

CODE OF CONDUCT OF DYNEMIC PRODUCTS LIMITED

INTRODUCTION

This Code of Conduct as adopted by Dynemic Products Limited is meant to maintain the highest level of Ethics & value in the business practices & procedures and behavior of Board of Directors & employees and to comply with applicable law, rules and regulations of the Stock Exchanges on which the securities of the Company are listed.

The Code shall come into force with effect from the date when the shares of the company get listed on the Bombay Stock Exchange Limited.

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, officers and employees 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 Company's governance. It is the Company's decision-making authority on all matters except those reserved to shareholders or delegated to the management.

Those who violate the policies in this Code will be subject to disciplinary action, up to and including discharge from the Company. If you are in a situation that you believe may violate or lead to a violation of this Code, you must report the situation as described herein.

APPLICABILITY

This Code of Conduct applies to all the Members of the Board of Directors of the Company, Chief Executive Officer, Company Secretary, All Departmental/Functional heads of different functions of the Company (by whatever name they are called) and other specified employees as defined by the Board of Directors from time to time.

CORPORATE BUSINESS OPPORTUNITIES

In carrying out their duties and responsibilities, Directors and Specified employees shall avoid:

Appropriating corporate business opportunities for themselves that are discovered through the use of Company property or information or their position as Directors and Specified employees; using Company property or information, or their position as Director and Specified employees, for personal gain; and competing with the Company.

A corporate business opportunity is an opportunity

- (1) Which is in the Company's line of business or proposed expansion or diversification,
- (2) Which the Company is financially able to undertake and
- (3) Which may be of interest to the Company.

A Director and Specified employee, who learns of such a corporate business opportunity and who wishes to avail of it should disclose such opportunity to the Company's Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in such opportunity, then, and only then, may the Director and Specified employee avail of it, provided that the Director and Specified employee has not wrongfully utilized the Company's resources in order to acquire such opportunity.

CONFLICT OF INTEREST

The Directors and Employee shall not engage in any business, relationship or activity which actually or might detrimentally conflict with the interest of his Company or the Group.

The conflict of interest is said to exist when an employee is in a position to derive a personal benefit or a benefit to any of his or her relatives by making or influencing decisions relating to any transaction or where an independent judgement in the best interest of the Company is deemed to be affected.

Notwithstanding that conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested employees should be made to the Company's management. It is also incumbent upon every employee to make a full disclosure of any interest which the employee or the employee's immediate family, may have in a Company or firm which is a supplier, customer, distributor of or has other business dealings with his or her Company.

The immediate family member will include parents, spouse and children. It will also include any other person residing with him and dependent on him.

COMPANY'S ASSETS & PROPERTY

The assets & property of the Company shall not be misused and the Directors and employees shall ensure that all assets, information & resources be used only for the legitimate business purpose of the Company for which they are authorized.

INSIDER TRADING

No Director or employee of the Company and his or her immediate family shall derive any benefit or assist others to derive any benefit from access to and possession of any price sensitive information about the Company or the Group, which is not in the public domain and thus constitutes insider information.

An employee of the Company shall not use or proliferate information which is not available to the investing public and which therefore constitutes insider information for making or giving advice on investment decisions on the securities of the Company on which such insider information has been obtained.

Such insider information might include but not limited to the following:

1. periodical financial results of the Company;

2. intended declaration of dividends (both interim and final);
3. issue of securities or buy-back of securities;
4. any major expansion plans or execution of new projects;
5. amalgamation, mergers or takeovers;
6. disposal of the whole or substantial part of the undertaking;
7. any significant changes in policies, plans or operations of the Company.
8. disruption of operations due to natural calamities;
9. commencement of any new commercial production or commercial operations where the contribution there from is likely to exceed 10% of the total turnover of the Company during that financial year;
10. developments with respect to changes in pricing/realisation on goods and services arising out of changes in government policy;
11. Litigation/dispute with a material impact;
12. Assignment of or Revision in credit ratings assigned to any debt or equity instrument of the Company;
13. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company;

For any clarification on this directors/employees may approach the company Secretary/compliance officer of the company.

STANDARD & QUALITY OF PRODUCTS

The Company shall be committed to supplying goods and services of the highest quality standards, backed by continuous R&D activities consistent with the requirements of the customers to ensure their total satisfaction. The quality standards of the Company's goods and services should meet the required national standards, and the Company should endeavor to achieve international standards.

SHAREHOLDERS

A 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.

EMPLOYEES

The Company shall provide equal opportunity to all its eligible employees and all qualified applicants for employment without regards to their race, caste, religion, colour, material status, sex and age and ensure that decisions are based on merit. Employees of the Company shall be treated with dignity and in accordance with policy of maintaining a work environment free of sexual harassment, whether physical, verbal or psychological.

At the same time each employee shall dedicate his time and attention to the Company in true spirit and be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors.

ETHICAL DEALINGS

Every employee of the Company, including Directors shall deal on behalf of the Company with professionalism, honesty and integrity and will maintain high moral and ethical standards in his dealings. Such conduct shall be fair and transparent and be perceived to be as such by third parties. No employee or Director should seek to take unfair advantage of anyone (including the Company) through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

REGULATORY COMPLIANCE

Every Director and employee of the Company shall, in his or her business conduct, comply with all applicable laws, rules & regulations, both in letter and in spirit, in all the areas 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.

VIOLATION OF THE CODE

Directors / Officers should be alert to possible violations as it is part of their job and their responsibility to help enforce this Code.

They must cooperate in any internal or external investigations of possible violations, reprisal, threats etc against any person who has in good faith reported a violation or a suspected violation of law.

Actual violations of law, this Code or other Company policies or procedures should be promptly reported to the reporting authority.

Failure to adhere to the Code could attract the most severe consequences, including termination of employment.

REPORTING CONCERNS

The management shall endeavor to promote ethical behavior.

Every Director and employee of the Company shall promptly report to the management any illegal or unethical behavior or any actual or possible violation of this Code, or an event he or she becomes aware of that could affect the business or reputation of his/her or of the Company.

WAIVERS AND AMENDMENTS OF THE CODE

The Company is committed to continuously reviewing and updating this Code, Policies and Procedures. Any amendment or waiver of any of the provisions of this Code must be pre-approved in writing by the Company's Board of Directors and promptly disclosed in applicable regulatory filings pursuant to applicable laws and regulations together with details about the nature of the amendment or waiver.

Approved & signed by:

Date: