



ESS DEE ALUMINIUM LIMITED
Code of Conduct for Board of Directors and Senior Management
(Pursuant to Clause 49 II E of Listing Agreement)

Preamble

All Directors and Senior Management personnel (SMPs) must act within the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interest of the company and its shareholders/stakeholders.

With a view to maintain the high standards that the Company requires, the following rules / Code of Conduct should be observed in all activities of the Board.

1. Honesty and Integrity

All Directors/SMPs shall conduct their activities, on behalf of the Company, with honesty and integrity. All Directors/SMPs shall act in good faith, responsibly, and should use due care in performance of duties. The Directors/SMPs will act in the best interests of the Company and fulfill their fiduciary obligations. A director should seek to:

- i. Make reasonable efforts to attend Board and Committee meetings;
- ii. dedicate time and attention to the Company; and
- iii. seek to comply with all applicable laws, regulations, confidentiality obligations and corporate policies of the Company.

2. Conflict of Interest

Directors/ SMPs on the Board of the company shall not engage in any business, relationship or activity, which may be in conflict of interest of the COMPANY or the Group. If such related party transaction is unavoidable, it must be fully disclosed to the Board or to the CFO of the Company.

Each director/SMP should avoid his or her private interests to interfere with (i) the interests of the Company or (ii) his or her ability to perform his or her duties and responsibilities objectively and effectively.

3. Compliance

Directors/SMPs are required to comply with all applicable laws, rules and regulations, corporate policies both in letter and in spirit.

4. Directors/ SMPs

All Directors/SMPs must report / disclose their Directorships in any other companies to the Board on an annual basis.

5. Confidentiality of Information

Directors/SMPs should maintain the confidentiality of information entrusted to them in carrying out their duties and responsibilities, except where disclosure is approved by the Company or legally mandated or if such information is in the public domain.

No director/SMP shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

6. Insider Trading

Any director/SMP of the company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitutes insider information. All Directors/ SMPs will comply with insider trading guidelines as issued by SEBI.

7. Independent Directors **

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) attend all meetings of the Board of Directors and of the Board committees of which they are member;
- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) 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 Board meeting;
- 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 Board or committee 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 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 behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- l) acting within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees.
- m) always act in good faith in order to promote the objects of the Company for the benefit of public at large.
- n) exercise their duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

***** amended in line with revised Clause 49 of the Listing Agreement and approved by the Board at its meeting held on 10th November, 2014***

8. Gifts and Donations

No director/SMP of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favors or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

9. Protection of Assets

Directors/SMPs must protect the Company's assets, labour and information and may not use this for personal use, unless approved by the Board. Company's assets must be used only for legitimate purposes.

10. Corporate Business Opportunity

In carrying out their duties and responsibilities, Directors/SMPs should avoid appropriating corporate business opportunities for themselves that are discovered through the use of Company property or information or their position as Directors/SMPs.

11. Fair Dealing

Each director, officer, and employee should deal fairly with customers, suppliers, competitors, and employees of group companies.

12. Interpretation of Code

Any question or interpretation under this Code of Ethics and Business Conduct will be handled by the Board or any person /committee authorised by the Board of the Company.

13. Non-compliance

Suspected violations of this Code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations should be appropriately investigated.

Any waiver of this Directors/SMPs Code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.

14. No rights created

This Directors/ SMPs' Code sets forth guidelines for conduct for the Board of Directors/ SMPs.

15. Periodic review

Once every year or upon revision of this code, every director/SMP must acknowledge and execute an understanding of the code and an agreement to comply. New Directors/ SMPs will sign such a deed at the time when their Directorship begins.

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