

CODE OF CONDUCT AND ETHICS

FOR DIRECTORS & SENIOR MANAGEMENT

PREFACE

This Code of Conduct and Ethics (herein after referred to as the "Code") has been adopted by the Board of Directors of M/s POPULAR ESTATE MANAGEMENT LIMITED (herein after referred to as "the Company"), to be applicable to all Directors and all members of senior management i.e., personnel who are a part of the core management team and including all functional heads of the company (herein after referred to as the 'Members') w.e.f. 1st April, 2011.

This Code helps the Members maintain good standards of business conduct, foster ethical and moral conduct and promote a culture of honesty and accountability, so as to set an example to others in the company.

The Code is not an all-inclusive comprehensive policy and cannot anticipate every situation that may arise in the course of the company's business. The Members are expected to bear in mind the essence and substance of the Code in all their dealings / transactions with the Company

DEFINITIONS

Directors mean all the members on the Board of Directors or Committees thereof and Senior Management means all employees in the grade of Assistant General Manager and above.

COMPLIANCE

All Members shall act within the bounds of the authority conferred upon them and undertake the duty to make and enact informed, judicious and harmonious decisions and policies in the best interests of the Company and its shareholders / stakeholders.

With a view to maintain the high standards of compliance, the Company requires the following rules / code of conduct to be observed in all activities. For the purpose of the code, the Company appoints the Company Secretary as compliance officer, who will be available to Members to answer questions and help them in complying with the code.

CONFLICT OF INTEREST

The term "Conflict of interest" pertains to situations in which financial or personal considerations may compromise, or have the appearance of compromising judgment of professional activities. A conflict of interests exists where the interests or benefits of one person or entity conflicts with the interests or benefits of the other person/entity/company.

All Members should not engage in any business, relationship or activity, which may be in conflict with the interest of the Company. Conflict may arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between the proper and improper activities. Set forth below, are some of the common circumstances that may lead to conflict of interest, actual or potential.

Members should not engage in any activity / employment that interfere with your performance or responsibility to the Company or otherwise in conflict with or prejudicial to the interests of the Company.

As a general policy, Members should avoid conducting business with a relative or with a firm / Company in which a relative / related party is associated in a significant role / position. Whenever/ wherever the related party transaction is unavoidable Members will fully disclose their interest in the transaction to the Board or to the Managing Director of the Company and due records for such transactions will be maintained as per the statutory requirements.

INTELLECTUAL AND CONFIDENTIAL INFORMATION POLICY

All Members have utmost obligation to identify and protect the intellectual properties, trade secrets and confidential information owned by the Company and its clients or associates as it is critical to the success of the company. "Intellectual Property Rights" (IPR) means generally patented or potentially patentable inventions, trademarks, copyrightable subject matters and trade secrets.

The Company's confidential information is a valuable asset. Members shall understand that protection of all confidential information is essential. Members should undertake and be committed to protecting business and personal information of confidential nature obtained from clients, associates and employees.

Any information concerning the Company's business, its customers, suppliers etc which is not in the public domain and to which the Members have access or possesses such information, shall be considered confidential and held in confidence, unless authorized to disclose or such disclosure is required as a matter of law. Members shall not provide any information either formally or informally, to the press or any other publicity media, unless specially authorized to do so.

- An employee of POPULAR ESTATE MANAGEMENT LIMITED shall also respect and observe the confidentiality of information pertaining to the Companies, its patents, intellectual property rights, trademarks and inventions; and strictly observe a practice of non-disclosure.

CORPORATE OPPORTUNITIES

Members owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises and are expressly prohibited from improper use of information / property or taking improper advantage of their position.

PREVENTION OF INSIDER TRADING

Insider trading is prohibited both by the Law as well as by the company policy. Insider trading generally involves the act of subscribing to or buying or selling of the Company's securities, when in possession of any Unpublished Price Sensitive Information about the company.

"Price sensitive information" is such information, which relates directly or indirectly to the company and which if published is likely to materially affect the price of securities of the Company. It is important to note that both positive and negative information could be price sensitive.

Members shall not derive benefit or assist others to derive benefit or assist them to derive benefit on their behalf by giving investment advice from the available access to and possession of information about the Company, which is not in public domain and thus constituting insider information. Members shall comply with the prevention of insider trading guidelines as issued by Securities Exchange Board of India (SEBI).

An employee of POPULAR ESTATE MANAGEMENT LIMITED and his / her immediate family shall not derive any benefit or counsel, or assist others to derive any benefit, from access to and possession of information about the company or group or its clients or suppliers that is not in the public domain and, thus, constitutes unpublished, price-sensitive insider information. Further a employee shall not use or proliferate information that is not available to the investing public, and which therefore constitutes insider information, for making or giving advice on investment decisions about the securities of the respective Tata company, group, client or supplier on which such insider information has been obtained.

