



Simplex Castings Ltd.

Corporate Office : 32,Shivnath Complex G.E. Road, Supela, Bhilai - 490023 (C.G) India

Phone : +91-788-2290483 /84 /85

Fax : +91-788-2285664

E-Mail : selho@simplexcastings.com

Website : www.simplexcastings.com

CIN : L27320MH1980PLC067459



Code of Conduct for Directors & Senior Management of the SIMPLEX CASTINGS LIMITED

I. PURPOSE:

The purpose of this Code is to serve as a guide to the Directors and Senior Management Personnel of SIMPLEX CASTINGS LIMITED on the principles of integrity, transparency, business ethics and to set up standards for compliance of Corporate Governance. This Code of Conduct has been adopted to meet with the requirements of revised Clause No. 49 of the Listing Agreement with Bombay Stock Exchange .

The rules and principles set forth in this Code are general in nature and the compliance with the Code shall be ensured read with other applicable policies and procedures of the Company.

This model code of conduct may be reviewed by the Board from time to time to keep in pace with the regulatory environment and any amendments to this Code, shall be approved by the Board of Directors.

II. APPLICABILITY :

The Code shall come into force with effect from date of adoption of this code of conduct in the meeting of the board of the directors and shall be applicable to the following (hereinafter referred to as "Covered Parties") :

- (1) All Whole-time Directors.
- (2) Non- Executive Directors unless specifically exempted from the Code or some of the provisions of the Code.
- (3) All Senior Management Personnel of the Company who are member of its Core Management Team excluding Board of Directors and would comprise all Key Managerial Personnel , Chief Operating Officer,Chief Executive Officer, Chief Financial Officer, Presidents, Vice-Presidents , Senior General Manager, General Managers, Head of Department and Unit Heads of the Company.

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

III. GUIDELINES:

The Directors and Senior Management Personnel must act in good faith and in such manner as they reasonably believe to be in the best interests of the Company. The Directors and Senior Management Personnel are also expected to:

- a) comply with all applicable laws, regulations, confidentiality obligations and other corporate policies, of the Company.
- b) follow all policies, procedures and internal control systems of the Company.
- c) act honestly, in good faith and in the best interests of the Company.

IV. HONESTY & INTEGRITY:

All the Directors and Senior Management Personnel of the Company shall conduct their activities on behalf of the Company and on their own behalf, with honesty, integrity and fairness. The Directors and

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Bhilai (Plant)	: 5, INDUSTRIAL ESTATE, BHILAI - 490026 (C.G.) INDIA	0788-4015273	0788-4034188	sclbhilai@simplexcastings.com
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Rajnandgaon (Plant)	: 223/2,224 INDUSTRIAL ESTATE, TEDESARA, RAJNANDGAON - 491441(C.G.) INDIA	9203901697	0788-2285664	scltedesara@simplexcastings.com



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Senior Management Personnel of the Company will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgment to be subordinated. The Directors and Senior Management Personnel of the Company will act in the best interests of the Company and fulfill the fiduciary obligations.

V. CONFLICT OF INTEREST:

The Directors and Senior Management Personnel of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/her to act in any manner other than in the best interests of the Company. Every Director and Senior Management Personnel should make a full disclosure to the Board of any transaction that they reasonably expect, could give rise to an actual conflict of interest with the Company and seek the Board's authorization to pursue such transactions.

VI. COMPANY PROPERTY:

Every Director and Senior Management Personnel should endeavor to ensure that they use the Company's assets, proprietary information and resources only for the legitimate business purposes of the Company and not for their personal gains.

VII. CONFIDENTIAL INFORMATION:

The Directors and Senior Management Personnel should maintain confidentiality of information entrusted to them in carrying out their duties and responsibilities. The matters discussed at the Board/Committee Meetings must not be disclosed outside appropriate and reasonable circles. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of any Director. These obligations apply not only during a Director's term, but thereafter as well unless the said information becomes public.

VIII. FAIR DEALING:

The Directors and Senior Management Personnel should endeavor to deal fairly and not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

IX. COMPLIANCE WITH LAWS AND REGULATIONS:

The Directors and Senior Management Personnel should comply with all the applicable laws, rules and regulations for the time being in force. In addition, if any Director becomes aware of any information that he believes constitutes evidence of a material violation of any securities or other laws, rules or regulations applicable to the Company or the operation of its business, by the Company, any employee or another Director, then such Director should bring such information to the attention of the Chairman of the Audit Committee.

