

**Code of Conduct  
for  
Directors & Senior Executives  
of  
Indian Metals & Ferro Alloys Ltd**

The Company aims to be the Industry leader by achieving excellence in everything it does including standards of business conduct. This objective shall be achieved by adopting a policy to conduct its business with responsibility, integrity and transparency.

The Company is committed to maintain highest standards of Corporate Governance. The Company prides itself on adhering to the highest ethical standards as well as an unwavering belief in certain "core values" viz. transparency, fairness in all dealings, honesty of purpose, quality consciousness and customer satisfaction. The purpose of this Code of Conduct is to ensure adherence to the core values and ethical standards in all its dealings both internal and external. This Code of Conduct is a tool in carrying out the Company's corporate social responsibility in a more effective manner. This code sets out broad policy for conduct of transactions both internal and external by the Company and with the Company, fellow Directors and Employees.

**Applicability of this Code**

This code of conduct is applicable to all Directors & Senior Executives of the Company. Senior Executives shall mean the members of Core Management Team of the Company other than the Directors and shall comprise of all members of the Management Team of the rank of General Manger (E-9) and above.

**The Code**

**Duties of Independent Directors:**

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) 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) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) 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) 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) 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) 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) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

- (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.

### **Honest and Ethical Conduct**

The Company expects each Director and Senior Executive to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct. This means not just being honest and truthful in dealings with others both within and outside the Group but also putting the organisation's interest above everything else at all times. The Company expects an **honesty of purpose** in all actions so that the benefits that flow from such actions are truly well deserved.

### **Conflict of Interest**

The Directors and Senior Executives shall not engage in any activity or enter into any pecuniary or financial relationship which might result in a conflict of interest either directly or indirectly with the Company. Any potential conflict of interest must be properly disclosed and prior consent obtained. As such, if there is any doubt as to whether or not there is a conflict of interest then clarification should be sought from the Board of Directors through the Company Secretary.

### **Confidentiality**

The Directors and Senior Executives shall not divulge or disclose to any unauthorized person during their tenure or afterwards by word of mouth or otherwise particulars or details of the Company's manufacturing processes, technical know-how, security arrangements, administrative, financial and/or organizational matters which are confidential/secret in nature. However, the Company is committed to provide accurate and complete information as required and on time to all concerned including all stakeholders.

The Company equally respects the rights of others in dealing with the Company in as much as it pertains to their confidential information. Accordingly, if information is received from third parties under conditions of confidentiality the Directors and Senior Executives shall comply with those conditions.

### **Protection and Proper Use of Company assets**

The Directors and Senior Executives shall protect the Company's assets and properties including but not limited to tangible assets such as equipment & machinery, facilities, materials, resources, etc and intangible assets such as patents, proprietary information, process, drawings, design, intellectual property (whether patented or not), plans, etc. The Directors & Senior Executives shall not misuse the information which comes into their possession by virtue of the position held by them in the Company and will put such information to proper use for the benefit of the Company.

### **Compliance with Laws, Rules and Regulations**

The Directors and Senior Executives shall ensure compliance with all applicable laws, rules, and regulations both in letter & spirit in all the territories in which they operate.

### **Fair Dealings**

Each Director and Senior Executive should endeavour to deal fairly with the Company's customers, suppliers, competitors, employees, shareholders, regulators & governmental agencies. No Director or Senior Executive shall attempt to take advantage of any party through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice. They shall immediately bring to the notice of the Board of Directors and/or Managing Director any unethical behaviour and actual or suspected fraud by any person connected with the Company's business.

### **Health, Safety and Environment**

The Company shall conduct all its activities in harmony with and aimed towards the

preservation of the environment. The Company's key objectives are: reducing resource consumption, minimising generation of waste and minimising contamination of the environment.

The Company is committed to set and review appropriate objectives and targets with regard to environmental protection, comply with all applicable environmental legislation and continually improve by creating employee awareness.

### **Implementation**

Each Director and Senior Executive shall adhere to this Code of Conduct and affirm compliance with the Code on an annual basis as per the requirements of clause 49 of Listing Agreement with the Stock Exchanges.

The Directors & Senior Executives are accountable for total compliance with this Code of Conduct. Appropriate sanctions for breach of any provision of this Code shall be determined by the Board of Directors in the case of Directors and the Managing Director in the case of Senior Executives. Any significant breaches of the Code by the Directors and Senior Executives must be notified, respectively, to the Board of Directors and Managing Director. The Managing Director shall report to the Board of Director regarding the Code's operation and effectiveness along with any significant breaches of the Code.

The Company will take appropriate action against any officer whose actions are found to violate any provisions of the Code or any other policy of the Company, after giving him a reasonable opportunity of being heard.

### **Waivers and Amendments of the Code**

This Code is subject to modification as may be necessary to comply with legal/statutory requirements. As such, the Company is committed to periodically reviewing and updating its policies & procedures.

Any amendment/waiver of any provision of this Code shall be approved by the Company's Board of Directors and shall be disclosed in all regulatory filings pertaining to applicable laws & regulations giving details of the nature of amendment or waiver.

### **Clarifications regarding the Code**

Any Director and Senior Executive requiring any clarification regarding this Code of Conduct may contact the Company Secretary.