

HERANBA INDUSTRIES LIMITED

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

1 INTRODUCTION:

The matters covered in this Code of Conduct (“Code”) are of utmost importance to Heranba Industries Limited (“Company”), its shareholders and stakeholders and are essential so that it can conduct business in accordance with legal and ethical values to which the Company is strongly committed. A code of conduct for the board of directors of the Company (“Board”) and the senior management personnel of the Company (i.e. one level below, the executive directors, and functional heads) (“Senior Management Personnel”) enables the Company to publicly state to its external stakeholders (suppliers, customers, consumers and shareholders), the way in which they intend to do business.

2 APPLICABILITY OF THE CODE:

This Code applies to board of directors of the Company and the senior management personnel of the Company.

3. DEFINITIONS AND INTERPRETATION

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this code, shall have the meaning assigned to them below:

- ‘Company’ shall mean “Heranba Industries Limited”
- ‘Board of directors’ (Board) shall mean all the Directors of the Company including non-official part time directors i.e. Independent Directors
- ‘Independent Directors’ shall mean the Board members as defined under Section 2(47) read with 149(5) of the Companies Act, 2013.
- ‘Senior Management Personnel’ shall mean one level below the executive directors and functional heads
- ‘Relative’ shall mean ‘relative’ as defined in Section 2(77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014

4. CODE OF CONDUCT

The Board and Senior Management Personnel of the Company should:

- Demonstrate the highest standards of integrity, business ethics, and corporate governance.
- Perform their roles with competence, diligence, in good faith and in the best interests of the Company.
- Conduct in a professional, courteous and respectful manner and not take improper advantage of their position
- Provide expertise and experience in their areas of specialization and share learning’s at the meetings of the Board in the best interest of the Company and its stakeholders. They

should guide the Company's management in the 'right' direction based on their experience and judgment.

- Give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the Management. They should call for additional information, where necessary, for making such judgements.
- Not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or bring discredit to it. Any situation that creates a conflict of interest between personal interests and the Company and its stakeholders' interests must be avoided at all costs.
- Avoid conducting business on behalf of the Company except with the prior approval of the Board with (a) a relative (b) a Private Limited Company in which he or his relative is a Member or a Director (c) a Public Limited Company in which he along with his relative holds more than two per cent of its paid-up share capital; and (d) with a firm in which he or his relative is a partner;
- h) Follow all the guidelines put forth in the Code of Conduct for Prevention of Insider Trading.
- Not disclose any confidential / privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company.
- j) Not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.

5. DUTIES OF INDEPENDENT DIRECTORS:

The independent directors shall:

- a) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- c) strive to attend all meetings of the Board and of the committees of the Board, which the independent director(s) is a member of;
- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) strive to attend the general meetings of the Company;
- f) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist

- that their concerns are recorded in the minutes of the meeting of Board and Committee meetings;
- g) keep themselves well informed about the Company and the external environment in which it operates;
 - h) not to unfairly obstruct the functioning of an otherwise proper the Board or committees of the Board;
 - i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
 - j) ascertain and ensure that the Company has an adequate and functional Vigil Mechanism / Whistle Blower Policy and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
 - k) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, if any;
 - l) acting within his/her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
 - m) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

6. ANNUAL AFFIRMATION WITH COMPLIANCE OF THIS CODE:

All members of the Board and Senior Management Personnel of the Company shall affirm compliance with this Code on an annual basis.

APPENDIX I

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT
ANNUAL COMPLIANCE REPORT*

I, Director of Heranba Industries Limited, 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 : _____

Date:

Place: