CODE OF CONDUCT FOR BOARD MEMBERS, KEY MANAGERIAL PERSONNEL & SENIOR MANAGEMENT

OF

SAEL INDUSTRIES LIMITED

TABLE OF CONTENTS

.....1
DEFINITIONS AND INTERPRETATION.....3
1. Definitions 3
2. Introduction 4
3. Objective.....4
4. Applicability.....4
5. Standards of Conduct 4
6. Other Responsibilities 5
7. Duties of Directors.....5
8. Duties of Independent Directors 5
9. Disclosure by Board of Directors and Senior Management 6
10. Violation.....6
11. Amendments.....7
12. Acknowledgment and Annual Affirmation.....7
13. Reporting:.....7
APPENDIX I.....8

DEFINITIONS AND INTERPRETATION

1. Definitions

"Applicable Laws" shall mean the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, as amended from time to time and such other act, rules or regulations which deal with the code of conduct for Board Members, Key Managerial Personnel, and Senior Management Personnel of a company listed in India.

"Board" or **"Board of Directors"** shall mean the board of directors of the Company.

"Companies Act" shall mean the Companies Act, 2013, and rules and regulations issued thereunder, as amended from time to time.

"Company" shall mean SAEL Industries Limited.

"Compliance Officer" shall mean the company secretary and compliance officer of the Company appointed as per Regulation 6 of Listing Regulations for time to time by the Board.

"Conflict of Interest" means where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

"Directors and Employees" shall mean, collectively, the Directors, KMPs, and SMPs of the Company (as defined herein), to whom this Policy applies.

"Directors" shall mean, collectively, the directors of the Company.

"**Key Managerial Personnel**" or "**KMP**" shall mean:

(i) the Chief Executive Officer, or the Managing Director or the Manager;

(ii) the Company Secretary;

(iii) the Whole-Time Director;

(iv) the Chief Financial Officer;

(v) such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and

(vi) such other officer as may be prescribed under the rules framed under the Companies Act.

"Listing Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

"Code" or **"Code of Conduct"** shall mean this code of conduct for the Directors and Employees.

"**Senior Management Personnel**" or "**SMP**" shall mean the members of the senior management of the Company, as defined under the Listing Regulations read with the provisions of the Companies Act.

2. Introduction

In accordance with Regulation 17(5) of the Listing Regulations and the relevant provisions of the Companies Act, the Board of Directors has adopted this Code of Conduct, in alignment with the Company's objectives and corporate governance practices. This Code of Conduct is aim to enhancing an ethical and transparent process in managing the affairs of the Company.

3. Objective

The objective of the Code of Conduct is to set standards for business conduct such that the Directors and Employees may act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working for and on behalf of the Company.

4. Applicability

This Code is applicable to the Directors and Employees, as defined above. The rules and principles set forth in this Code of Conduct are general in nature and compliance with this Code shall be read with Applicable Laws, and the policies and procedures of the Company. The Directors and Employees may contact the Compliance Officer for any queries purposes of this Code of Conduct for assistance in interpreting the requirements of this Code. All Directors, KMPs and Senior Management shall affirm compliance with the Code on an annual basis.

5. Standards of Conduct

The Directors and Employees shall conduct the business of the Company in a transparent, professional, and fiduciary manner on the following parameters:

a. Honest and ethical behaviour;
b. Avoid competing with the business of the Company without proper disclosures of the same to the Board of Directors;
c. demonstrate the highest standards of integrity, business ethics, and corporate governance;
d. perform their roles with competence, diligence, in good faith and in the best interests of the Company;
e. ensure compliance with all Applicable Laws;
f. not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or bring discredit to the Company. Any situation that creates a conflict of interest between personal interests and the Company and its stakeholders' interests must be avoided at all costs;
g. not disclose any confidential / privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company;
h. Protect and use the Company's assets for legitimate business purposes only;
i. give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgements;
j. not discriminate amongst employees on the basis of colour, race, religion, caste, creed or sex and provide equal opportunity to all.
k. should not derive any benefit or assist others in deriving any benefit by giving investment advice based on their access to and possession of information about the Company, not in public domain and therefore constituting insider information. They shall comply with the insider trading policy which has been framed by the Company in compliance to the guidelines issued by SEBI.
l. neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits that are intended, or

perceived, to obtain uncompetitive favours for the conduct of its business.

