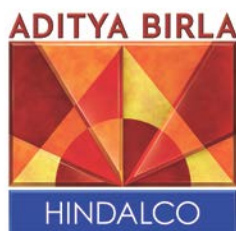


**Code of Conduct for the Board of Directors
and the Senior Management Personnel of
Hindalco Industries Limited
[under SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015]**

Revision History

<i>Effective with effect from 1st January, 2006</i>	
<i>1st Amendment</i>	<i>14th August, 2014 (for reflecting amendments in the SEBI Listing Regulations)</i>
<i>2nd Amendment</i>	<i>12th February, 2019 (for reflecting amendments in the SEBI Listing Regulations)</i>



Introduction

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by Hindalco Industries Limited (hereinafter referred to as "the Company") in terms of the requirements stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Applicability

This Code applies to the:

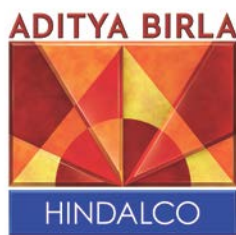
- i) Board of Directors (hereinafter referred to as "Board");
- ii) Senior Management: As defined under Companies Act, 2013 and Rules made thereunder ("the Act") and the SEBI Listing Regulations, as may be amended/ modified from time to time.

Code of conduct

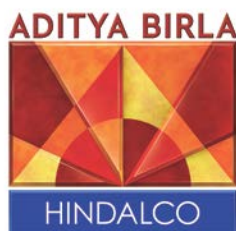
The Board Members and Senior Management Personnel shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

The Board Members and the Senior Management Personnel of the Company: -

- Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
- Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
- 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.



- 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.
- 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.
- Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.
- Shall not communicate with any member of the press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorized otherwise.
- Shall not, without the prior approval of the Board or Senior Management, as the case may be, accept employment or a position of responsibility with any other organization for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.
- 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.
- Shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992 as also other regulations as may be applicable to them from time to time.
- Shall report concerns about unethical behaviour, actual or suspected instances of fraud, misconduct or irregularity or failure of internal control system, likely to impact the business interest of the Company or any other information that may be perceived to be violating any legal/regulatory requirements as per the Whistle-blower Policy of the Company.



- Shall make disclosures relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the company.
- Shall obtain approval of the Board as well as public shareholders by way of an ordinary resolution before entering into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.
- In addition to the above, the Independent Directors of the Company shall also abide by the duties as specified in Schedule IV of the Act.

Duties of Directors

All the directors of the company shall perform the duties, as prescribed under provisions of the Act, SEBI Listing Regulations and other Laws, Rules and Regulations as may be applicable to them from time to time.

Compliance Officer

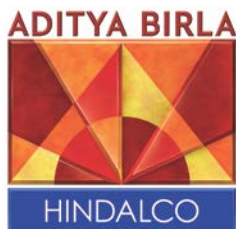
The Company Secretary shall be the Compliance Officer for the purpose of this Code.

Affirmation of compliance with the code

All Directors and the Senior Management Personnel shall affirm compliance with this Code on an annual basis (as per Appendix I).

Publication of the Code

The Code shall be posted on the website of the Company i.e. www.hindalco.com.



Appendix I

ANNUAL DECLARATION

To,

The Company Secretary,
Hindalco Industries Limited
6th Floor, Birla Centurion,
Pandurang Bhudkar Marg,
Worli, Mumbai 400 030

Dear Sir/Madam,

I, _____ do hereby acknowledge and confirm that during the financial year, to the best of my knowledge and belief, I have not violated any of the provisions of Code of conduct applicable for Directors and Senior Management or any of the policies of the Company or legal/regulatory requirements, as may be applicable to my responsibility.

Signature:

Name: _____

Designation: _____

Place:

Date: