



CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

Preamble

Haldyn Glass Limited ("the Company") is committed to conduct its business in accordance with the applicable laws, rules and regulations and the highest standards of business ethics and ethical conduct.

All Directors and Senior Management Personnel must act within the bounds of the authority conferred upon them and with a duty to take informed decisions and create policies in the best interests of the Company and its shareholders/stakeholders.

With a view to maintain the high standards that the Company requires, the following code of conduct should be observed in all activities in respect of the Company.

Applicability

This Code of Conduct for Directors and Senior Management Personnel ("the Code") is applicable to all members of the Board of Directors ("the Board") and all Senior Management Personnel of the Company, collectively "Leaders".

"Senior Management Personnel" 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 Executive Directors, including all functional heads.

In addition to this Code, all Independent Directors shall abide by (a) the provisions of the Code for Independent Directors, as specified in Schedule IV to the Companies Act, 2013, which forms part of this Code and (b) the terms of the letters of appointment issued to them by the Company.

In addition to this Code, Executive Directors and Senior Management Personnel shall also abide by the letters of appointment issued or agreements executed by the Company.

➤ Honesty & Integrity

Leaders shall

- 1) act in accordance with the highest standard of personal and professional honesty, integrity, fairness and ethical conduct in the discharge of duties and promote professionalism in the Company;
- 2) act in good faith, responsibly, with due care, competence and diligence, exercise independent judgment on issues of strategy, performance and policy matters etc., and
- 3) act in the best interest of the Company and fulfill their fiduciary obligations.

➤ Conflict of Interest

Directors on the Board of the Company shall not engage in any business, relationship or activity which may be in conflict with the interests of the Company.



Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and, at times, it will not be easy to distinguish between proper and improper activity. Whenever there is a doubt, it is important that the Director should disclose the possible conflict of interest to the Chairman/Managing Director who may, at his discretion, take up the matter with Board in consultation with the Director. Set forth below, are some of the common circumstances that may lead to a conflict of interest, actual or potential

- 1) Leaders should not engage in any activity/employment that interferes with their performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.
- 2) Leaders should not divert to their own advantage any business opportunity that the Company is in pursuit.
- 3) Leaders and their immediate families should not invest substantially or in a material manner in a Company, customer, supplier, developer or competitor and generally refrain from investments that compromise their responsibility to the Company, without relevant disclosures.
- 4) Leaders should avoid conducting Company business with a relative or with a firm / company in which a relative/related party is associated in any significant role.

If such related party transaction is unavoidable, it must be immediately disclosed to the Managing Director of the Company to ensure that necessary approvals of the Audit Committee / the Board may be obtained, as may be required in terms of the Listing Agreement and/or the Companies Act, 2013.

➤ **Compliance**

Leaders have a continuing obligation to familiarize themselves and comply with all applicable laws, both in letter and in spirit.

➤ **Disclosures**

The Directors shall promptly disclose all necessary information as may be required by the Company in compliance with the provisions of the Listing Agreement, SEBI Regulations, the Companies Act, 2013 and other applicable laws.

➤ **Confidentiality of Information**

Any information concerning the Company's business, its customers, suppliers, etc., which is not in the public domain and to which Leaders have access or possess such information, must be considered confidential and held in confidence, unless authorized to do so or when disclosure is required under any law. Leaders shall not provide any information either formally or informally, to the press or any other publicity media, unless specifically authorized. (The Chairman and the Managing Director do not require specific authority.)

➤ **Insider Trading**

Leaders shall not derive benefit or assist others to derive benefit by giving investment advice on dealing in the Company's shares, from the access to and possession of information about the Company, not in public domain and, therefore, constitutes insider information and they will comply with SEBI (Prohibition of Insider Trading) Regulations, 1992 and Insider Trading Code of the Company.

Leaders and designated employees are expected to strictly adhere to the Company's Code for Prevention of Insider Trading.

➤ **Prevention of Sexual Harassment and Exploitation**

In order to create a healthy atmosphere that allows women to work without fear of discrimination, gender bias and sexual harassment, the Company has implemented a Policy to prevent sexual harassment of women at workplace which lays down the adequate redressal process.

All employees shall not indulge in any form of such activities and treat every woman employee with dignity and respect.

➤ **Health, Safety & Environment**

The Company shall strive to provide a safe, healthy, clean and ergonomic working environment for its employees. The safety and security of employees in the workplace is a primary concern of the Company.

The Company has formulated the Occupational Health & Safety Policy to create and provide a safe, supportive and productive work environment to all its employees and business associates.

➤ **Gifts & Donations**

Leaders shall neither receive nor 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) favours or decisions for the conduct of business. However, they may accept and offer nominal gifts / hospitality which are not of a material nature and are customarily given on occasions or are of commemorative nature for special events.

➤ **Protection of Assets**

The assets of the Company shall not be misused; they shall be employed primarily and judiciously for legitimate business purposes only. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property, and relationships with customers and suppliers.

Employees shall protect the Company's assets and shall not put these to personal use. Any suspected loss, carelessness, misuse or theft of the Company's assets should be immediately brought to the notice of the Managing Director and Vice President - HR & Administration / Head – HR & Administration.

➤ **Violations of the Code**

The Company has adopted the Whistleblower Policy with a view to provide a mechanism for its employees to raise concerns on any violations of the Code, especially with respect to legal or regulatory requirements, incorrect or misrepresentation of any financial statements or reports (For more details, refer to the procedure for reporting & dealing with disclosures under the Whistleblower Policy).

For violations in the nature of sexual harassment, employees may refer to the procedure given in the Policy on Prevention of Sexual Harassment at Workplace.

For all other violations of the Code, employees may report or get in touch with the Compliance Officer appointed under this Code.

The Company appoints the Company Secretary as the Compliance Officer for the purposes of this Code, who will be available to Directors and Senior Management Personnel to answer questions and to help them comply with the Code.

➤ **Adoption/Revision:**

Adherence to this Code shall be affirmed by all members of the Board and Senior Management Personnel on an annual basis. This Code is subject to revision. Such revisions shall be with the approval of the Board.