

SM AUTO STAMPING LIMITED

CODE OF CONDUCT

FOR

BOARD MEMBERS

AND

SENIOR MANAGEMENT PERSONNEL

1. INTRODUCTION:

This Code of Conduct (hereinafter referred to as “the Code”) has been framed and adopted by SM Auto Stamping (hereinafter referred to as “the Company”) in terms with the provisions of Regulation 17 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors are required to lay down a code of conduct for all Members of Board of Directors and Senior Management of the Company. In view of the very nature of Code of Conduct, every Senior Functionary is expected to comply it in its letter and spirit.

2. APPLICABILITY:

The Code applies to the Board of Directors (hereinafter referred to as “Board”) and the Senior Management Team of the Company one level below the Executive Directors and all other executives having similar or equivalent rank in the Company. The Company Secretary shall be the Compliance Officer for the purpose of this Code.

The Code shall be posted on the website of the Company.

3. CODE OF CONDUCT:

The Board Members and Senior Management Personnel shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgement.

The Board Members and the Senior Management Personnel of the Company: -

- I. Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices in accordance with the applicable statute.
- II. Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
- III. Shall ensure that they use the Company’s assets, properties, information and intellectual proprietary rights for official purpose only or as per the terms of their appointment.
- IV. Shall not seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from Company’s business associates, which can be perceived

as being given to gain favour or dealing with the Company and shall ensure to follow the Company's Ethical Behaviour guidelines.

- V. Shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.
- VI. Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.
- VII. Shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorized otherwise.
- VIII. Shall not, without the prior written approval of the Board or Senior Management, as the case may be, accepts employment or a position of responsibility with any other organization for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.
- IX. Shall act in conformity with applicable legal provisions, including those relating to Related Party Transactions, disclose personal and/or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them so as to enable the Board Members to take an informed decision.
- X. Shall ensure compliance of the Company's safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with, may otherwise, disqualify him/ her from his/ her association with the Company.
- XI. Shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as also other regulations as may become applicable to them from time to time.
- XII. Shall not use IT system of the Company for purposes that may be regarded as derogatory, defamatory or obscene or otherwise considered irresponsible and/or compromise the protection and security of IT systems;

XIII. Shall comply with the Code of Internal Procedures and Conduct for Prevention of Insider Trading, in dealing with securities of the Company.

II. In addition to the above, the Independent Directors of the Company shall also abide by the duties as specified in Schedule IV of the Companies Act, 2013 and the rules made thereunder.

4. ANNUAL COMPLIANCE REPORTING:

The Board Members and Senior Management Personnel shall affirm compliance of this Code after close of every financial year. A template of Annual Compliance Report is attached as 'Appendix-I'. The duly signed Annual Compliance Report shall be forwarded to the Company Secretary within 7 days from end of every financial year.

ENFORCEMENT OF CODE OF CONDUCT:

A. The Board Member and Senior Management Personnel are required to abide and are fully accountable for complying with this Code.

B. The Compliance Officer shall report breach of this Code, if any, which comes to his notice to the Board of Directors of the Company.

Annexure –I

AFFIRMATION BY DIRECTOR / SENIOR MANAGEMENT PERSONNEL WITH CODE OF CONDUCT

I, _____ (Director / Senior Management Personnel), hereby acknowledge that I have received and read the Code of Conduct for Directors & Senior Management Personnel. I do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL during the financial year ending 31st March, 20_____.

Signature: _____

Name: _____

Designation: _____

Date: _____