

SARTHAK METALS LIMITED

CODE OF CONDUCT FOR DIRECTORS

AND

SENIOR MANAGEMENT

(EFFECTIVE DATE OF THE POLICY: 01ST JUNE, 2026)

Version Control

Version	Approval Date	Approved by
1	22 nd May, 2026	Board of Directors



An ISO 9001 : 2008 Certified Co.

CIN-L51102CT1995PLC009772

S. No.	Particulars	Page No.
I.	Scope	4
II.	Legal Framework	4
III.	Applicability	4
IV.	Guidelines for conduct	5
V.	Conflict of Interest	6
VI.	Honesty, Integrity, Fairness and Accountability	7
VII.	Disclosure of Interest	7
VIII.	Confidentiality	7
IX.	Company Property	8
X.	Corporate Business Opportunities	8
XI.	Declaration for Compliance with the Code	8
XII.	Insider Trading and Fraudulent and Unfair Practices in the Securities Market	8
XIII.	Financial Reporting and Disclosures	9
XIV.	Code for Independent Directors	9
XV.	Amendments	9



I. Scope

Sarthak Metal's philosophy on Corporate Governance is built on a rich legacy of fair, transparent, and effective governance. This includes respect for human values, individual dignity, and adherence to honest, ethical, and professional conduct. This enables customers and all stakeholders to be partners in the Company's growth and prosperity.

The Company intends to formulate this code of conduct for the members of the board of directors of the Company and senior management personnel pursuant to Section 149 of the Companies Act, 2013 read with Schedule IV and Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Accordingly, the Board of Directors of the company has adopted the Code of Conduct which sets out as follows:

- i. Guidance on ethical standards of conduct on various matters including conflict of interest, acceptance of positions of responsibilities, treatment of business opportunities, etc.;
- ii. Responsibility to comply with Insider trading regulations and applicable laws and regulations; and
- iii. Procedure for annual affirmations to the Code of Conduct by Directors and the Senior Management.

II. Legal Framework

This Code is formulated in line with the requirement of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule IV of Companies Act, 2013 on Code for Independent Directors.

III. Applicability

This Code applies to the Board of Directors and Senior Management personnel of the company.

[Senior Management personnel: shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.]

This code has to be complied with both, in letter and spirit, by Specified Persons. Any violation /suspected violation of the code has to be promptly communicated to the compliance officer of the Company which would be taken up in the meetings of the Audit Committee /Board of Directors.

IV. Guidelines for Conduct

1. The Code expects all the members of the Board of Directors and Senior Management personnel of the Company to act in accordance with the highest standards of personal and professional integrity, honesty, and ethical conduct. They should act with competence and diligence, without allowing their independent judgment to be subordinated.
2. Every member of the Board of Directors and Senior Management personnel of the Company has an obligation, at all times, to comply with the spirit, as well as the letter, of the Applicable Laws and the principles of this Code and other policies as approved by the Board and management of Sarthak Metals Limited.
3. Every member of the Board of Directors of the Company should –
 - a. Act in accordance with the Memorandum and Articles of Association of the Company.
 - b. Act in good faith in order to promote the objects of the Company for the benefit of its members as a whole and in the best interests of the Company, its employees, the shareholders, the community, and for the protection of the environment.
 - c. Exercise his / her duties with due and reasonable care, skill, and diligence and shall exercise independent judgment.

- d. Not involved in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
 - e. Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the Company.
 - f. Not assign his / her office and any assignment so made shall be void.
 - g. Dedicate sufficient time, energy, and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and decision making by reviewing in advance any materials distributed and making reasonable inquiries.
 - h. Where a decision is not unanimous, a dissenting Director may disclose the fact that he/she dissented.
4. Every member of the Board of Directors of the Company and Senior Management personnel of the Company should-
- a. Seek to comply with all Corporate Policies.
 - b. Conduct themselves in a professional, courteous, and respectful manner.
 - c. Act in a manner to enhance and maintain the reputation of the Company.
 - d. Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service except when authorized or legally required to disclose such information.
 - e. Do Not use confidential information acquired in the course of their service for their personal advantage.

V. Conflict of Interest

The Board of Directors and Senior Management personnel shall not engage in any activity, business, or relationship, which may be in conflict with the interest of the Company or prejudicial to the Company's interest. They should avoid transacting company business with their relative or with a firm/ company in which either they themselves or their relative are interested or plays any significant role and in case such related party transaction is unavoidable, it must be made only after proper and fullest disclosure to the Board and audit committee of the Board of Directors. The Board of

Directors and Senior Management personnel shall also not accept gifts from persons or firms who deal with the Company or are seeking to deal with the Company, where the gift is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest.

