

CODE OF CONDUCT

PURPOSE

The purpose of this Code of Conduct is to define the standards and values which Thatta Cement Company Limited expects its personnel to follow in their dealings with each other and with other stakeholders of the Company. It is designed to help Thatta Cement's personnel to make the right business decisions, consistent with Thatta Cement's core values of merit, safety, integrity, team work, dedication and innovation and to behave in a manner that reflects Thatta Cement's high ethical standards.

GUIDING PRINCIPLES

- 1- Honor the language and spirit of the law and undertake open and fair corporate activities to be a good corporate citizen of the country.
- 2- Imbibe discipline at all levels.
- 3- To conduct its operations with highest environmental and business ethical consideration.
- 4- Ensure quality of products conforming to national and international standards by combining technology.
- 5- Foster a corporate culture that enhances individual creativity and teamwork value, while honoring mutual trust and respect between labor and management.
- 6- Fostering Thatta Cement Company Limited's core values into its corporate culture.



CORPORATE GOVERNANCE POLICY

The Corporate Governance Policy is the apex level instrument guiding conduct of the affairs of the Company and clearly describes the roles, responsibilities and authorities of the key personnel in the governance structure of the Company. This Code forms an integral part of the Company's Governance Policy. The directors, senior management and employees adhere to the Corporate Governance Policy of the Company.

**Good Corporate
Citizenship**

Personal Conduct

GOOD CORPORATE CITIZENSHIP

INTER ORGANIZATIONAL DEALING

In dealing with each other, directors, senior management and employees shall uphold the values which are at the core of our HR Philosophy - integrity, teamwork, meritocracy, dedication, safety and innovation. Indeed, these values form the basis of our HR management systems and processes. In selection and recruitment, while meritocracy will be a prime criterion, managers will scrupulously consider all factors that go towards securing the interests of the Company. Thatta Cement will focus on meritocracy, equity and upholding of Company values in all people processes including performance management systems, appraisals, remuneration and rewards.

GENDER EQUALITY

As a good corporate citizen, Thatta Cement is committed to a gender friendly workplace. It seeks to enhance equal opportunities for men and women, prevent / stop / redress sexual harassment at the workplace and institute good employment practices.

Thatta Cement demands, demonstrates and promotes professional behavior and respectful treatment of all employees.

RELATIONSHIPS WITH SUPPLIERS AND CUSTOMERS

All directors, senior management and employees shall ensure that in their dealings with suppliers and customers, the Company's interests are never compromised.

LEGAL COMPLIANCE

It is the Company's policy to comply fully with all applicable laws and regulations by ensuring legal and regulatory compliance.

HEALTH AND SAFETY

The Company attaches great importance to a healthy and safe work environment.

Thatta Cement is committed to provide good physical working conditions and encourages high standards of hygiene and housekeeping.

ENVIRONMENT POLICIES

The Company is committed to Best Practices in environmental matters arising out of its business activities and expects to fully demonstrate this commitment.

PERSONAL CONDUCT

All directors, senior management and employees have the obligation to conduct themselves in an honest and disciplined manner and act in the best interest of the Company at all times. They are expected to demonstrate exemplary personal conduct through adherence to the following:

AVOIDANCE OF CONFLICT OF INTEREST

All directors, senior management and employees must avoid situations in which their personal interest could conflict with the interest of the Company. Such situations will include hiring / recruitment of lineal and collateral descendant, any vendor or customer who is lineal and collateral descendant, etc. Conflict, if any or potential conflict must be disclosed to higher management / Board of Directors for guidance and action as appropriate.

PROTECTION OF CONFIDENTIAL INFORMATION

No director, senior management and employee shall disclose or use any confidential information gained in the course of employment / association with the Company for personal gain or for the advantage of any other person. No information either formally or informally shall be provided to the press, other publicity media or any other external agency except within approved policies.

NON-ADHERENCE AND WAIVERS

Any instance of non-adherence to the Code of Conduct or any other observed unethical behavior on the part of those covered under this Code should be brought to the attention of the immediate reporting authority, who shall in turn report the same to the Company Secretary or Head of Internal Audit. Waivers, if any, of any provision of this Code of Conduct for a director, senior management or employee must be placed for approval before the Company's Board of Directors.

TRANSPARENCY AND ACCOUNTABILITY

All directors, senior management and employees shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise.

COMPANY FACILITIES AND FUNDS

No director, senior management and employee shall misuse Company facilities and funds. The Company's assets and services are used solely for legitimate business purposes, care shall also be exercised to ensure that costs are reasonable and there is no wastage. The use of company's funds for political contributions to any organization or to any candidate for public office is prohibited.

LEADING BY EXAMPLE

Thatta Cement's directors and senior management set the professional tone for the Company. Through both their words and actions, Company's leadership conveys what is acceptable and unacceptable behavior. Thatta Cement's directors, senior management and employees must constantly reinforce through their actions and behavior that Thatta Cement's stated beliefs of responsible corporate citizenship are rooted in individual conviction and personal integrity.

ADHERE TO INTERNAL AUDIT COMMITTEE'S SUGGESTIONS

Senior management and employees shall ensure adherence with the audit committee suggestions as and when given by them pertaining to standard operating procedures of various departments of the Company.