

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

Stanpacks (India) limited has long believed in the ethical conduct of business and to that end has maintained a code of conduct for directors and senior management personnel to establish standards to conduct business ethically. All directors and senior management personnel conduct shall be governed by this code of conduct in order to promote:

1. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
2. Full, fair, accurate, timely, and understandable disclosure in reports and documents that the company files with, or submits to, the stock exchanges, registrar of companies, securities & exchange board of India and in other communications made by the company;
3. Compliance with applicable laws and governmental rules and regulations;
4. The prompt internal reporting of code of conduct violations to an appropriate person or persons identified in the code; and
5. Accountability for adherence to this code of conduct

The following principles guide their conduct:

Honest and integrity:

The directors and senior management personnel (collectively referred to as "officers") shall act honestly, in good faith and in the best interests of the company as a whole in all of their dealings for the company. There will not be any discrimination on the grounds of a person's race, religion, gender, marital status or disability. There will not be false promises or commitments and the company does not intend, or would be unable to honor. Officers shall adhere to the truth and should not mislead directly or indirectly nor make false statements, nor mislead by omission.

Confidentiality of information:

Confidential information received by the officers in the course of their duties remains the property of the company and should not be disclosed to any third person without the prior written consent of the company unless the disclosure is required by law or in accordance with their duties as an officer. Officers will respect the privacy of others.

Personal transactions and no misuse of information, position and property:

Officers owe the company a duty of loyalty. All personal or other business dealings of officers will be kept separate from their dealings as an officer of the company and shall not misuse information, their position or opportunities arising as a result of their position, improperly to gain advantage for themselves or for someone else or to cause detriment to or compete with the company. Officers shall not use the name of the company or business transaction to any personal gain or profit. The officers shall use goods, services and facilities provided to them by the company strictly in accordance with the terms on which they are provided.

Disclosure of interests:

Officers shall fully disclose active private or other business interests promptly and any other matters which may lead to potential or actual conflicts of interest in accordance with such policies that the officers may adopt from time to time. Officers shall fully disclose all relationships they have with the company in accordance with policies on independence that they may adopt from time to time. The dealings with the company must always be at arm's length to avoid the possibility of actual or potential conflict of interest.

Compliance with the law:

Officers should not engage in conduct likely to have an adverse effect on the reputation of the company. Officer must comply with all laws, rules regulations and corporate governance systems of the company at all times.

Lawful and ethical behavior:

Officers will promote and encourage ethical behavior. If an officer becomes aware of unlawful or unethical behavior, he or she will report it to the chairman or chief executive officer. The identity of the officer reporting the violation in good faith will remain confidential. Officers shall not use their status to seek personal gain from those doing business or seeking to do business with the company. Officers shall not accept any personal gain of any material significance if offered.

Compliance procedure:

The code of conduct for directors and senior management personnel sets forth the general company policy on an acceptable behavior.

These procedures have been prepared to implement and enforce the code of conduct for directors and senior management personnel, which has been reviewed and approved by the board of directors of the company in order that the company can best prevent violations act, rules and regulations, if such violations nevertheless occur in spite of these procedures, to reduce the penalty assessed against the company. These procedures are to be adhered as a company policy.