



AGARWAL INDUSTRIAL CORPORATION LTD

[CIN : L99999MH1995PLC084618]

Registered Office : Eastern Court, Unit No. 201-202, Plot No. 12, V.N. Purav Marg. S.T. Road, Chembur, Mumbai – 400071. Phone Nos : +91-22-25291149/50. Fax : +91-22-25291147. Website : www.aicltd.in ; E-mail : r.bhalla@aciltd.in

Code of Conduct Under Clause 49 of the Listing Agreement

1. INTRODUCTION

1.1 This Code of Conduct (hereinafter referred to as the “**Code**”) shall be called “The Code of Conduct for the Members of the Board and Senior Management personnel” of [Agarwal Industrial Corporation Limited](#) (hereinafter referred to as the “**Company**”)

1.2 The purpose of this code is to enhance ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence shown in the Management by the shareholders of the Company.

1.3 The Company currently has its internal rules and regulations, within the framework of various laws, which govern the conduct of all employees of the Company. This code shall be applicable to all the Board Members and Senior Management of the Company and the principles prescribed in this Code are general in nature and lay down broad standards of compliance and ethics, as required by Clause 49 of the Listing Agreement with the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

1.4 Violations of law, or this code or company’s rules & regulations or procedures should be reported immediately to the Managing Director/ Whole Time Directors/Compliance Officer of the Company in writing.

2. **DEFINITIONS** 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.

2.1 ‘Company’ means [Agarwal Industrial Corporation Limited](#).

2.2 ‘Board Members’ means Board of Directors of the Company. ‘Independent Director’ means a Director appointed as Independent Director in accordance with provisions of Section 149 of the Companies Act, 2013 and Rules made thereunder.

2.3 '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 one level below the Managing Director / Whole Time Directors / Executive Directors, including all functional heads.

2.4 'Relative' shall have the same meaning assigned to them in Section 2(77) of the Companies Act, 2013.

2.5 'Price Sensitive Information' shall have the same meaning as assigned to them in SEBI (Prohibition of Insider Trading) Regulations, 1992.

2.6 'Officers' shall collectively refer to the board members and the senior management personnel.

2.7 'Compliance Officer' means the officer appointed by the Board of Directors under the Listing Agreement.

3. **COMPLIANCE** All Board Members and senior management personnel of the Company shall affirm compliance with this Code on annual basis in such form as may be prescribed ([Annexure I](#)) and send it to the Board of Directors by 30th April each year. The Annual Report of the Company shall contain a declaration to this effect.

4. **CODE OF CONDUCT** Every Officer shall act within the authority conferred upon him by the Company and under applicable law, keeping the best interests of the Company and adhere to the following:

4.1 Shall act with personal and professionalism integrity, due care, skill, diligence, honesty, good faith as well as high moral and ethical standards;

4.2 Shall be independent in their judgment and actions;

4.3 Shall not participate in any decision making process on a subject matter in which a conflict of interest exists or is likely to exist such that an independent judgment of the Company's best interest cannot be exercised;

4.4 Shall not allow their personal interest to conflict with the interest of the Company, if they are considering investment in the Company's customer, supplier, developer or competitor, you must first take great care to ensure that these investments do not compromise your responsibilities to the Company. In the event of there being a conflict of interest and duty, they should make full disclosure of all facts and circumstances thereof to the Board of Directors;

4.5 Shall not, in his official capacity, enter into business with (a) a relative or (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 paid up share capital and (d) with a firm in which the relative is a partner, except with the prior approval of the Managing Director / Whole Time Directors of the Company unless otherwise permitted by law;

4.6 Shall not discriminate employees based on color, religion, caste, creed or gender;

4.7 Shall not commit any offence involving moral turpitude.

4.8 Shall refer all inquiries or calls from the press, media and financial analysts to the Company's Managing Director / Whole Time Directors .

4.9 . The Company has designated its Managing Director / Whole Time Directors as official Company spoke people for any Company related matters.

4.10 Unless specifically permitted by the Managing Director / Whole Time Directors of the Company, not to hold any positions or jobs or directorship or engage in other businesses or interests that are prejudicial to the interests of the Company.

4.11 Shall not disclose any Price Sensitive Information/Unpublished Price Sensitive information that may affect performance of the Company.

4.12 Unless specifically permitted by the Managing Director / Whole Time Directors of the Company, the Officers shall not serve as director of any other company or accept any appointment or post, whether advisory or administrative or as partner of a firm that is engaged in a business competing with the Company or with which the company has business relations.

4.13 The Officers shall protect the Company's assets including physical assets, intangible assets, information and intellectual rights and shall not use the same for personal gain.

4.14 All the members of the Board and senior management personnel of the company shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes.

4.15 All the members of the Board and senior management personnel of the company should strive for optimum utilization of available resources. They shall exercise care to ensure that costs are reasonable and there is no wastage.

4.16 All the members of the Board and senior management personnel of the company shall follow all prescribed safety and environment related norms.

4.17 All Independent Directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company and also 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. They would strive to attend all meetings of the Board of Directors and of the Board committees of which they are members and participate constructively and actively in the committees of the Board in which they are chairpersons or members. They should strive to attend the general meetings of the Company. In case 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. The Company would expect them to keep themselves well informed about the Company and the external environment in which it operates. They would also ensure not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board. At the same time, they must 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. They must 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. Further, they must report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. They shall be acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees. They must ensure not to 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.

5. AMENDMENT TO THE CODE The provisions of this Code can be amended and modified by the Board of Directors of the Company from time to time and all such amendments and modifications shall take effect from the date stated therein.

6.PLACEMENT OF THE CODE ON WEBSITE Pursuant to Clause 49 of the listing Agreement, this Code and any amendment thereto shall be posted on the website of the Company.

ANNEXURE I

To,
The Board of Directors
Agarwal Industrial
Corporation Limited
Mumbai – 400071.

Sub : Confirmation of Compliance of the Code of Conduct of Agarwal Industrial Corporation Limited .

I _____ (name), _____ (designation) of the Company, do hereby confirm that I have fully complied with the provisions of the Code of Conduct of the Agarwal Industrial Corporation Limited for the Accounting year ending on 31st March, 20__.

Signature _____

Name _____

Date _____

Place _____

Note: to be submitted by 30th April, each year.