

Sheraton Properties & Finance Limited

CODE OF CONDUCT

(W.E.F. 01st February, 2016)

CODE OF CONDUCT

Introduction:

Sheraton Properties & Finance Limited is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company has formulated a Code of Conduct for Directors and Senior Management. For this purpose, Senior Management shall mean personnel of the Company who are members of core management including all members of management one level below the Executive Director.

The purpose of this Code is to enhance ethical standards and transparency in managing the affairs of Company and to sustain the trust and confidence reposed by the shareholders in Company.

Fair Competition:

The Company shall fully strive for the establishment and support of a competitive, open market economy in India and abroad, and shall cooperate in efforts to promote the progressive and judicious liberalization of trade and investment by a Country. Specifically, the Company shall not engage in activities that generate or support the formation of monopolies, dominant market positions, cartels and similar unfair trade practices.

Corporate citizenship:

The Company shall be committed to be a good corporate citizen, not only in compliance with all relevant laws and regulations, but also by actively assisting in the improvement of the quality of life of the people in the communities in which it operates, with the objective of making them self-reliant.

Such social responsibility would comprise: initiating and supporting initiatives in the field of community health and encouraging the application of modern scientific and managerial techniques and expertise in consonance with national and regional priorities. The Company shall also encourage volunteering among its employees and help them to work in the community.

Financial Reporting and Records:

The Company shall prepare and maintain its accounts fairly and accurately 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 fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to Company auditors and other authorized parties including government agencies.

Any willful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of this

code, apart from inviting appropriate civil or criminal action under the relevant laws.

Ethical conduct:

The Senior Management of the Company shall deal on behalf of the Company with professionalism, honesty and integrity, as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third party(ies).

Health, safety and environment:

The Company shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in. The Company shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

Shareholders:

The Company shall be committed to enhance shareholder value and comply with all regulations and laws that govern shareholders' rights. The Board of Directors of the Company shall duly and fairly inform its shareholders about all relevant aspects of the Company's business, and disclose such information in accordance with the respective regulations and agreements.

Regulatory compliance:

Every Director and member of senior management of the Company shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he or she operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the code, then the standards of the code shall prevail.

Conflict of interest:

All Directors and senior management must avoid any conflict of interest between themselves and the Company. A conflict of interest occurs when the personal interest interferes or appears to interfere with the interest of the company on one hand and its senior management/ Director on the other hand. If any Director or Senior Management fails to make a disclosure as required herein, and the Company of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed, the Company shall take a serious view of the matter and consider suitable disciplinary action.

Securities transactions and confidential information:

Any Director or senior management of the Company and their immediate family shall not derive any benefit or assist others to derive any benefit from access to and possession of information about the

Company or the Group, which is not in the public domain and thus constitutes insider information.

Protecting Company's assets:

The assets of the Company shall not be misused but shall be employed for the purpose of conducting the business of company for which they are duly authorized. Directors will not take any personal advantage which is discovered through the use of company property, information or position.

Duties of Independent Directors as specified in Schedule-IV of the Companies Act, 2013:

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) 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;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) 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;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) 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;
- (10) 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;
- (11) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) 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.

Waiver and Reporting:

Each director and senior management of the Company shall promptly report to the management any violation of this code, or an event he or she becomes aware of that could affect the business or reputation of his/her or the company.

It is not anticipated that waivers of this Code would be sought. In the rare and unusual circumstances, any waiver of this Code shall be made only by the Board of Directors and must be promptly disclosed to the shareholders.

Review:

The Code is subject to review by the Board of Directors from time to time as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines.

***Note:** The code does not provide a full, comprehensive and complete explanation of all the rules that Directors and senior management are bound to follow. They have a continuing obligation to familiarize themselves with all applicable laws, Company policy, procedures and work rules.*

For Sheraton Properties & Finance Limited

Sd/-

Aditya Srivastava

Chairman

(DIN: 07250865)

Sd/-

Jayesh B. Bhansali

Director

(DIN: 01062853)

Date: 01st February, 2016

Place: Mumbai

ACKNOWLEDGEMENT FORM

I, have received and read the "CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT" of Sheraton Properties & Finance Limited. I have understood the provisions and policies contained in this Code and I agree to abide by and comply with this code.

Date:
Place:

Signature:
Name:
Designation:

ANNUAL COMPLIANCE REPORT*

I, , do hereby solemnly affirm to the best of my knowledge and belief that I have, in letter and in spirit, complied with the provisions of the CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT of Bhansali Engineering Polymers Limited during the financial year ending 31st March, 20....

Date:

Place:

Signature:

Name:

Designation:

** To be submitted by 30th April each year.*