6. Other Responsibilities

The Directors and Employees shall:

6.1 undertake and participate in any relevant induction sessions and shall regularly update and refresh their skills, knowledge and familiarity with the Company's policies and processes;

6.2 ensure that adequate disclosures are made before entering into any related party transactions;

6.3 report concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's Code of Conduct in accordance with the vigil mechanism of the Company; and

6.4 act in utmost good faith and exercise due care, diligence and personal and professional integrity in the performance of their official duties and responsibilities and shall in no event compromise with their independence of judgement.

7. Duties of Directors

All Directors shall discharge their duties in an ethical, diligent and responsible manner and in accordance with the applicable provisions of the Listing Regulations and the Companies Act.

Without prejudice to the generality of the foregoing, every Director shall:

a. Act in accordance with the articles of the company.

b. 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.

c. Exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

d. Avoid situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.

e. 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.

f. Not assign his office and any assignment so made shall be void.

8. Duties of Independent Directors

The independent Directors shall—

a. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;

b. seek appropriate clarification or 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 meetings of the Board of Directors and of the Board committees of which he is a member;

d. participate constructively and actively in the committees of the Board in which they are

chairpersons or members;

e. strive to attend the general meetings of the company;

f. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board 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 or committee of the Board;

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 to 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 company's code of conduct or ethics policy;

l. Act within their authority, 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, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

9. Disclosure by Board of Directors and Senior Management

In adherence to Listing Regulations, the Directors and Employees shall make disclosures to the Board of Directors relating to all material, financial and commercial transactions, where they have a personal interest that may potentially conflict with the interest of the Company at large.

For the aforesaid purpose, conflict of interest relates to dealing in the shares of the Company, commercial dealings with bodies, which have shareholding of management and their relatives etc.

In addition to the above, all members of the Board of Directors and Senior Management Personnel shall affirm compliance with this code of conduct of Board of Directors and Senior Management on an annual basis.

10. Violation

10.1 It shall be the duty of the Directors and Employees to assist in enforcing this Code of Conduct.

10.2 A violation of this Code of Conduct may result in disciplinary action such as termination from the association/ employment with the Company, suspension, or demotion, Restitution and Financial Penalties, Training and Rehabilitation Programs as may be deemed necessary.

11. Amendments

The Code may be amended or modified by the Board as may be required and shall be published on the website of the Company.

12. Acknowledgment and Annual Affirmation

12.1 The Directors and Employees shall acknowledge the receipt of this Code indicating that they have received, read and understood, and agreed to comply with the Code and send the same to the Compliance Officer.

12.2 It is obligatory on the part of every person covered under this Code to make an annual disclosure under this Code affirming their adherence to the Code on an annual basis. This disclosure shall be made to the Compliance Officer in the format annexed as **Appendix I**.

13. Reporting:

While every Director and member of Senior Management has to himself ensure compliance with this code, any instance of violation or possible violation of this code by the concerned Director or member of Senior Management or by any other Director member of Senior Management person shall be immediately reported to the Board through the Compliance Officer.

APPENDIX I

To

The Company Secretary and Compliance Officer

SAEL Industries Limited

ANNUAL COMPLIANCE REPORT

Dear Sir,

I do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Company's Code of Conduct for Board Members, Key Managerial Personnel & Senior Management during the financial year ended March 31, _____.

Signature

Name: [•]

Designation: [•]

DIN: [•]

Address: [•]

Date: [•]

Place: [•]