



Code of BUSINESS CONDUCT AND ETHICS

for

the Directors of

SHREE RENUKA SUGARS LIMITED

INTRODUCTION & BACKGROUND

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Shree Renuka Sugars Ltd is committed to good governance practices that create long-term sustainable shareholder value. The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity in all facets of its operations and in all its interactions with its shareholders, employees, the Government and the lenders. The Company believes in adopting the 'best practices' that are followed in the area of corporate governance across various geographies.

Towards this end, the Company has adopted a Code of Business Conduct and Ethics ("Code of Conduct/Code") for its Directors that define their roles and responsibilities and outlines the Company values, principles and guidelines in a variety of areas, and enables the company to publicly state to its suppliers, customers, consumers and stakeholders, the way in which it intends to conduct its business and to comply with the regulatory requirements. This code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. The Directors are expected to read and understand this Code, and uphold these standards while carrying on their duties as Directors of the Company, and also comply with all applicable standards, policies and procedures of the Company.

COMPLIANCE WITH APPLICABLE LAWS & REGULATIONS

The Directors must comply with all the laws, rules and regulations applicable to the Company, both in letter and in spirit. The Directors must acquire appropriate knowledge of the requirements relating to their duties, and seek advice from the respective functional heads of the Company on specific Company policies and procedures.

HONESTY, INTEGRITY & ETHICAL CONDUCT

The Directors shall act in accordance with the highest standards of personal and professional integrity, honesty, fairness and ethical conduct. Honest conduct means conduct that is free from fraud or deception. Integrity & ethical conduct includes ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Directors should promote ethical behaviour and ensure that the Company promotes ethical behaviour and encourage employees to freely report violations of laws, rules, regulations or the Company's Code of Conduct to the appropriate forum.

DUTIES OF DIRECTORS

It shall be the responsibility of the Directors comply their following duties as specified in various provisions of the Companies Act, 2013 -

- (1) Subject to the provisions of this Act, a Director of a company shall act in accordance with the articles of the company.
- (2) A Director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- (3) A Director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (4) A Director of a company shall not be involved in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (5) A Director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- (6) A Director of a company shall not assign his office and any assignment so made shall be void.
- (7) The Directors shall ensure that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (8) The Directors shall ensure that they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
- (9) The Directors shall take proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (10) The Directors shall ensure that the annual accounts are prepared on a going concern basis.
- (11) The Directors shall lay down internal financial controls to be followed by the company and

shall ensure that such internal financial controls are adequate and were operating effectively.

(12) The Directors shall devise proper systems to ensure compliance with the provisions of all applicable laws and ensure that such systems are adequate and operating effectively.

DUTIES OF INDEPENDENT DIRECTORS

The duties of Independent Directors of the Company, as laid down under Schedule IV to the Companies Act, 2013, are incorporated herein pursuant to Regulation 25 of SEBI (Listed Obligations and disclosure requirements) 2015. It shall be the duty of Independent Directors to:

- a. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- b. seek appropriate clarification/amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- c. strive to attend all Board/Committee meetings of which they are a member;
- d. participate constructively and actively in the Board/Committees in which they are chairpersons/members;
- e. strive to attend the general meetings of the Company;
- f. ensure, where they have concerns about the running of the Company or a proposed action, that these are addressed by the Board of Directors and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- g. keep themselves well informed about the Company and the external environment in which it operates;
- h. not to unfairly obstruct the functioning of an otherwise proper Board/Committee;
- i. 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;
- j. ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

- k. report concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct;
- l. act within their authority and assist in protecting the legitimate interests of the Company, shareholders and its employees;
- m. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans and unpublished price sensitive information, unless such disclosure is expressly approved by the Board/required by law.
- n. act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment;
- o. exercise their duties with due and reasonable care, skill and diligence and exercise independent judgement;
- p. not involve in a situation in which they may have a direct/indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
- q. not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners, or associates; and
- r. not assign their office.

CONFLICT OF INTEREST

Directors must avoid and promptly disclose to the Company potential conflicts of interest regarding any matters concerning the Company (including its subsidiaries & joint ventures). A conflict of interest exists where the interests or benefits of Directors conflict with the interests or benefits of the Company and makes it difficult to perform his/her work, objectively and effectively.

TRADING IN COMPANY'S SECURITIES:

None of the Directors shall derive any benefit nor assist others to deriving benefit by giving investment advice from access to and possession of information about the Company, which is not in public domain and constitutes insider information.

The Directors shall comply with the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting Trading by Insiders (PIT Code) and SEBI (Prohibition of Insider Trading)



Regulations, 2015 (PIT Regulations) while dealing with any Unpublished Price Sensitive Information, and while dealing with the securities of the Company.

HANDLING OF PRICE SENSITIVE INFORMATION

The Board of Directors shall make a policy for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct" formulated under regulation 8 of the PIT Regulations.

It shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

It shall further ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

It shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of Regulation 3(3) of the PIT regulations.

RELATED PARTY TRANSACTIONS

Directors must make proper disclosures of their interests as required under the applicable statutes and should avoid conducting Company business with a relative or with a company/Firm in which a relative/related party is associated in any significant role/manner. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to such related party. Directors or any of their relatives/associates should not derive any undue personal benefit or advantage by virtue of his position or relationship with the Company.

GIFTS/BENEFITS

Directors shall not offer, give or receive gifts, services or benefits to or from persons/entities dealing with the Company, where such gift is perceived as intended to influence any business decision, whether directly or indirectly. Directors shall not accept or permit any of his relatives/person acting on his behalf to accept any gift from any Supplier, Vendor, Dealer or

anyone having business dealings with the Company. Directors should also avoid acceptance of any frequent hospitality from any individual/firms having official dealings with the Company.

