

INTRODUCTION

This Code of Conduct (hereinafter referred to as the "Code") shall be called "The Code of Conduct for Board Members and Senior Management Personnel" of Shree Krishna Paper Mills & Industries Limited. (Hereinafter referred to as the "Company").

The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company

This Code has been framed specifically in compliance with the provisions of Clause 49 of the Listing Agreement with Stock Exchanges.

This Code shall come into force with effect from the 31st day of December, 2005.

DEFINITIONS & INTERPRETATIONS:

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them as under:-

"Board Members" shall mean the members on the Board of Directors of the Company.

"Company" shall mean the Shree Krishna Paper Mills & Industries Limited.

"Relative" shall have the same meaning assigned to the term in Sections 2(41) and 6 of the Companies Act, 1956, read with Schedule IA of the Companies Act, 1956.

"Senior Management Personnel" shall mean personnel of the Company who are members of its core management team but excluding the Board of Directors.

APPLICABILITY

This Code shall be applicable to the following persons:

Board Members

Senior Management Personnel.

KEY REQUIREMENTS:

The Board Members and Senior Management Personnel shall function within the authority conferred upon them by the Company, keeping the best interest of the Company in view and they :-

Shall act with utmost care, skill, diligence and integrity

Shall act in utmost good faith and fulfill the fiduciary obligations without allowing their independence of judgment to be compromised

Shall not be involved in taking any decision on a subject matter in which conflict of personal interest arises or likely to arise

Shall avoid any dealing with a contractor, supplier or service provider that compromises the ability to transact business on a professional, impartial and competitive basis or influence decision to be made on behalf of the Company

Shall not exploit for his own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors and the Board declines to pursue such opportunity.

Shall build an enriching relationship with all our stakeholders including customers, vendors, suppliers, bankers, Government authorities and fellow employees based on trust and treat each of these individuals with respect and dignity when conducting business.

Shall familiarize and comply with legal and regulatory requirements and the Company's policies and procedures.

All members of the Board as well as Sr. Management personnel should follow the following guiding principles:-

CONFLICTS OF INTEREST

Board Members should make appropriate disclosure of interest wherever required. Member of the Board of Directors and of the Core Management should avoid conducting Company business when personal interest interferes or appears to interfere in any way with the interests of the Company.

RELATED PARTIES

As a general rule, the Directors and members of the Core Management should avoid conducting Company's business with a relative or any other person or any firm, Company, Association in which the relative or other person is associated in any significant role.

SHARE DEALING & INSIDER TRADING

No Board Member and Senior Management Personnel should trade on or pass on Unpublished Price Sensitive Information or inside information at any time to any other person. The Code for Insider Trading framed and adopted by the Company shall be adhered to by all the Board Members and Senior Management Personnel, as applicable from time to time.

DISCLOSURE

Board Members shall make appropriate and timely disclosures as required under the provisions of Companies Act, 1956, Listing Agreement, Insider Trading Code of the Company and all other applicable laws, rules and regulations, as applicable from time to time.

CONCURRENT EMPLOYMENT

The members of the Core Management are expected to devote their total attention to the business interests of the Company. They shall not, without the prior approval, accept employment or a position of responsibility with any other company.

NON-ACCEPTANCE OF GIFTS

Board Members and Senior Management Personnel shall not seek or accept directly or indirectly any gifts, donations, remuneration, hospitality, illegal payments, favour in whatsoever form howsoever described by the customers, vendors, consultants etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, opportunity for committing any fraud

SAFETY, HEALTH & ENVIRONMENT RELATED ISSUES

Protection of the Health & Safety of employees and others affected by our operations is our utmost priority. Particular attention should be paid to training of employees to increase safety awareness and adoption of safer working methods.

PROTECTION OF ASSETS

The Board Members and Senior Management Personnel shall protect the Company's assets including physical assets, information and intellectual rights and shall not use the same for personal gain.

CONFIDENTIALITY

Officers must maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, from whatever source, in their capacity as an officer, except when disclosure is authorized or legally mandated.

GENERAL

Enforcement Of 'Code'

Each Board Member and Senior Management Personnel shall be accountable for full compliance of this Code.

Amendments To The Code

The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time and all such amendments/ modifications shall take effect from such date as the Board may decide. The Board may delegate the authority to make amendment to the Code to the Chairman & Managing Director or any other Director as Board may deem fit.

Waivers Of The Code

Any waiver of any provision of this Code of Conduct for a member of the Company's Board of Directors or a member of the Core Management must be approved in writing by the Board of Directors of the Company.

Placement of the Code on Website

Pursuant to Clause 49 of the Listing Agreement, this 'Code' and any amendments thereto shall be posted on the website of the Company.

Acknowledgement Of Receipt Of The Code

All Board Members and Senior Management Personnel shall acknowledge receipt of this Code or any modification(s) thereto in the acknowledgement form and forward the same to the Secretarial department

Annual Compliance Reporting

It terms of Clause 49 of the Listing Agreement, all Board Members and Senior Management Personnel shall affirm compliance of this Code within 30 days of close of every financial year. The Annual Compliance Report shall be forwarded to the Company Secretary.

Consequences Of Non- Compliance Of This Code

In case of breach of this code by the Board members and Senior Management Personnel, the same shall be considered by the Board of Directors in case of Board Members and Committee of Directors to be constituted for this purpose, in case of Senior Management Personnel, for initiating appropriate action, as deemed necessary.