

CODE OF CONDUCT FOR BOARD MEMBERS AND MEMBERS OF SENIOR MANAGEMENT

» [annual compliance report](#)

» [acknowledgement form](#)

INTRODUCTION

The Code applies to the Members of Board of Directors (hereinafter referred to as “Board Members”) and Members of the Senior Management Team of the Company one level below the Board Members, viz. Manager & CEO, CFO, Unit Heads, Presidents, Joint Presidents and all other executives having similar or equivalent rank in the Company and the Company Secretary of 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 effect from 1st January, 2006 and future amendments / modifications shall take effect from the date stated therein.

The Code shall be posted on the website of the Company.

CODE OF CONDUCT

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

[A] 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 of the Related Party Transactions falling under the purview of the Companies Act 2013 and Clause 49 of the Listing Agreement and disclose the 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 so as to enable the other Board Members to take an informed decision.

[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 SEBI (Prohibition of Insider Trading) Regulations, 1992 as also other regulations as may become applicable to them from time to time.

[B] In addition to the above, the Independent Directors of the Company shall also abide by the duties as laid down in the Companies Act 2013 and the rules made thereunder read with the Schedule IV.

ANNUAL COMPLIANCE REPORTING

Board Members and Senior Managers shall affirm 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

Each Board Member 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.

Dated: 12th November 2014

VOTORANTIM GROUP CODE OF CONDUCT

In addition to the above Code of Conduct of Company, Employees and Directors are committed to ensuring the application of the Votorantim Group Code of Conduct and agree to abide by it and uphold it in all their activities within the Company. The above Group Code of Conduct can be accessed and a report or a question under the said Code can be made to the Ombudsman, through the following ethics line:

[Ethics Line in Gujarati](#)

[Ethic Line in English](#)