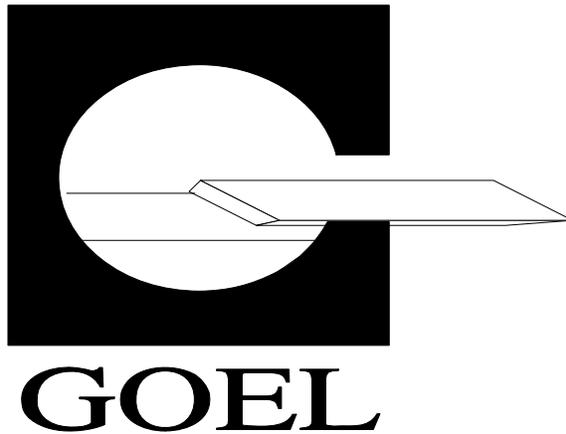


**CODE OF CONDUCT  
FOR DIRECTORS  
SENIOR MANAGEMENT  
AND  
INDEPENDENT DIRECTORS**

*[Revised from 1st October, 2014]*



**Shri Bajrang Alloys Limited**

Regd. Off: 521/C, Urla Industrial Complex, Urla,

Raipur-493221 (Chhattisgarh)

CIN: L27103CT1990PLC005964

The Board of Directors (the “Board”) and the Key Managerial Personnel (the “Senior Management”) of Shri Bajrang Alloys Limited (SBAL) agree to the following Code of Conduct:-

1. To take utmost care and diligence in exercising the powers attached to the office in performance of the duties;
2. To act in accordance with the highest standards of personal and professional integrity & maintain honesty and ethical conduct in the best interests of SBAL;
3. To ensure that personal interest do not conflict with interest of SBAL;
4. To ensure not to provide any information to the press and any other publicity media unless specifically authorized to do so;
5. To remain independent in judgment and actions in respect of all decisions taken by the Board;
6. To ensure that confidential information acquired in the course of work is disclosed only if permitted by the Company or in accordance with requirements of law.

In addition to above, Independent Directors (IDs) shall abide by the following duties as laid down in the Companies Act, 2013 which shall form an integral part of the Code of Conduct:

- (1) To undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- (2) To 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;
- (3) To strive to attend all meetings of the Board of Directors and Board committees of which he/she is a member;
- (4) To participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) To strive to attend the general meetings of the company;
- (6) 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;
- (7) To keep themselves well informed about the company and the external environment in which it operates;
- (8) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) To 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;

(10) To 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;

(11) To report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;

(12) To assist in protecting the legitimate interests of the company, shareholders and its employees, by acting within his/her authority;

(13) 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.