

HIGH STREET FILATEX LIMITED

“CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT”

PHILOSOPHY

High Street Filatex Limited is a professionally managed company. The company always believes in complete transparency and discharge of the fiduciary responsibilities which has been assumed by Board Members as well as by the Senior Management. Therefore in order to ensure the continuity thereof though, not written but otherwise ingrained, the Board of Directors has approved of the following Code of Conduct for all Board Members as well as for the Senior Management.

DEFINITION

“**Board Member**” shall mean a Director of the Company.

“**The Company**” shall mean “High Street Filatex Limited”.

“**Senior Management**” shall mean personnel of the Company who are members of its core management team excluding Board Members and this would comprise all members of management one level below the Executive Directors, including all functional heads.

PURPOSE

The prime purpose of the Code of Conduct is to deter wrongdoing and promote ethical conduct and create an environment where all the Board Members & Senior Management of the Company maintain an ethical standard and compliance to the ethical standards that are laid down. This code of conduct will act as guideline to all to:

- Maintain a corporate climate in which the integrity and dignity of each individual is valued and promoted.
- Assure the proper use of the Company’s assets.
- Not to indulge in any activity which adversely affects the image of the Company.

GUIDING PRINCIPLES

(i) Compliance with Governmental Laws, Rules and Regulations-

The Board Members & Senior Management of the Company must comply with all applicable governmental laws, rules and regulations. They must acquire appropriate knowledge of the legal requirements relating to their duties.

(ii) Confidential Information-

Confidential information be it technical, operational or commercial should not be disclosed to anyone. Such information is confidential and for exclusive use of the Company.

(iii) Accounting and Reporting-

All the Board Members and Senior Management of the Company are expected to follow the Company’s Accounting Policies. The recordation of such data must not be falsified or altered in any way to conceal or distort assets, liabilities, revenues, expenses or the nature of the activity. All public disclosures made by the Company, shall be accurate and complete in all material respects.

(iv) Insider Trading-

Obligations under Indian securities laws apply to everyone as the Company is listed on the Indian stock exchanges. In the normal course of business, all the Board Members and Senior Management of the Company may come into possession of significant, sensitive information. They may not profit from it by buying or selling securities.

Insider trading rules are strictly enforced, even in instances when the financial transactions seem small. All the Board Members and Senior Management of the Company should read the Insider Trading Rules of the SEBI carefully, paying particular attention to the specific policies and the potential liability and/or disciplinary action for insider trading violations. They should and abstain from entering into any transaction during closure of trading windows, and follow the pre-clearance procedures for trading and trade only during a trading window.

(v) Conflict of Interest

None of the Board Members and/or Senior Management will put himself in a position where there is potential conflict of interest between personal interest and his duty to the company. They will not exploit an opportunity arising while associated with the Company for their personal gain either directly or indirectly. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. Examples include:

- **Employment/association viz-a-viz outside employment/ association:** In consideration of employment/ association with the Company, Board Members and/or Senior Management are expected to devote their full attention to the business interests of the Company. Our policies prohibit any employee from accepting simultaneous employment/ association with a Company's supplier, customer, developer or competitor, or any other company with which the Company is in discussions or negotiations or from taking part in any activity that enhances or supports a competitor's position.
- **Outside Directorship:** It is a conflict of interest to serve as a Director of any Company that competes with the Company. Directors are required to disclose their directorships in other Companies to the Board of Directors and the Company Secretary from time to time.
- **Related Parties:** Board Members of Senior Management of the Company shall disclose any related party transactions to the Board from time to time. The Company must report all such material related party transactions under applicable accounting rules, SEBI, The Companies Act, 1956, and securities market rules. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to this business.

(vii) Violation of the Code

The Company will take appropriate disciplinary action for violation of the Code. Board Members must report all possible violations of this Code to the Human Resources department or the Secretarial department.

(viii) Amendment or Modification

The Company is committed to continuously reviewing and updating its policies and procedures. Therefore, this code is subject to modification so any amendment or modification of this Code would be approved by the Company's Board of Directors or a duly authorized Board Committee.
