



Approval by the Board on 02.03.2016

Version: 1

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

HIND RECTIFIERS LIMITED (“the Company”) is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics and ethical conduct. This Code of Conduct (“Code”) reflects the business practice and principles of behavior that support this commitment. The Code is intended to provide guidance and help in recognizing and dealing with ethical issues and to help foster a culture of honesty and accountability. The Members of the Board and Senior Management Personnel are expected to read and understand this Code, uphold these standards in day-to-day activities, and comply with: all applicable laws; rules and regulations; Every Director and Senior Management Personnel must represent the interests of the shareholders of the Company; exhibit high standards of integrity, commitment and independence of thought and judgment; dedicate adequate time, energy and attention to ensure the diligent performance of his/her duties including make all reasonable efforts to attend Board or Committee Meetings; and comply with every provision of this Code.

It is, therefore, desirable that Directors and Senior Management Personnel possess/acquire appropriate knowledge of the legal requirements relating to their roles and duties to enable them to be in compliance thereof.

COMPLIANCE OFFICER:

The Company has designated Ms. Meenakshi Anchlia as its Compliance Officer to ensure compliance and effective implementation of the Regulations and also this Code across the Company. The Compliance Officer is adequately empowered and provided with sufficient manpower and infrastructure. She shall have access to all information and documents relating to the Securities of the Company.

COMPLIANCE WITH GOVERNMENT LAWS, RULES AND REGULATIONS:

Every Director and Senior Management Personnel must comply with all the applicable governmental laws, rules and regulations. These would include securities laws and insider trading laws. The Company prohibits its Directors and Senior Management Personnel from fraudulent and unfair trade practices in the securities market, with regards to the securities of the company.

CONFLICTS OF INTEREST:



Every Director and Senior Management Personnel has a duty to avoid business, financial or other direct or indirect interests or relationships which conflict with the interests of the Company or which divides his or her loyalty to the Company. A conflict or the appearance of a conflict of interest may arise in many ways. Each Director and Senior Management Personnel must deal at arm's length with the Company and should disclose to the Chairman, Vice Chairman or Presiding Director any conflict or any appearance of a conflict of interest on his or her part. Any activity which even appears to present such a conflict must be avoided or terminated unless, after such disclosure to the Board, it is determined that the activity is not harmful to the Company or otherwise improper. The end result of the process of disclosure, discussion and consultation may well be approval of certain relationships or transactions on the ground that, despite appearances, they are not harmful to the Company. But all conflicts and appearances of conflicts of interest are prohibited, even if they do not harm the Company, unless they have gone through this process.

CORPORATE OPPORTUNITY:

The Directors and Senior Management Personnel may not exploit for their own personal gain opportunities that are discovered through the use of corporate 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.

PROTECTION AND PROPER USE OF COMPANY ASSETS:

Directors and Senior Management Personnel should perform their duties in a manner that protects the Company's assets and ensures their efficient use. The Company's assets should be used for legitimate business purposes.

CONFIDENTIALITY:

All Directors and Senior Management Personnel must maintain the secrecy of confidential information entrusted to them or disclosed or acquired by them in carrying out their duties and responsibilities, except where such disclosure is authorized by the Company or is required by laws, regulations or legal proceedings. The term "confidential information" includes, but is not limited to, non-public information that might be of use to competitors of the Company or harmful to the Company or its customers, if disclosed.

SHAREHOLDERS:



The Company shall be committed to enhance shareholder value and comply with all regulations and laws that govern shareholders' rights. The Board of Directors and Senior Management Personnel of the Company will duly inform its shareholders about all relevant aspects of the company's business, and disclose such information in accordance with the respective regulations.

DUTIES OF INDEPENDENT DIRECTORS:

The independent director shall-

- 1) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 2) 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) Strive to attend all meetings of the Board including a Separate meeting of the independent director and of the Board committees of which he is a member;
- 4) Participate constructively and actively in the committees of the Board in which he is chairperson or member;
- 5) Strive to attend the general meetings of the Company;
- 6) 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) Keep themselves well informed about the Company and the external environment in which it operates;
- 8) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) 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) 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) Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- 12) Acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
- 13) 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.

APPLICABILITY OF THE CODE:

This is a comprehensive code and applies to all Directors and Management Personnel. However, the provisions shall apply to Executive and Non-Executive Directors including independent Directors, only to such extent, as may be applicable depending on their respective roles and responsibilities.

AMENDMENT, MODIFICATION AND WAIVER:

This Code may be amended, modified or waived only by the Company's Board of Directors and must be publicly disclosed if required by any applicable law or regulation. As a general policy, the Board will not grant waivers to the Code.

ANNUAL CERTIFICATION:

Pursuant to Regulation 26(3) of SEBI LODR, 2015 all members of the board of directors and senior management personnel shall affirm compliance with the code of conduct of board of directors and senior management on an annual basis.

Such affirmation shall be in the form provided in Annexure I to this Code require to submit within 15 days of the close of the financial year.

Annexure I

To

The Compliance Officer,

Hind Rectifiers Limited

Lake Road, Bhandup West

Mumbai Maharashtra



Compliance Certificate

I _____, being a member of the Board of Directors / Senior Management Personnel of Hind Rectifiers Limited hereby acknowledge, confirm and certify that:

i. I have received, read and understood the Code of Conduct for Directors and Senior Management Personnel of the Company;

ii. I am bound by the said Code to the extent applicable to my functions as a member of the Board of Directors / Senior Management Personnel of the Company;

iii. During the financial year _____, I have complied with the provisions of the said Code;

iv. I am not aware of nor am I a party to any non-compliance with the said Code.

Signed:

Name:

Designation:

Date:

Place: