

SANTOSH FINE-FAB LIMITED

Code of Conduct for Directors and Senior Management

Preamble

All Directors and members of senior management team of M/s Santosh Fine Fab Limited shall act within the bounds of the authority conferred upon them and undertake the duty to make and enact informed, judicious and harmonious decisions and policies in the best interests of the Company and its shareholders / stakeholders.

With a view to maintain the high standards the Company requires, the following rules/ code of conduct to be observed in all activities. For the purpose of the code, the Company appoints the Company Secretary as compliance officer, who will be available to directors and senior management to answer questions and to help them comply with the code.

01. HONESTY AND INTEGRITY :

All the Directors and members of the senior management team of the company shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. They will act in good faith, responsibly, with due care, competence and diligence, allowing independent judgment to their subordinates. Directors shall act in the best interests of the Company and fulfill their fiduciary obligations.

02. POLICY OF BUSINESS RELATIONSHIP

The Company will obtain and conduct business legally and ethically. The quality of company's products and the efficiency of its services at the most competitive prices, is the greatest tool in conducting the business of the company. Profits do not justify unfair/ unethical practices. All the Directors and members of the senior management team of the company should uphold the highest standards of integrity in all the business relationships.

03. CONFLICT OF INTEREST

The term "Conflict of interest" pertains to situations in which financial or personal considerations may compromise, or have the appearance of compromising judgment of professional activities. A conflict of interests exists where the interests or benefits of one person or entity conflicts with the interests or benefits of the other person/entity/company.

All the Directors and members of the senior management team of the company should not engage in any business, relationship or activity, which may be in conflict with the interest of the Company. Conflict may

arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between the proper and improper activities. Set forth below, are some of the common circumstances that may lead to conflict of interest, actual or potential.

1. You should not engage in any activity / employment that interfere with your performance or responsibility to the Company or otherwise in conflict with or prejudicial to the interests of the Company.
2. As a general policy you will avoid conducting business with a relative or with a firm / Company in which a relative / related party is associated in a significant role / position.
3. Whenever/ wherever the related party transaction is unavoidable you will fully disclose your interest in the transaction to the Board or to the CEO of the Company and due records for such transactions will be maintained as per the statutory requirements.

04. CONFIDENTIALITY OF INFORMATION POLICY

The Company's confidential information is a valuable asset. You shall understand that protection of all confidential information is essential. You should undertake and be committed to protecting business and personal information of confidential nature obtained from clients, associates and employees.

Any information concerning the Company's business, its customers, suppliers etc which is not in the public domain and to which the director or senior executive has access or possesses such information, shall be considered confidential and held in confidence, unless authorized to disclose or such disclosure is required as a matter of law. You shall not provide any information either formally or informally, to the press or any other publicity media, unless specially authorized to do so.

05. INTELLECTUAL PROPERTY POLICY

All the Directors and members of the senior management team of the company have utmost obligation to identify and protect the intellectual properties, trade secrets and confidential information owned by the Company and its clients or associates as it is critical to the success of the company. "Intellectual Property Rights" (IPR) means generally patented or potentially patentable inventions, trademarks, copyrightable subject matters and trade secrets.

06. PREVENTION OF INSIDER TRADING

Insider trading is prohibited by both by the Law as well as by the company policy. Insider trading generally involves the act of subscribing to or buying or selling of the Company's securities, when in possession of

any Unpublished Price Sensitive Information about the company.

“Price sensitive information” is such information, which relates directly or indirectly to the company and which if published is likely to materially affect the price of securities of the company. It is important to note that both positive and negative information could be price sensitive.

You will not derive benefit or assist others to derive benefit or assist them to derive benefit on your behalf by giving investment advice from the available access to and possession of information about the Company, which is not in public domain and thus constituting insider information. You will comply with the prevention of insider trading guidelines as issued by Securities Exchange Board of India (SEBI).

07. SECURITIES MARKET POLICY

The Company is committed to comply with securities laws in all the markets in which the Company’s securities are listed. The company prohibits fraudulent and unfair trade practices with regard to the securities of the Company by all the Directors and members of the senior management team of the company

08. COMPETITION POLICY

The Company shall compete only in an ethical and legitimate manner. It prohibits all actions that are anti-competitive or otherwise contrary to laws that govern competitive practices in the market place. You shall uphold the same.

09. SELECTING SUPPLIERS.

The Company’s suppliers make significant contribution to its success. The Company’s policy is to purchase / avail supplies based on need, quality, service, price and other commercial terms and conditions. Suppliers should be selected based on merit, price, quality and performances. The Company’s policy is to select significant suppliers through a competitive bid process wherever possible. Under no circumstance should the Company or its employee, agent or contractor attempt to coerce suppliers in any way.

10. ENVIRONMENT, HEALTH AND SAFETY POLICY.

We take environmental consciousness a step further as a company. We believe that directors / employees of the Company are environment conscious and contribute to preserving nature as well as safety measures in own respective work areas. All of us are responsible for conducting safe and environmentally sound operations; this is in the interest of our own well being and the quality of life of others. You shall abide by this policy.

11. ELIMINATION OF CHILD LABOUR

It is the Company’s policy not to support child labour. The Company is committed to implement the

provisions of the Child Labour (Prohibition and Regulation) Act, 1986. To, promote this the Company encourages its suppliers also to work towards a no child labour policy in their industries. You shall strictly observe that no child labour is employed in the company.

12. ABOLITION OF FORCED LABOUR.

The Company strictly prohibits forced or compulsory labour. The Company is committed to ensuring that employees enter into employment and stay on in the Company of their own free will. You shall uphold this policy.

13. PROTECTION OF ASSETS

We all have a responsibility to protect the assets of the company, ensure optimal utilization of assets and to report and record all transactions. You will protect the Company's assets from loss, damages, misuse or theft and assets may only be used for business purposes and other purposes specifically approved by management and you must never be used for any personal or illegal purposes.

14. GIFTS & DONATIONS

No director / employee of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended or perceived to be intended to obtain business (or uncompetitive) favors or decision for the conduct of the business. Normal gifts of commemorative nature for special events may be accepted and reported to the Board.

15. OTHER DIRECTORSHIPS

The Company feels that serving on the Board of directors of other companies may raise substantial concerns about potential conflict of interest. And therefore all directors shall report / disclose such relationships to the Board on an annual basis. It is felt that service on the Board of a direct competitor is not in the interest of the Company. Hence all the Directors are barred in accepting such position without the concurrence of the Board.

16. COMPLIANCE

We should comply with all applicable laws, rules, and regulations, both in letter and spirit. In order to assist the Company in promoting the lawful and ethical behavior, you have to report any possible violation of law, rules, regulations or the code of conduct to the Company Secretary.

17. ACCOUNTABILITY

The Board of Directors (BOD) shall oversee the Company's adherence to ethical and legal standards. All employees and members of the BOD shall undertake to stop or prevent actions that could harm customers

or reputation of the Company and to report such actions as soon as they occur to take corrective steps and see that such actions are not repeated.

18. PERIODIC REVIEW

Once in every year or upon revision of this code, every director / member of senior management team must acknowledge and execute an understanding to comply with such code of conduct. New directors / *new members of the seniormanagement* will sign such understanding at the time of taking up such directorship / employment.

I have read the above Code of Conduct of the company and understand the standards and policies contained therein. I further agree to comply with the said Code of Conduct in its true letter and spirit.

Signature: Name
Designation