

INDITALIA REFCON LIMITED

Regd Off : 7 and 8 B, IInd Floor, West View No.1. S.V Road, Santacruz (West), Mumbai 400 054

CODE OF CONDUCT

Inditalia is committed to benefit the economic development of the countries in which it operates. Inditalia company's management practices and business conduct shall benefit the country, localities and communities in which it operates, to the extent possible and affordable, and shall be in accordance with the laws of the land.

Inditalia in the course of its business activities, shall respect the culture, customs and traditions of each country and region in which it operates. It shall conform to trade procedures, including licensing, documentation and other necessary formalities, as applicable.

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by Inditalia Refcon Limited in compliance with the provisions of Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

This Code is intended to provide guidance to the Board of Directors and Senior Management Personnel to manage the affairs of Inditalia in an ethical manner. The purpose of this code is to recognize and deal with ethical issues and to provide mechanisms to report unethical conduct of Employees, Board of Directors and Senior Management Personnel and to develop a culture of honesty and accountability.

This code shall come into force with effect from 14th August, 2015. The provisions of this Code can be amended/ modified by the Board of Directors of Inditalia from time to time and all such amendments/ modifications shall take effect from the date stated therein.

1. DEFINITIONS & INTERPRETATION

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

"Board Members" shall mean the Directors on the Board of Directors of the Company.

"Whole-time Directors" shall mean the Board Members who are in whole-time employment of the Company.

"Part time Directors" shall mean the Board Members who are not in whole time employment of the Company.

"Relative" shall mean 'relative' as defined in Clause 77 of Section 2 and read with Rule 4 of Chapter I Companies (Specification of Definitions Details) Rules, 2014 of the Companies Act, 2013.

"Senior Management Personnel" shall mean personnel of the Company who are members of its core management team excluding Board of Directors and would comprise of all members of management one level below the executive directors, including viz. Company Secretary, Manager, CEO, CFO, all Functional Heads, all Unit Heads, Presidents,

Joint Presidents and all other executives having similar or equivalent rank in the Company

“The Company” shall mean Barak Valley Cements Limited.

2. APPLICABILITY

The Code applies to the following personnel: Board Members (whether Whole Time Directors or Part Time Directors including Independent and Nominee Directors) Senior Management Personnel of the Company.

3. CODE OF CONDUCT

The Board Members and Senior Management Personnel of Inditalia 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 Management Personnel of Inditalia:

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 not involve in taking any decision on a subject matter in which a conflict of interest arises or which, in his opinion, is likely to arise.
4. Shall not utilize bribery or corruption in conducting the Company's business. No Director or employee will offer or provide either directly or indirectly any undue pecuniary or other advantages for the purpose of obtaining, retaining, directing or securing any improper business advantage.
5. Shall not indulge themselves in Insider Trading and shall comply with the Insider Trading Code and Insider Trading Regulations as laid down by SEBI and the Company.
6. Shall ensure that they shall protect the Company's assets and properties including physical assets, information and intellectual rights and not use the same for their personal gain.
7. Shall not seek or accept any compensation (in any form), directly or indirectly, for services performed for the Company from any source other than the Company.
8. Shall not, without the prior approval of the Board or Senior Management, as the case may be, accepts 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 not receive any gift, payments or favor in whatsoever form from Company's business associates, which can be perceived as being given to gain favor or dealing with the Company and shall ensure that the Company's interests are never compromised.
10. 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. No Board Members and Senior Management Personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specifically authorized. However, that Board Members and Senior Management Personnel shall be free to disclose such information as is part of the public domain at the time of disclosure/ authorized or required to be disclosed pursuant to a decision of the Board/ required to be disclosed in accordance with applicable laws, rules, regulations or guidelines or to any authority.

11. Shall avoid any dealings with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company.
12. Shall avoid conducting business 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 or his relative holds 2% or more shares or voting right and (d) with a firm in which the relative is a partner, except with the prior approval of the Board, and shall make proper disclosure of related party transactions to the Board of Directors, the Chairman and Managing Director or the Competent Authority under the provisions of Accounting Standard 18 issued by the Institute of Chartered Accountants of India.
13. Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy resulting in a conviction.