Such insider information might include (without limitation) the following:

- Acquisition and divestiture of businesses or business units.
- Financial information such as profits, earnings and dividends.
- Announcement of new product introductions or developments.
- Asset revaluations.
- Investment decisions / plans.
- Restructuring plans.
- Major supply and delivery agreements.
- Raising of finances.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Members should comply with all applicable laws, rules, and regulations, both in letter and spirit. In order to assist the Company in promoting the lawful and ethical behavior, Members have to report any possible violation of law, rules, regulations or the code of conduct to the Company Secretary.

PROTECTION AND PROPER USE OF COMPANY'S ASSETS

All Members have the responsibility to protect the assets of the company, ensure optimal utilization of assets and to report and record all transactions. Members shall protect the Company's assets from loss, damages, misuse or theft and assets may only be used for business purposes and other purposes specifically approved by management and must never be used for any personal or illegal purposes.

EQUAL OPPORTUNITY EMPLOYER

POPULAR ESTATE MANAGEMENT LIMITED shall 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, age, nationality, ethnic origin or disability .Human resource policies shall promote diversity and equality in the workplace,

Employees of **POPULAR ESTATE MANAGEMENT LIMITED** shall be treated with dignity and in accordance with the policy of maintaining a work environment free of all forms of harassment, whether physical, verbal or psychological. Employee policies and practices shall be administered in a manner consistent with applicable laws and other provisions of this Code, respect for the right to privacy and the right to be heard, and that in all matters equal opportunity is provided to those eligible and decisions are based on merit. Employees shall at all times behave in line with the spirit of harmony in working together for unity within the **POPULAR GROUP**. Employees shall give full respect to the value of business and technical information possessed by other companies and at the same time shall be fully conscious of the value of **POPULAR ESTATE MANAGEMENT LIMITED'S** business and technical information, and shall work carefully towards establishing a strict and impartial system of administering such information.

- **POPULAR ESTATE MANAGEMENT LIMITED** shall strive to pay fair compensation and provide a safe and healthy workplace for employees. **POPULAR GROUP** is committed to equality of opportunity in all its Group Companies.
- **POPULAR ESTATE MANAGEMENT LIMITED** will not use child or forced labor.
- **POPULAR ESTATE MANAGEMENT LIMITED** will not tolerate treatment or working conditions that are in conflict with national / international conventions and practices.

- **POPULAR ESTATE MANAGEMENT LIMITED** will continue to invest in the personal and professional learning and growth of its employees. **POPULAR** will encourage its employees to lead balanced personal and professional lives

POLITICAL NON-ALIGNMENT

POPULAR ESTATE MANAGEMENT LIMITED shall be committed to and support the constitution and governance systems of the country. The company shall not support any specific political party or candidate for political office. The company's conduct shall preclude any activity that could be interpreted as mutual dependence / favour with any political body or person, and shall not offer or give any company funds or property as donations to any political party, candidate or campaign.

SELECTING SUPPLIERS

The Company's suppliers make significant contribution to its success. The Company's policy is to purchase / avail supplies based on need, quality, service, price and other commercial terms and conditions. Suppliers should be selected based on merit, price, quality and performances. The Company's policy is to select significant suppliers through a competitive bid process wherever possible. Under no circumstance should the Company or its employee, agent or contractor attempt to coerce suppliers in any way.

ENVIRONMENT, HEALTH AND SAFETY POLICY

Members shall take environmental consciousness a step further as a company and contribute to preserving nature as well as safety measures in own respective work areas. All Members are responsible for conducting safe and environmentally sound operations; this is in the interest of our own well-being and the quality of life of others. Members shall abide by this policy.

GIFTS & DONATIONS

No Member shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended or perceived to be intended to obtain business (or uncompetitive) favours or decision for the conduct of the business. Normal gifts of commemorative nature for special events may be accepted and reported to the Board.

SHAREHOLDERS

- **Popular Group** shall be committed to enhancing shareholder value and complying with all regulations and laws that govern shareholder 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 relevant regulations and agreements.

ACCOUNTABILITY

The Board of Directors (BOD) shall oversee the Company's adherence to ethical and legal standards. All employees and members of the BOD shall undertake to stop or prevent actions that could harm customers or reputation of the Company and to report such actions as soon as they occur to take corrective steps and see that such actions are not repeated.

COMPLIANCE WITH CODE OF CONDUCT

Each Director and senior management personnel shall adhere to this code of conduct and affirm compliance with the code on an annual basis as per the Annexure to the Code. Violation of this Code will lead to appropriate disciplinary action.

WAIVER OF THE CODE

Any waiver of the applicability of the Code or waiver of application of any provision of the Code to any Member shall be approved by the Board of Directors and disclosed as required by Law or SEBI / Stock Exchange regulations.

DISCLOSURE

In case there is likely to be a conflict of interest as prescribed Director / Employee should make full disclosure of all facts and circumstances thereof and to obtain prior written approval. Disclosure is to be made to the person as under:

INTERESTED PERSON	Authority to whom disclosure to be made
Any employee except CS/CEO	CEO
CS/CEO	Managing Director
All Directors	Audit Committee