

**HINDUSTHAN NATIONAL GLASS & INDUSTRIES LIMITED**  
**CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**

**Introduction**

This Code of Conduct has been framed and adopted by Hindusthan National Glass & Industries Limited (hereinafter referred to as "the Company") in compliance with the provisions of Clause 49 of the Listing Agreements entered into by the Company with the Stock Exchanges.

**Applicability**

The Code applies to the Directors of the Company and its subsidiaries (hereinafter referred to as "Board Members") and Members of the Senior Management Team of the Company one level below the Executive Directors, viz. Business Heads, Unit Heads, Presidents, Joint Presidents, Senior Vice Presidents, Vice Presidents, upto the level of General Manager and all other executives having similar or equivalent rank in the Company and the Company Secretary of the Company (hereinafter referred to as "Senior Managers").

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

The Code shall come into force with effect from 1 January 2006 and future amendments / modifications shall take effect from the date stated therein.

The Code shall be posted on the website of the Company.

**Code of conduct**

The Board Members and Senior Managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgement.

The Board Members and the Senior Managers of the Company:

- 1 Shall ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only or as per the terms of their appointment.
- 2 Shall not seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company and shall ensure that the Company's interests are never compromised.
- 3 Shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.
- 4 Shall not commit any offences involving morale turpitude or any act contrary to law or opposed to the public policy.
- 5 Shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorised otherwise.

- 6 Shall in conformity with applicable legal provisions disclose personal and/ or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them.
- 7 Shall ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify him/ her from his/ her association with the Company.
- 8 Shall Act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct in the discharge of duties in the Company.
- 9 Shall observe and guide the Company in maintaining highest degree of Corporate Governance Practice.
- 10 To exercise independent judgement on issues of strategy, performance, policy matters, etc.
- 11 To observe the "Code of Conduct for dealing in Equity Shares and other securities of the Company" framed under the SEBI (Prohibition of Insider Trading) Regulation, 1992.
- 12 Not to hold any office or place of profit in the Company by himself/herself or by his/her relatives without full disclosure of information in connection therewith.
- 13 Not to divert to his/her own advantage any business opportunity that the Company is in pursuit.
- 14 Not to compete, whether directly or indirectly, with the Company.
- 15 Not to charge personal expenses to the Company.

#### **Annual compliance reporting**

Board Member and Senior Managers shall affirm compliance with this Code on an annual basis as at the end of the each financial year of the Company (as per Appendix I within 5 days of the close of every financial year).

#### **Acknowledgement of receipt of the code**

Each Board Members and Senior Managers both present and future shall acknowledge receipt of the Code or any modification(s) thereto, in the acknowledgement form annexed to this Code as Appendix - II and forward the same to the Compliance Officer.

Any breach of the aforesaid Code brought to the notice of the Compliance Officer or any member of the Board or Senior Management shall be reported to the Board of Directors of the Company for necessary action.

Date: October 31, 2005