

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Board of Directors and Senior Management of Nelcast Limited shall subscribe to the following Code of Conduct (“Code”) adopted by the Board.

1. INTRODUCTION

This Code has been adopted by Nelcast Limited to comply with the applicable rules of the Stock Exchanges where securities of Nelcast Limited are listed.

The Board, along with the Senior Management, ensures that Nelcast Limited is well managed and do recognize that their primary responsibility is to the shareholders of Nelcast Limited.

This Code is meant to provide mechanism to enable the Management to report unethical conduct and to developing a culture of honesty, integrity and accountability amongst the Management .The Management shall also agrees to maintain and develop a work environment that encourages all the stakeholders to voice their concerns for the attention of the management to take appropriate corrective measure.

2. GUIDELINES FOR CONDUCT

Each director shall use due care in the performance of his/her duties, be loyal to Nelcast Limited, act in good faith and in a manner such director reasonably believes to be not opposed to the best interests of Nelcast Limited. A director should seek to also:-

- i. Make reasonable efforts and endeavor to attend Board and committee meetings;**
- ii. Dedicate time and attention to Nelcast Limited;**
- iii. Be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions of the Board; and**
- iv. Seek to comply with all applicable laws, regulations, confidentiality obligations and corporate policies of Nelcast Limited.**

3. BEHAVIORAL CODE:

a. ETHICAL CONDUCT

The Management shall observe highest standards of personal and professional integrity, honesty, transparency and ethical conduct in all their activities, professional, personal and social.

b. INTEGRITY

Personal integrity is of supreme importance. Any act, which puts personal interest ahead of the organizational interest, causing financial or reputation loss to Nelcast Limited, would mean violation of integrity. The Management shall insure, at all times, the integrity of data or information furnished by him to the Company.

c. EQUAL OPPORTUNITIES

The Management shall provide equal opportunities to all its employees for growth and promotion without regard to their race, caste, religion, colour, ancestry, marital status, sex, age, nationality, disability and veteran status. Recruitment will be done on the basis of merit alone. The Management shall treat all its employees with dignity.

d. SHAREHOLDERS

The Management shall be committed to enhance shareholders value and shall ensure compliance with all the laws, rules, regulations and enactments that govern shareholders' right.

e. PROTECTION AND PROPER USE OF NELCAST LIMITED'S ASSETS

The Management shall protect Nelcast Limited's assets and property and ensure its efficient use for legitimate business purposes only.

f. GIFTS AND DONATIONS

In dealing with outside business associates, the Management shall not receive any payment, remuneration, gifts, favours or any benefits which are intended or can be perceived as being given to gain favour for dealing with Nelcast Limited. The Management may accept nominal gifts such as sweetmeats, diaries, small mementoes or gifts given at functions and visits festivities.

g. FRAUD DETERRENCE AND DETECTION

The Management stands in a fiduciary relationship with Nelcast Limited and shall report any incidents or acts which are potentially harmful to the reputation and the business interest of Nelcast Limited, whenever they come to know of the same. The Management shall have the primary responsibility for the implementation of internal controls to deter and detect fraud. Nelcast Limited shall have zero tolerance for the commission or concealment of fraud or illegal acts.

h. RESPONSIBLE COMMUNICATION

It is expected that the Management will engage in responsible communication. Criticism about a person or a section of the organisation is shared only with the people concerned, with a view to resolving the issue and not publicly.

i. OWNERSHIP

Every one must demonstrate the process ownership for the activities and task elements that they are expected to handle and should own up the responsibility for deliverables.

j. SOCIAL BEHAVIOUR



The Management is expected to conduct itself in a manner befitting Nelcast Limited image. Lack of concern in this regard can cause unpleasantness and tarnish Nelcast Limited's image.

k. USE OF ENTITLEMENTS

All entitlements permitted under Nelcast Limited policy are expected to be used with a sense of responsibility and not as a matter of right. The higher the entitlements, the higher the responsibility.

l. CONCURRENT EMPLOYMENT

The Management shall not, without the knowledge of the Board, accept part time employment or a position of responsibility with any other organisation, for remuneration or otherwise.

