

SHRI DINESH MILLS LIMITED

(CIN – L17110GJ1935PLC000494)

P. B. No. 2501, Padra Road, Vadodara – 390 020

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CODE OF CONDUCT FOR MEMBERS OF THE BOARD AND SENIOR MANAGEMENT PERSONNEL OF THE COMPANY AS PER REVISED CLAUSE 49 OF THE LISTING AGREEMENT

APPLICABILITY:

This Code is applicable to all the members of the Board, Key Managerial Personnel and other Senior Management Personnel i.e. President(s), Vice President(s) and all other functional heads of the Company. (Hereinafter collectively referred to as “Directors” and “Employees” respectively)

The Directors and Employees must read, understand this Code and ensure compliance of this Code in performance / discharge of their duties pursuant to the provisions of the Companies Act, 2013 read with Rules made thereunder and the appointment Letter(s) issued by the Company including any amendment(s) thereto from time to time.

The Independent Directors shall also ensure compliance of the Code for Independent Directors as per the Schedule IV to the Companies Act, 2013 read with Section 149 and Rules made thereunder.

1. HONESTY AND INTEGRITY

Directors and Employees are expected to display professional skills and act in accordance with the highest standards of personal and professional integrity, honesty and ethical approach and conduct in all business dealings while working in the Company’s premises, at any location where Company business dealings are being conducted, at Company sponsored business and social events or at any place where they are representing the Company.

Honest conduct is conduct which is fair, acted in good faith, responsibly with due care, competence, diligence and which is free from fraud or deception. Ethical conduct is conduct, which conforms to the accepted professional standards of the conduct and includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

2. CONFLICT OF INTEREST

The conflict of interest exists where the interest or benefits of a Director / Employee conflicts with the interest or benefits of the Company (and its Subsidiary and Associate Companies). The Directors / Employees should avoid the disclosure of the actual and apparent conflicts of interest. Examples of circumstances that may lead to actual or potential conflict of interest are as under:

(a) Employment:

Directors and Employees are expected to devote their full attention to the business interests of the Company and are prohibited from engaging in any activity that interferes with the performance or responsibilities to the Company or is otherwise in conflict or prejudicial to the interest of the Company.

Directors and Employees are forbidden from accepting employment with suppliers, customers or competitors of the Company or from taking part in any activity that enhances or supports a competitor's position simultaneously with the employment with the Company and for a period of three years thereafter.

Directors and Employees must disclose to the Compliance Officer any interest that they have, that may conflict with the business of the Company (and its Subsidiary and Associate Companies).

(b) Investments:

Directors and Employees must take care that investments held or proposed to be held in any customer, supplier or competitor of the Company do not compromise on their responsibilities to the Company. Factors to be considered in determining whether a conflict of interest exists include the size and nature of investment, the Directors and Employees ability to influence the Company's decision, his or her access to confidential information of the Company or other Company and the nature of relationship between the Company and the other company.

(c) Business transactions:

Directors and Employees should not be personally involved in any business transaction, negotiation or contract with any relative or a business in which the relative is associated having significant role. Relatives include spouse, father, mother, son, son's wife, daughter, daughter's husband, brother(s), Sister(s) and step relationships. Such business transaction should have the prior written permission of the Managing Director or Compliance Officer.

(d) Corporate opportunities:

Director and Employee may not exploit for their own personal gain, opportunities that are discovered through the use of Company property, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board declines to pursue such opportunity.

(e) Other Situations:

Other situation of conflicts of interest, If raises any questions or doubts, Directors and Employees must consult the Compliance Officer of the Company.

3. OTHER DIRECTORSHIPS

A Director and Employee serving as a Director of any Company that directly competes with the Company (and its Subsidiary and Associate Companies) may arise substantial concerns about potential conflict of interest. All relationships as a Director of other bodies corporate shall be reported to the Compliance Officer under the applicable provisions of the Companies Act.

4. CONFIDENTIALITY OF INFORMATION

Any information concerning the Company's business, its customers, suppliers etc. which is not in public domain and to which the Director and Employee has access or possesses such information, must be considered confidential and held in confidence, unless authorised to do so and when disclosure is required under the Law. No Director and Employee shall provide any information either formally or informally, to the press or any other publicity media, unless specifically authorised.

5. INSIDER TRADING

Non-public information, which might influence the market price of Company's shares, should be kept in strict confidence until publicly released in accordance with applicable legal requirements and Stock Exchange Regulations. Directors and Employees shall not derive personal 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 which could constitute insider information pursuant to SEBI (Prohibition of Insider Trading) Regulations.

6. GIFTS & DONATIONS

Under no circumstances, Directors and Employees to accept any offer, payment, favour, special service or treatment, promise to pay or authorization to pay any money, gift or anything of value from any customer, supplier, agent, contractor etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud or harm the Company's reputation.

7. PROTECTION OF ASSETS

Directors and Employees are responsible for the proper use, protection and conservation of Company assets and resources. This includes properties, assets and proprietary manufacturing processes, engineering designs, process technology, application of knowledge, financial data, strategies, trade secrets, corporate information and other rights of the Company. Assets are to be used solely to pursue and achieve Company's goals and not for personal benefit unless approved by the Board.

8. COMPLIANCE WITH GOVERNMENT LAWS, RULES & REGULATIONS AND SEBI GUIDELINES

Directors and Employees must comply with all applicable Government Laws, Rules & Regulations and SEBI Guidelines. Violations of applicable Government Laws, Rules & Regulations and SEBI Guidelines may subject the Directors and Employees to individual civil and / or criminal liability as well as disciplinary action as may be taken by the Board of Directors of the Company. Such individual violations could also subject the Company to civil and criminal liabilities and/or loss of its business or reputation.

9. VIOLATIONS:

Directors and Employees should take due care to avoid the possible violations while performing / discharging their duties to the Company. Directors / Employees as a part of their job and ethical responsibility, to comply this Code and also co-operate in any internal and external investigations.

The Board of Directors of the Company shall take appropriate disciplinary action against any Director and Employees whose actions are found to for violation of this Code.

10. WAIEVRS AND AMENDMENTS:

The Board of Directors of the Company will review or amend this Code as and when required.

11. ACKNOWLEDGEMENT OF THE RECEIPT OF THE CODE:

Directors and Employees must acknowledge receipt of this Code as per annexed 'Acknowledgement Form' and the duly signed Form should be sent to the Compliance Officer of the Company immediately. Directors and Employees will have to confirm Compliance of the Code on yearly basis to the Compliance Officer latest by 30th April every year.

ANNEXURE
ACKNOWLEDGEMENT FORM

I have received and read the Company's Code of Conduct for Members of the Board and Senior Management Personnel of Shri Dinesh Mills Limited (the "Code"). I understand the contents of this Code and I also confirm the compliance of the same.

Signature of the Director/Employee : _____
Name : _____
Designation : _____
Employee No. : _____
Date : _____