4. ROLE AND FUNCTIONS OF INDEPENDENT DIRECTORS:

The independent directors of Inditalia:

1. Shall help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. Shall bring an objective view in the evaluation of the performance of board and management;
3. Shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. Shall satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. Shall safeguard the interests of all stakeholders, particularly the minority shareholders;
6. Shall balance the conflicting interest of the stakeholders;
7. Shall determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
8. Shall moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

5. DUTIES OF INDEPENDENT DIRECTORS:

The independent directors of Inditalia:

1. Shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. Shall 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;
3. Shall strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. Shall participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. Shall strive to attend the general meetings of the company;
6. Shall 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

- Board meeting;
7. Shall keep themselves well informed about the company and the external environment in which it operates;
 8. Shall not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
 9. Shall 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;
 10. Shall ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
 11. Shall report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
 12. Shall acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
 13. Shall 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. DISCLOSURE OF INFORMATION :-

Members of the Board and key executives should be required to disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the company.

7. INTEGRITY OF DATA FURNISHED:-

Every employee of Inditalia shall ensure, at all times, the integrity of data or information furnished by him/her to the company. He/she shall be entirely responsible in ensuring that the confidentiality of all data is retained and in no circumstance transferred to any outside person/party in the course of normal operations without express guidelines from or, the approval of the management.

8. COMPETITIVE INFORMATION

Inditalia shall fully support the development and operation of competitive open markets and shall promote the liberalization of trade and investment in each country and market in which it operates Inditalia company or employee shall market the company's products and services on their own merits and shall not make unfair and misleading statements about competitors' products and services.

9. EQUAL OPPORTUNITIES

Inditalia company shall provide equal opportunities to all its employees when employed and all qualified applicants for employment without regard to their race, caste, religion, color, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin or disability.

10. AGENCIES

Inditalia has no agencies as on date and hence this is not applicable.

11. POLITICAL NON-ALIGNMENT

Inditalia shall be committed to and support the constitution and governance systems of the country in which it operates.

12. HEALTH, SAFETY AND ENVIRONMENT

Inditalia Company shall strive to provide a safe, healthy, clean and ergonomic working environment for its people, whoever are employed.

13. QUALITY OF PRODUCTS AND SERVICES

Inditalia company shall be committed to supply goods and services of world class quality standards, backed by after-sales services consistent with the requirements of its customers, while striving for their total satisfaction.

14. CORPORATE CITIZENSHIP

Inditalia company shall be committed to good corporate citizenship, not only in the compliance of all relevant laws and regulations but also by actively assisting in the improvement of quality of life of the people in the communities in which it operates. The company shall encourage volunteering by its employees and collaboration with community groups.

15. PUBLIC REPRESENTATION OF THE COMPANY

Inditalia honors the information requirements of the public and its stakeholders. In all its public appearances, with respect to disclosing company and business information to public constituencies such as the media, the financial community, employees and shareholders, it shall be the sole responsibility of the company.

16. GROUP POLICIES

Inditalia company shall recommend to its board of directors the adoption of policies and guidelines periodically formulated.

17. COMMUNICATION OF VIOLATIONS :-

Directors of Inditalia shall communicate any suspected violations of this Code promptly to the Chairman of the Audit Committee. Senior Management should communicate any suspected violation of this code to the Managing Director who in turn shall communicate it to the Chairman of the Audit Committee. Violations will be investigated by the Board or by persons designated by the Board, and appropriate action will be taken in the event of any violations of the Code.

18. CONSEQUENCES OF NON- COMPLIANCE OF THIS CODE :-

In case of breach of this Code, the same shall be considered by the Board of Directors for initiating appropriate action, as deemed necessary. Any waiver of this Code may be made only by the Board of Directors and must be promptly disclosed to the Company's shareholders.

19. PLACEMENT OF THE CODE ON WEBSITE :-

Pursuant to Regulation 46(2)(d) of the Listing Obligations Disclosure requirements, 2015, this Code and any amendments thereto shall be posted on the website of the Company.

20. ANNUAL COMPLIANCE REPORTING :-

In terms of Regulation 17(5)(a) & (b) of the Listing Obligations Disclosure requirements, 2015, all Board Members and Senior Management Personnel shall affirm compliance of this Code within 30 days of close of every financial year. Compliance Report shall be forwarded to the Company Secretary, in such form and manner as may be prescribed from time to time.

21. ACKNOWLEDGEMENT OF RECEIPT OF THIS CODE :-

All Board Members and Senior Management Personnel shall acknowledge the receipt of this Code or any modification(s) thereto, in the acknowledgement form and forward the same to the Company Secretary.

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