shall not derive any benefit or counsel, or assist others to derive any benefit, from access to and possession of information about the company or Group or its clients or suppliers that is not in the public domain and, thus, constitutes unpublished, price-sensitive insider information. An employee of a company shall not use or proliferate information that is not available to the investing public, and which therefore constitutes insider information, for making or giving advice on investment decisions about the securities of the company, Group, client or supplier on which such insider information has been obtained.

Such insider information might include (without limitation) the following:

1. Acquisition and divestiture of businesses or business units.
2. Financial information such as profits, earnings and dividends.
3. Announcement of new product introductions or developments.
4. Asset revaluations.
5. Investment decisions / plans
6. Restructuring plans
7. Major supply and delivery agreements
8. Raising of finances

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An employee of a company shall also respect and observe the confidentiality of information pertaining to other companies, their patents, intellectual property rights, trademarks and inventions; and strictly observe a practice of non-disclosure.

#### **INTEGRITY OF DATA FURNISHED**

Every employee of a company shall ensure, at all times, the integrity of data or information furnished by him / her to the company. He / she shall be entirely responsible in ensuring that the confidentiality of all data is retained and in no circumstance transferred to any outside person / party in the course of normal operations without express guidelines from or, the approval of the management.

#### **NOTE:**

The Polson Ltd Code of Conduct does not provide a full, comprehensive and complete explanation of all the rules that employees are bound to follow. Employees have a continuing obligation to familiarise themselves with all applicable laws, company policies, procedures and work rules.

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