m. ASSIGNMENTS OUTSIDE NELCAST LIMITED

With the prior approval of the Board, the Management may take the position of office bearer of a professional body, give talks at programmes, be a part-time faculty at recognised degree or diploma programmes, and publish a book or a paper. It is expected that the Management does it in its own time and with its own resources. Further, such an association should not result in the Management divulging Nelcast Limited's confidential and proprietary information or neglecting professional duties of Nelcast Limited.

n. EMPLOYMENT OF RELATIVES

The Management shall have to declare if any of its relatives or friends are working with Nelcast Limited. Any newly recruited employee has to disclose in the application blank, name of the relatives working in Nelcast Limited. The Human Resources department would ensure that such person is neither involved in selection or in assessment of related employees nor is s/he is in a position to influence career related decisions in respect of related employees.

o. ENCOURAGING THE REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOR

The Management should endeavor to promote ethical behavior and to encourage employees to report evidence of illegal or unethical behavior to the appropriate Nelcast Limited personnel. The Management should endeavor to ensure that Nelcast Limited would not allow retaliation against any employee who makes a good faith report about a possible violation of Nelcast Limited's Code.

p. GOVERNMENT AGENCIES

The Management shall not offer or give any Nelcast Limited funds or property as donation to any government agencies or their representatives, directly or through intermediaries, in order to obtain any favourable performance of official duties.

q. STRATEGIC PLANNING

The Management shall:

- a. Give benefit of it's experience and expertise to Nelcast Limited and provide assistance in strategic planning and execution of decisions related thereto.**
- b. Supervise the management of the business including setting financial policy and its implementation.**
- c. Make use of every reasonable opportunity to use it's knowledge, skill, and professional competence in process of decision-making and discharge the duties.**

4. CONFLICT OF INTEREST

The Management should avoid scrupulously areas of conflict of interest with Nelcast Limited. Wherever the conflict of interest does arise, the Management commits to make fullest disclosure of all facts and circumstances to the Board of Directors or a committee thereof and maintain highest standard of transparent behavior obtain requisite written approval for the purpose. A conflict of interest, actual or potential, may arise where, directly or indirectly when,

- a) the Management engages in a business, relationship or activity with anyone who is party to a transaction with Nelcast Limited;**
- b) the Management is in a position to derive a personal benefit or a benefit to any of his/her relatives or friends by making or influencing decisions relating to any transaction; and**
- c) an independent judgement of Nelcast Limited's or group's best interest cannot be exercised or may not be perceived as exercised.**

The Management should endeavor to avoid having it's private interests interfere with

- (i) the interests of Nelcast Limited or**
- (ii) it's ability to perform it's duties and responsibilities objectively and effectively.**

The Management should avoid receiving, or permitting members of their immediate family to receive, improper personal benefits from Nelcast Limited, including loans from or guarantees of obligations by Nelcast Limited. The Management should make a full disclosure to the entire Board of any transaction or relationship that such member of the Management reasonably expects could give rise to an actual conflict of interest with Nelcast Limited and seek the Board's authorization to pursue such transactions or relationships.

The main areas of such actual or potential conflicts of interest would include the following:

- (i) Financial interest of the Management or his/her relatives or friends including the holding of an investment in the subscribed share capital of any Nelcast Limited or a share in any firm which is an actual or potential competitor, supplier, customer, distributor, joint venture or other alliance partner of Nelcast Limited. (The ownership of upto 1% of the subscribed share capital of a publicly held Nelcast**

Limited shall not ordinarily constitute a financial interest for this purpose)

(ii) The Management conducting business on behalf of Nelcast Limited or being in a position to influence a decision with regard to Nelcast Limited's business with a supplier or customer of which its relative or a friend is a principal, officer or representative, resulting in a benefit to its relative.

(iii) Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of the Management where such an individual is in a position to influence the decision with regard to such benefits.

(iv) Acceptance of gifts, donations, hospitality and/or entertainment beyond the customary level from existing or potential suppliers, customers or other third parties which have business dealings with Nelcast Limited.

Notwithstanding that such or other instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested Management should be made.

5. FAIR DEALING

The Management shall deal fairly with its customers, suppliers, competitors and business associates and employees. The Management shall not take unfair advantage from any customers / suppliers etc. through manipulation, concealment, undue influence, abuse of proprietary / trade secret information and misrepresentation of facts and any other. The Management should avoid:

- a) appropriating corporate business opportunities for themselves that are discovered through the use of Nelcast Limited property or information or their position;
- b) using Nelcast Limited property or information, or their position, for personal gain; and
- c) competing with Nelcast Limited.