DISCLOSURE OF INFORMATION:

- Directors shall disclose to the Board whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.
- Whenever any matter is placed before the Board/Committee wherein the Director is directly or indirectly interested, he/she shall neither participate in the discussions on that matter, nor shall vote on that matter.
- The Board of Directors shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

BUSINESS OPPORTUNITIES

Directors have an obligation to advance the Company's interest whenever any such opportunity arises. They should not exploit for their own benefit, business opportunities that are discovered through the use of Company's property, information or position without prior approval of the Board of Directors of the Company. Further, the Directors are prohibited from using the Company's property or information for personal gain and competing with the Company.

CONFIDENTIALITY

The Directors must maintain the Company's confidential information received by them in the course of discharging their duties as Directors, No Director shall provide any such confidential information either formally or informally, to the press or any other publicity media, unless specifically authorized.

CODE OF CONDUCT FOR INSIDER TRADING

The Board of Directors shall ensure that the chief executive officer or managing director shall formulate a code of conduct with their approval to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the PIT regulations, adopting the minimum standards set out in Schedule B to these regulations, without diluting the provisions of these regulations in any manner. It shall also identify and designate a Compliance Officer to administer the Code of Conduct and other requirements under the PIT regulations.

It shall, in consultation with the Compliance Officer, specify the designated persons to be covered by the code of conduct on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information, and would mandatorily include persons specified in Regulation 9(4) of the PIT Regulations.

It shall ensure that the Chief Executive Officer or the Managing Director shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the PIT Regulations to prevent insider trading and ensures compliance with Regulation 9 of the PIT regulations.

The Audit Committee of the Board shall review compliance with the PIT regulations at least once in every financial year and shall also verify that the controls as mentioned herein above are operating effectively.

GENDER FRIENDLY WORKPLACE

The Directors shall ensure that the Company is committed to a policy of equal employment opportunities for all its employees and that there shall be no discrimination or harassment against any employee on the grounds of race, religion, sex, age, colour, marital status, mental/physical disability, sexual orientation, pregnancy, medical conditions or any other factor/basis protected by the applicable laws and regulations. Sexual harassment or exploitation is specifically prohibited and Anti-harassment Policy is applicable to all employees of the Company. The Company has constituted a Committee to enquire into complaints against sexual harassment and to redress and take appropriate action, wherever required, against such complaints.

REPORTING VIOLATIONS

Any Director becoming aware of a potential violation of this code or any illegal or unethical behaviour must inform the Chairman of the Audit Committee and the Chairman of the Board. The Board will investigate all reported matters of alleged violations or misconduct with discretion.

DISCIPLINARY ACTIONS

The matters covered in this Code of Business Conduct and Ethics are of the utmost importance to the Company, its business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values. We expect all of our Directors to adhere to these rules in carrying out their functions as Directors of the Company.

The Company will take appropriate action against any Director whose actions are found to violate these policies or any other policy of the Company. Disciplinary actions may include immediate



termination of directorship, at the Company's sole discretion.

WAIVERS & AMENDMENTS

Any waiver of any provision of this Code of Conduct for a Director must be approved in writing by the Company's Board of Directors and appropriately disclosed. Subject to the approval of the Board, the Company may amend this Code to meet the requirements of the statute/business interests of the Company and promptly disclosed on the Company's website.

ACKNOWLEDGEMENT

All Directors shall acknowledge the receipt of this Code in the acknowledgement form appended to this Code (Annexure I) indicating that they have received, read and understood, and agreed to comply with the Code and send the same to the Compliance Officer. New Directors will submit such an acknowledgment at the time when they assume the office of the Director.

ANNUAL AFFIRMATION

All Directors shall, within 10 days of close of every financial year affirm compliance with the Code (Refer Annexure II). The duly signed Annual Compliance Declaration shall be forwarded to the Compliance Officer of the Company.



ANNEXURE I

INITIAL ACKNOWLEDGMENT OF RECEIPT OF CODE OF BUSINESS CONDUCT AND ETHICS

I have received and read the Company's Code of Business Conduct and Ethics. I understand the standards and policies contained in the Company Code of Business Conduct and Ethics and understand that there may be additional policies or laws specific to my job or role. I further agree to comply with the Company Code of Business Conduct and Ethics.

If I have questions concerning the meaning or application of the Company Code of Business Conduct and Ethics, any Company policies, or the legal and regulatory requirements applicable to my role or job, I know I can consult the Corporate Secretarial Department knowing that my questions or reports to these sources will be maintained in confidence.

Name: _____

Designation: _____

DIN: _____

Signature: _____

Date: _____



Annexure - II

CODE OF BUSINESS CONDUCT AND ETHICS

ANNUAL DECLARATION

To,
The Compliance Officer/Company Secretary,
Shree Renuka Sugars Limited
7th Floor, Devchand House,
Shiv Sagar Estate
Dr. Annie Besant Road,
Worli,
Mumbai -400 018,

Sub: Compliance Certificate

I, being a Board member of **Shree Renuka Sugars Limited** ("the **Company**") hereby acknowledge, confirm and certify that:

- a) I have received, read and understood the Code of Conduct for Directors of the Company;
- b) I am bound by the said Code to the extent applicable to my functions as a Board member of the Company;

During the financial year ended 31st March _____, I have complied with the provisions of the said Code.

Yours faithfully:

Name: _____

Designation: _____

DIN: _____

Signature: _____

Date: _____

(Please sign and return this Declaration Form to the Company Secretary/Compliance Officer)