



KANODIA CEMENT LIMITED

Code of Conduct for Board Members & Senior Management

Regd. Office:

D-19, UPSIDC Land Industrial Area, Sikandrabad, Bulandshahr, UP-203205

Corporate Office:

A-21, Sector-16, NOIDA, Gautam Buddha Nagar, UP-201301

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Introduction

This Code of Conduct (hereinafter referred to as “the Code”) has been framed and adopted by **M/s Kanodia Cement Limited** (hereinafter referred to as “the Company”) in compliance with the provisions of the Section 178(3) of Companies Act 2013 & rules made thereunder including amendments or modification made thereto.

Applicability

The Code shall be applicable to:

- (i) All Directors/Senior Management personnel (i.e. all officials/ employees having equivalent or higher designation than ‘Assistant General Manager’) are expected to comply with the code in letter and spirit. They are also required to affirm compliance on an annual basis.
- (ii) The Independent / Non- Executive Directors to the extent that it does not conflict with or is prejudicial to the interest to the Company. Subject to the foregoing and in accordance with the following paragraphs, the Independent / Non-executive Directors of the Company shall not be precluded from taking up outside assignments / directorships in other companies.

Purpose

This Code has been drawn up in accordance with the Section 178(3) of Companies Act 2013 & rules made thereunder including amendments or modification made thereto.

Code of Conduct

The Board Members, Senior Management and Senior Managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

The Board Members and the Senior Managers of the Company:

1. Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
2. Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.

3. Shall ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only or as per the terms of their appointment.
4. Shall not seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company and shall ensure that the Company's interests are never compromised.
5. Shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.
6. Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.
7. Shall not communicate with any member of the press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorized otherwise.
8. Shall not, without the prior approval of the Board or Senior Management, as the case may be, accept employment or a position of responsibility with any other organization for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.
9. 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.
10. Shall ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify him/ her from his/ her association with the Company.
11. Shall ensure compliance with the Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2015 as also other regulations as may become applicable to them from time to time.

In addition to the above, independent directors shall abide with the duties of Independent Directors as mentioned under the Companies Act, 2013, the Schedules and Rules made thereunder.



Annual Compliance Reporting

The Board Members, Senior Management and Senior Managers shall affirm the compliance with this Code on an annual basis as at the end of the each financial year of the Company (as per Appendix I within 7 days of the close of every financial year).

Acknowledgement of Receipt of the Code

Every Board Member, Senior Management and Senior Manager both present and future shall acknowledge receipt of the Code or any modification(s) thereto, in the acknowledgement form annexed to this Code as Appendix – II and forward the same to the Compliance Officer.

Any breach of the aforesaid Code brought to the notice of the Compliance Officer or any Member of the Board or Senior Management shall be reported to the Board of Directors of the Company for necessary action.

Amendment:

This code may be amended, modified, varied or waived by the Board as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines. As a general policy, the Board will not grant waiver of this code.



APPENDIX-I

ANNUAL COMPLIANCE REPORT

I _____, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of “Code of Conduct for Board Members and Senior Management” during the financial year ended 31st March, _____.

Signature:

Name:

Designation:

Address:

Dated:

Place:



APPENDIX-II

ACKNOWLEDGEMENT FORM

I have received and read the Company's Code of Conduct for Board Members and Senior Management of M/s Kanodia Cement Limited.

I have understood the provisions and standards contained in the Code of Conduct and agree to comply with the same.

Signature:

Name:

Designation:

Address:

Dated:

Place: