

**CODE OF CONDUCT
FOR
BOARD OF DIRECTORS
AND
MEMBERS OF SENIOR MANAGEMENT**

INTRODUCTION

The Company places uncompromising emphasis on business integrity, ethical conduct and adherence to regulatory compliances.

This code of conduct should ensure compliance not only with all legal requirements, but also with the Company's standards on business conduct. All Directors and members of Senior Management of the Company must act within the authority conferred upon them and with a duty to take informed decisions in the best interests of the Company and its shareholders/stakeholders.

APPLICABILITY

The Code of Conduct applies to the Members of the Board of Directors and Members of the Senior Management Team of the Company one level below the Board of Directors, viz. CEO, CFO, Vice -President, respective Departmental Head/s and all other executives having similar or equivalent rank in the Company and the Company Secretary of the Company.

COMPLIANCE OF THE CODE OF CONDUCT

With a view to maintain the high standards that the Company requires, the following code of conduct should be observed in all activities. All Directors and members of the senior management must understand the importance of compliance and the consequences of non-compliance. The Company has appointed the Company Secretary as a Compliance Officer for the purposes of this code. This code is subject to modification. The Company will up-date this Code from time to time to ensure that it reflects changes in the law/regulatory environment and gives appropriate emphasis to current issues of concern. The Company will notify such change to all the Directors and members of the Senior Management.



A Neterwala Group Company

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Tel: +91 836-2971320 / 21



ISO 9001:2008

CONDUCTS

1) Honesty & Integrity

All Directors and members of the Senior Management shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. All the Directors and members of Senior Management will act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. The Directors and members of the Senior Management will act in the best interests of the Company to fulfill their fiduciary obligations.

2) Conflict of interest

The Directors on the board of the Company and members of Senior Management shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or the group. Following are some of the common circumstances that may lead to a conflict of interest, actual or potential -

- a) The Directors and members of Senior Management should not engage in any activity/employment that interferes with the performance or responsibility to the Company or otherwise in conflict with or prejudicial to the Company.
- b) The Directors and members of the Senior Management and their immediate families should not invest in a Company, that is a customer, supplier or developer and generally refrain from investments that compromise their responsibility to the Company.
- c) The Directors and members of Senior Management should avoid conducting Company business with a relative or with a firm/ Company in which a relative/related party is associated in any significant role. If such related party transaction is unavoidable, it must be fully disclosed to the Chairman or the Board of Directors of the Company.

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3) Compliance of all applicable laws



The Directors and members of Senior Management are required to comply with all applicable laws, SEBI (Listing Obligation and Disclosure Regulation), 2015, rules and regulations, both in letter and in spirit. In order to assist the Company in promoting lawful and ethical behavior, Directors and members of Senior Management must report any possible violation of laws, rules, regulations or codes of conduct, to the Chairman. This standard lays down compliance with all Central, Local, State and other applicable laws, rules and regulations.

4) Outside/or other Directorships

The Company feels that serving on the Boards of Directors of other Companies may raise substantial concerns about potential conflict of interest. And therefore, all Directors must disclose such relationships to the Board on an annual basis. It is felt that service on the Board of a direct competitor would not be in the interest of the Company.

5) Protecting the Company's confidential information and its disclosure

Any information concerning the Company's business, its customers, suppliers etc., which is not in the public domain, and to which the Directors and members of Senior Management have access or in possession thereof, must be held in confidence, unless the disclosure is required as a matter of law. No director or member of Senior Management shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

6) Obligations under Securities laws to prevent Insider Trading

Directors or members of Senior Management of the Company shall not derive benefit or assist others to derive benefit by giving investment advice, from access to and possession of information about the Company, which is not



in the public domain. All Directors and members of Senior Management will comply with SEBI (Insider Trading Regulations), 2015 and any amendments from time to time issued by SEBI.

7) Receipt of Gifts & offer of Donations -

No Director or members of Senior Management 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 favours or decisions) for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted.

8) Use of Company's Assets and its protection

The Directors and members of Senior Management must protect the Company's assets including human resources and information and shall not use these for personal use, unless approved by the Board.

9) Waivers

Any waiver of any rule of this Code by any Director or by any member of Senior Management must be approved in writing by the Company's Board and should be disclosed.

10) Enforcement and disciplinary actions

The rules contained in this Code are of utmost importance to the Company, its stakeholders and its business partners. Therefore, all Directors and members of the Senior Management should adhere to these rules. The Company will take appropriate disciplinary action on deliberate failure to comply with these rules in a way that is fair, transparent and effective manner. Where laws have been violated, the Company will co-operate fully with the appropriate authorities.

This code has come into effect from 1st January, 2006



11) Acknowledgement of the Code of Conduct

I have received and read this Code of Conduct of the Company Uni Abex Alloy Products Limited and I agree to adhere to the same.

NAME:

DESIGNATION:

SIGNATURE

DATE: 01.04.2016

** PLEASE SIGN AND RETURN THIS FORM TO THE COMPANY SECRETARY.*

