

HEMADRI CEMENTS LIMITED

**CODE OF CONDUCT
FOR
BOARD OF DIRECTORS
AND
SENIOR MANAGEMENT PERSONNEL**

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[Under Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

PREAMBLE

This Code of Conduct is in compliance of the requirements under Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

PURPOSE

The purpose of the code is to provide a mechanism for disclosures leading to informed decisions in matters involving business ethics.

APPLICABILITY

This code shall be applicable to the following persons.

- a. Board of Directors
- b. All Senior Management Personnel.

INTERPRETATIONS

For the purpose of this code, the term "Senior Management" shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above

The word Company shall mean "HEMADRI CEMENTS Limited."

VITAL ASPECTS OF ETHICAL CONDUCT ARE GIVEN HEREUNDER:-

1) HONESTY

The Directors and Senior Management Personnel shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct and use their powers of office, in good faith and in the best interests of the Company as a whole.

2) CONFIDENTIALITY

The Directors and Senior Management Personnel shall maintain the confidentiality of information of the Company or that of any customer, supplier or business associate of the Company to which the Company has a duty to maintain confidentiality, except when disclosure is authorised or legally mandated. The use of confidential information for personal advantage or profit is prohibited.

3) PROTECTION AND PROPER USE OF COMPANY'S ASSETS

The Directors and Senior Management Personnel should protect the Company's assets and property. The company's assets should be used only for legitimate business purposes.

4) COMPLIANCE OF LAWS

The Directors and Senior Management Personnel shall endeavour to ensure compliance with all applicable laws, rules and regulations applicable to the Company.

5) TRANSPARENCY

The Company is committed to openness in its dealings with the stakeholders. Transparency and honesty shall be the guiding principles in all the communication activities internally and externally.

6) CONFLICT OF INTEREST

The Directors and Senior Management of the Company shall not engage in any business, relationship or activity, which may be in conflict with the interest of the Company. A conflict of interest exists where the interest or benefits of one person or entity conflict with the interest or potential benefits of the Company.

7) CONDUCT

The Directors and Senior Management Personnel of the Company shall conduct themselves in a manner that upholds their integrity, rectitude and fair name of the Company and give no occasion to the Company to explain their actions or behaviours.

8) CONFIRMATION OF COMPLIANCE

In terms of Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel shall confirm compliance with the code on an annual basis, within 30 days of close of every financial year.