VI. Honesty, Integrity, Fairness and Accountability

The Directors and Senior Management personnel are entrusted with the responsibility to oversee and formulate the policies for the management and affairs of the Company. Therefore, in the interest of good corporate governance, they shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity, and fairness. All of them must act in good faith with honesty and accountability and with due care, competence, and diligence. The Directors and Senior Management personnel shall encourage employees of the Company to report violations of laws, rules, regulations, or this Code to the appropriate personnel.

VII. Disclosure of Interest

The Directors shall promptly disclose at the time of their appointment and subsequently whenever there is a change, their interest in other companies and body corporates in compliance with applicable laws. The Directors and Senior Management personnel shall also promptly disclose their relationships with other individuals, firms, or body corporate wherever such relationship may affect their independence of judgment while performing their duties and responsibilities towards the Company.

VIII. Confidentiality

Directors and Senior Management personnel should maintain the confidentiality of information entrusted to them by the Company. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of the Director/ Senior Management personnel or anyone other than the Company. Confidential information includes any information relating to the Company's business, customers, suppliers, employees, etc., which is not available in the public domain and to which the Director/ Senior Management personnel has access or they possess such information because of their position in the Company.

IX. Company Property

Directors and Senior Management personnel have a fiduciary relationship with the Company and they should act like a trustee for the Company's property/ assets as well as the property/ assets of other organizations that have been entrusted to the Company. They are responsible for its safe custody and accountable for its use. The Directors and Senior Management personnel shall not use these assets/ property except as specifically authorised and that too only for the purpose of Company business.

X. Corporate Business Opportunities

Corporate Business Opportunities here means those opportunities which are made available to the Company and which are known to the Directors/ Senior Management personnel due to the position held by them in the Company. The Directors/ Senior Management personnel shall not utilise such opportunities for their personal benefit. However, once an opportunity is fully and properly disclosed to the Board and after consideration rejected by them, then it ceases to be a Corporate Business Opportunity.

XI. Declaration for Compliance with the Code

The members of the Board and Senior Management personnel shall affirm compliance with the Code on an annual basis and shall sign a confirmation to that effect as per the format set out in Annexure I. The annual report of the Company shall carry a declaration signed by the CEO/ Managing Director of the Company stating that the members of the Board and Senior Management personnel have affirmed compliance with the Code.

XII. Insider Trading and Fraudulent and Unfair Practices in the Securities Market

A Director or the Senior management personnel and their Relatives shall not derive any benefit or assist others to derive any benefit from the access to and possession of any information about the Company, which is not in the public domain and thus constitutes insider information. They shall also ensure compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and the Code to regulate, monitor, and report trading by designated persons and immediate relatives as also other regulations as may become applicable to them from time to time in addition to the Company's Code for Prevention of Insider

Trading. The Company also prohibits its Directors and Senior management personnel from undertaking any fraudulent or unfair trade practice in connection with the securities of the Company.

XIII. Financial Reporting and Disclosures

The Company is committed to ensuring that its financial statements and reporting:

- a. Does not contain any untrue statement;
- b. Does not omit any material fact or has contents that might be misleading; and
- c. Strives to present a true and fair view of the Company's affairs in compliance with the prevailing Accounting Standards and applicable laws and regulations.

The Directors and Senior management personnel shall ensure that all transactions are properly authorised, recorded, and reported as required and there shall be no wilful omission of any Company transactions from the books and financial records and all required information shall be provided to the Auditors.

XIV. Code for Independent Directors

The Independent Directors, in addition to compliance with this Code, shall also comply with and adhere to the Code for Independent Directors framed in accordance with the Schedule IV of the Companies Act, 2013 and forming part of this Code and enclosed as “Annexure - II”.

XV. Amendments

This Code of Conduct is framed pursuant to the provisions of the Securities and Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, and in compliance with provisions of the Companies Act, 2013. In case of any subsequent changes in the provisions of the Companies Act, 2013 or any Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 that make any of the provisions in the Code inconsistent with the Act or regulations, would prevail over the Code and the provisions in the Code would be modified in due course to make it consistent with the law. This Code will be reviewed periodically by the Board and amended as appropriate.