A corporate business opportunity is an opportunity which:

- (1) is in Nelcast Limited's line of business or proposed expansion or diversification,
- (2) Nelcast Limited is financially able to undertake and
- (3) may be of interest to Nelcast Limited.

The Management personnel who learns of such a corporate business opportunity and who wishes to avail of it should disclose such opportunity to Nelcast Limited's Board. If the Board determines that Nelcast Limited does not have an actual or expected interest in such opportunity, then, and only then, may the Management avail of it, provided that the Management has not wrongfully utilized Nelcast Limited's resources in order to acquire such opportunity.

6. CONFIDENTIALITY

The Management shall maintain total and complete confidentiality as regards information of the Nelcast Limited / customers / suppliers / business associates of the Nelcast Limited. The Management however can disclose the information if prior permission from the Nelcast Limited is obtained or is legally

mandated. All the information which is not in the public domain and which can be useful to competitors and / or harmful to Nelcast Limited or its associates will be treated as confidential information.

Sensitive and strategic information, to which the Management has or gets an access, must be shared with discretion and under proper authorisation so that it is not used against the interests of the organisation. Also, such information must not be used for one's personal advantage.

Nelcast Limited's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of any of the Management or anyone other than Nelcast Limited. It is also expected that the Management will not carry any confidential data outside the premises in soft or hard copies unless it is absolutely necessary for conduct of the business. If carried, they would take due care to protect it from any unauthorised use. The Management shall also avoid discussion on confidential matters in public and open places such as elevators, airport, etc.

Even after leaving, the Management is not expected to join companies where it can use certain specific information gathered about Nelcast Limited's products, processes and technology, to a direct disadvantage of Nelcast Limited's business.

7. INSIDER TRADING

The Management should observe all applicable laws and regulations including Nelcast Limited policies and Codes as applicable to them with respect to the purchase and sale of Nelcast Limited's securities.

8. LEGAL COMPLIANCE

The Management shall comply with all the applicable laws, rules, regulations and enactments. The Management shall conduct and perform their duties and responsibilities in accordance with the provisions of the listing agreement of stock exchanges where the securities of Nelcast Limited are listed.

9. INTERPRETATION OF CODE

Any question or interpretation issue under this Code of Conduct shall be handled by Board of Directors or a committee thereof. The Board of Directors or a committee thereof has the authority to waive compliance of this Code of Conduct with reference to any particular Management personal.

10. CONSEQUENCES OF VIOLATION OF CODE OF CONDUCT

The Management shall report any violation or alleged violation of laws, rules, regulations, enactments etc. to Board of Directors or a committee thereof. The Management shall be committed to provide all the known particulars relating to the violation. The Management charged with a violation of this Code should not participate in a vote of a Committee or the Board concerning the alleged violation, but may be present at a meeting convened for that purpose. Violation of this Code of Conduct will result in disciplinary action including termination of service of the employee. The Board of Directors or a committee thereof shall determine appropriate action in response to violation of the Code of Conduct. Any waiver of this Code must be approved by the Board and shall be publicly disclosed if required by any applicable law or regulation.

11. TRADING WINDOW

The "Trading Window" for the purpose of this Code shall mean the period during which Dealing in Securities is permitted.

The company shall specify a trading period, to be called "Trading Window" for trading in the company's securities. The trading window shall be closed during the time the information referred below is unpublished.

All Directors/officers/designated Employees shall engage in Dealing in Securities only when the Trading Window is open. When the trading window is closed, the employees/directors shall not trade in the Company's securities in such period

The trading window shall be, inter alia closed at the time of

- (a) declaration of financial results (quarterly, half-yearly and annually)**
- (b) declaration of dividends (interim and final),**
- (c) issue of Securities by way of public/rights/bonus etc.,**
- (d) any major expansion plans or execution of new projects,**
- (e) amalgamation, mergers, takeovers and buy-back,**
- (f) disposal of whole or substantially whole of the undertaking,**
- (g) any significant changes in policies, plans or operations of the Company.**

The time for commencement of closing of trading window shall be decided by the Company. The Trading Window shall be opened 48 hours after the information relating to items specified above is made public.

All directors / officers / designated employees of the company shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the company's securities during the periods when trading window is closed or during any other period as may be specified by the Company from time to time.