

3P LAND HOLDINGS LIMITED
[Formerly known as Pudumjee Industries Ltd.]

CODE OF CONDUCT

This code of conduct has come into force from 1st November, 2005.

- This code of conduct shall apply to:
- All the Directors of the Company (including nominee Director), whether they are Executive or non-Executive.
- All Executives of the Company from the rank of Deputy General Manager and above.
- All Executives of the Company who are reporting directly to the Managing Director irrespective of their rank. (All these persons hereinafter are collectively referred to as "Senior Officials").
- All the Senior Officials shall observe highest standards of ethical conduct and shall be subject to all the rules and regulations of the Company which are in force from time to time.

The Senior Officials

- Shall ensure that the Company's assets are used by them for official purpose and where used for personal purpose it shall be in accordance with their terms of appointment.
- Shall avoid any transactions or situation in which their personal interest comes into conflict with that of the Company and where such conflict may exist would disclose their interest.
- Shall not receive directly or indirectly any benefit intended as being given as a gain or favour to them for dealings with the Company except as being authorized by their terms of appointment.
- Shall ensure the secrecy of all confidential information which comes to their knowledge, even after they cease to hold office or to serve the organization.
- Shall not give any statement to the public or any media except those specifically authorized by the Management.
- Shall not engage directly or indirectly through a relative in any material business dealings with the Company without appropriate disclosure to the Chairman.
- Shall adhere to the Insider Trading Code of the Company.
- Shall always truthfully comply with all the laws of the land.
- Shall always uphold the goodwill and credibility of the Company.
- Shall always uphold the value of trust, team work, mutuality, self respect and human dignity and shall never compromise with the interest of the Company in all their dealings with the customers, suppliers and all other business partners.
- Shall not accept gifts or presents from persons whom the Senior Official believe who may intend to derive a quid pro quo in relation to the Company's business.
- Shall not illegally or unreasonably withhold any property or documents of the Company to the detriment of interest of the Company.
- The aforesaid code seeks to lay down guidelines and does not intend to create any right in favour of any person.
- Any waiver of any provisions of this Code of Conduct must be placed for approval before the Board of Directors.