X. INSIDER TRADING:

None of the Directors or the Senior Management Personnel shall derive any benefit nor assist others to deriving benefit by giving investment advice from access to and possession of information about the Company, which is not in public domain and constitutes insider information. All Directors and Senior Management Personnel will comply with the Company's Code for Prevention of Insider Trading which is separately attached.

XI. SHAREHOLDERS

The Company shall be committed to enhance shareholder value and comply with all regulations and laws that govern shareholders' rights. The board of directors of the Company shall duly and fairly inform its shareholders about all relevant aspects of the company's business and disclose such information in

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accordance with the respective regulations and agreements.

XII. FINANCIAL RECORDS:

The Company shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations.

Internal accounting and audit procedures shall fairly and accurately reflect all of the company's business transactions and disposition of assets. All required information shall be accessible to company auditors and government agencies.

XIII. CONCURRENT EMPLOYMENT:

The Executives of the Company shall not, without the prior approval of the Chairman of the company, accept employment or a position of responsibility (such as consultant or a director) with a competitor company, nor provide "freelance" services to anyone. In the case of a Director or the Managing Director, such prior approval must be obtained from the Board of Directors of the company.

XIV. OCCUPATIONAL HEALTH AND SAFETY :

Covered Parties must abide by the Company's standards in safety matters, do their part to maintain a healthy and safe work environment and take necessary steps to ensure their own safety and the safety of others.

XV OTHER DIRECTORSHIPS :

The Directors should disclose their engagements, either as Director or in any other capacity to the Company in accordance with the provisions of the Companies Act, 2013.

XVI. DUTIES OF INDEPENDENT DIRECTORS

Independent Directors shall abide by the following duties as laid down in the Companies Act, 2013 which shall form an integral part of the Code of Conduct:

- (1) To undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- (2) To 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) To strive to attend all meetings of the Board of Directors and Board committees of which he/she is a member;
- (4) To participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) To 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;

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(7) To 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) To 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) To 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) To report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;

(12) To assist in protecting the legitimate interests of the company, shareholders and its employees, by acting within his/her authority;

(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.

XVII ANNUAL COMPLIANCE REPORTING

The Directors and Senior Management Personnel shall affirm compliance with this code on an Annual basis as at the end of the each financial year of the Company as per **Annexure -I** within 15 Days of the Close of every financial year.

XVIII ACKNOWLEDGEMENT OF RECEIPT OF THE CODE

Every Director and Senior Management Personnel both present and future shall acknowledge receipt of the code or any modification thereto, in the acknowledgement form annexed to this code as **Annexure-II** and forward the same to the Compliance Officer.

XIX NON-COMPLIANCE:

Suspected violations of this Code may also be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations shall be appropriately investigated and initiating appropriate action, as deemed necessary. Any waiver must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.

XX PLACEMENT OF THE CODE ON WEBSITE :

This Code and any amendment thereto shall be hosted on the website of the Company.

XXI ENFORCEMENT OF CODE OF CONDUCT :

Each Board Member shall be accountable for complying with this Code.

Approved by the Board of Directors in their meeting held on 9th August 2014 and amendments on 11th February 2016.

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Annexure-I

CODE OF CONDUCT
for
DIRECTORS AND SENIOR MANAGEMENT
of
SIMPLEX CASTINGS LIMITED

ANNUAL COMPLIANCE REPORT*

I, _____, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of Code of Conduct for Directors and Senior Management of Simplex Castings Limited during the financial year ended 31st March, _____.

Signature : _____

Name : _____

Designation : _____

Address : _____

Date : _____

Place : _____

*To be submitted by 15th April each year

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ANNEXURE -II

CODE OF CONDUCT
FOR
DIRECTORS AND SENIOR MANAGEMENT
OF
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ACKNOWLEDGEMENT FORM

I have received and read the Company's Code of Conduct for Directors and Senior Management of Simplex Castings Limited. I have understood the provisions and standards contained in the Code of Conduct and agree to comply with the same.

Signature : _____

Name : _____

Designation : _____

Address : _____

Dated : _____

Place : _____

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