

CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT

Introduction

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by Paramount Printpackaging Limited (hereinafter referred to as "the Company") in compliance with the provisions of Clause 49 of the Listing Agreements entered into by the Company with the Stock Exchanges.

Applicability

The Code applies to the Members of Board of Directors (hereinafter referred to as "Board Members") and Members of the Management Team of the Company and all other executives having similar or equivalent rank in the Company (hereinafter referred to as "Senior Managers"). The Company Secretary shall be the Compliance Officer for the purpose of this Code. The Code shall come into force with immediate effect and future amendments / modifications shall take effect from the date stated therein.

Code of Conduct

- ✚ Use due care and diligence in performing their duties of office and in exercising the powers attached to that office;
- ✚ Act honestly and use their powers of office, in good faith and in the best interests of the Company as a whole;
- ✚ Committed to provide a complete solution for intelligent packaging of duplex board for our customers to their highest level of satisfaction and shall remain customer focused by working closely with our customers and understanding their present and future needs.
- ✚ Follow a process based approach in our operations and continuously improve the effectiveness of the quality management system based on ISO 9001: 2008 standard.
- ✚ 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.
- ✚ Employees of the company, in their business conduct, shall comply with all applicable laws and regulations, in letter and spirit.
- ✚ Shall in conformity with applicable legal provisions disclose personal and/ or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them.

- ✚ Shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992, SEBI (Substantial Acquisition of Shares and Takeovers), Regulations 2011 and also other regulations as may become applicable to them from time to time; and
- ✚ Ensure the confidentiality of information they receive whilst being in office of Director and is only disclosed if authorised by the company, or the person from whom the information is provided, or as required by law;
- ✚ 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.

Annual compliance reporting

Board Member and Managers shall affirm compliance with this Code on an annual basis as at the end of each financial year of the Company. The Annual Report of the company shall contain a declaration to this effect signed by the CEO.

Dated: February 14, 2013