

The Company Secretary,
Vinay Cement Limited,
7th Floor, Hansalaya,
15, Barakhamba Road,
New Delhi 110 001

Dear Sir,

Sub: Affirmation of Compliance of Company's Code of Conduct

I, _____, in my capacity as a director / senior management personnel of the Company, do affirm compliance on my part, during the term of my directorship / employment with the provisions of the Code of Conduct.

I hereby affirm that I have fulfilled / shall fulfill all my duties towards the Company as director / senior management personnel of the Company. In performance of my fiduciary duties as a director / senior management personnel, I have maintained / shall maintain high standard of conduct, honesty, duty and diligence. I have complied / shall comply with all applicable laws in my capacity as a director / senior management personnel. I have made / shall make all efforts to fulfill my duty of care and loyalty and do things which are in the interest of the Company.

I further assure and undertake that I will uphold the interests of the Company and in the event I am found to be in breach of any duty whether statutory or cast upon me in my capacity as a director / senior management personnel, then I shall be liable for consequences of breach contemplated under the Code of Conduct.

Date:

Yours faithfully,

Place:
