

K I C METALIKS LIMITED

Code of Conduct of Board of Directors and Senior Management Personnel

1. PREAMBLE

The Company intends to formulate this code of conduct for the Board of Directors of the Company and the members of the Senior Management team pursuant to Section 149 read with Schedule IV of the Companies Act 2013 ("Act"), as amended and Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended (and such code of conduct, the "Code").

2. APPLICABILITY

This Code of Conduct is applicable to the following persons:

- All the members of the Board of Directors.
- All the members of the Senior Management of the Company.

3. CODE OF CONDUCT MUST BE OBSERVED BY ALL THE DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

- **Honesty and Integrity**

All Senior Executives shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. All Senior Executives shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgments to be subordinated. Senior Executives shall act in the best interests of the Company and fulfil their fiduciary obligations.

- **Decision-making**

The Directors and Senior Executives shall provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board with best interests of the Company and its stakeholders in mind. They should point the Company's management in the 'right' direction based on their experience and judgement. They should 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.

- **Conflict of Interest**

The Senior Executives should avoid 'conflicts of interest' with the Company. Senior Executives of the Company shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or the group. In case there is likely to be a conflict of interest, they should disclose all facts and circumstances thereof to

the Board of Directors or any officer nominated for this purpose by the Board and a prior written approval should be obtained.

- **Compliance With Applicable Laws**

  The Directors of the Company and Senior Management must comply with applicable laws, regulations, rules and regulatory orders both in letter and spirit. The Directors and members of Senior Management shall seek to acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to perform their obligations diligently.

- **Prevention of Insider Trading**

  No Senior Executive of the Company shall derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constituting insider information. All Senior Executives shall comply with the prevention of insider trading guidelines as issued by SEBI.

- **Use Of Company's Assets and Resources**

  Each member of the Board of Directors and the Senior Management has a duty to the Company to disclose its legitimate interests while dealing with the Company's assets and resources. Members of the Board of Directors and Senior Management are prohibited from

  i. using corporate property, information or position for personal gain;
  ii. soliciting, demanding, accepting or agreeing to accept anything of value from any person while dealing with the Company's assets and resources; and
  iii. acting on behalf of the Company in any transaction in which they or any of their relative(s) have a significant direct or indirect interest.

- **Confidentiality of Information**

  Any information concerning the Company's business, its customers, suppliers etc., which is not in the public domain and to which the Senior Executives has access or possess such information must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No Senior Executives shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized. The use of confidential information for personal advantage or profit is also prohibited.

- **Reporting any illegal or unethical behaviour**

  If any Senior Executive believes that a violation of or significant deviation from the Code has occurred or has become unavoidable, he/she must contact the Managing Director and in appropriate cases the Chairman of the Audit Committee. Use of the above reporting procedures in bad faith or in a false or frivolous manner will be considered as a violation of the Code.

- **Equal Opportunities Employer**

  The Company shall provide equal opportunities to all its employees and all applicants for employment, without regard to their race, caste, religion, marital status, sex, nationality, disability and veteran status. Employees of the Company shall be treated with dignity and in accordance with the Company's policy to maintain a work environment free of sexual harassment, whether physical, verbal or psychological. Employee policies and practices shall be administered in a manner that would ensure that in all matters, equal opportunity is provided to those eligible and that decisions are merit-based.

4. FUNCTIONS OF THE BOARD AND GOOD CORPORATE GOVERNANCE PRACTICES

Each member of the Board of Directors and Senior Management of the Company should adhere to the following to ensure compliance with good corporate governance practices.

(i) Key Functions of the members of the Board

Without limiting the generality of the duties stated in the Companies Act, the SEBI Listing Regulations, Insider Trading Regulations and the Code of Conduct to Regulate Monitor and Report Trading by Designated Persons and their Immediate Relatives framed there under and other applicable laws, the key functions of the members of the Board are as under:

1. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
2. Monitoring the effectiveness of the Company’s governance practices and making changes as needed.
3. Selecting, compensating, monitoring and, when necessary, replacing key managerial personnel and overseeing succession planning.
4. Aligning key managerial personnel and remuneration of Directors with the longer term interests of the Company and its shareholders.
5. Ensuring a transparent nomination process to the Board of Directors with the diversity of thought, experience, knowledge, perspective and gender in the Board.

6. Monitoring and managing potential conflicts of interest of management, members of the Board and shareholders, including misuse of corporate assets and abuse in related party transactions.
7. Ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
8. Overseeing the process of disclosure and communications.
9. Monitoring and reviewing Board's evaluation framework.

5. 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.