

**CODE OF CONDUCT
FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT OF
UNISON METALS LIMITED**

Applicability of the Code

This code of conduct ensures compliance with Clause 49 of listing agreement entered into with the Stock Exchange and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This Code of conduct shall apply to all members of Board of Directors and all employees who are functional heads (hereinafter referred to as 'Senior Management' of the Company).

The Directors and Senior Management should:

1. Use reasonable efforts to attend Board and Committee meetings / office work regularly.
2. Dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his / her duties, including preparing for meetings and decision making.
3. Seek to comply with all Corporate Policies.
4. Act in the best interest of, and fulfill their fiduciary obligations / responsibilities to, Company's shareholders, stakeholders, customers etc.
5. Comply with all applicable laws, rules, regulations and guidelines.
6. Avoid any situation in which there is an actual or apparent conflict of interest that could interfere with the Director's or member of senior management's judgment in taking decisions in the Company's best interests.
7. A Director who has a material personal interest in any matter should notify the Board of his / their interest and must not vote on the matter. Any member of Senior management who has a material personal interest in any contracts, arrangements or transactions should inform the Company Secretary.
8. Make available to and share with fellow Directors and members of senior management information as may be appropriate to ensure proper conduct and sound operation of the Company and its Board of Directors.
9. Ensure the security of all confidential information, such as, technologies, processes, patents, know how, designs, drawings, marketing and financial strategies etc. available to them in the course of discharge of their services and not use such information for their personal advantage.

10. Ensure that they use the Company's assets, properties and services for official purposes only or as per the terms of their appointment.

11. Not receive directly or indirectly any benefits / favours from the Company's business associates / constituents which is intended or can be perceived as being given to gain favour for dealing with the Company.

12. Have a legal and a moral responsibility for the safety and the protection of the environment.

13. Encourage and support the professional development of the employees of the Company and provide them all necessary assistance and cooperation.

• **DUTIES OF INDEPENDENT DIRECTORS**

As per section 149(8) of the Companies Act ,2013 read with the guidelines broadly set out in a code described in Schedule IV of the Companies Act, 2013 & other applicable provisions of the listing agreement entered into with Stock Exchange, the code lays down certain critical roles, functions and duties of Independent Directors as under ;

The independent Director Should;

- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company
- 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;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the company
- 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;
- keep themselves well informed about the company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

- 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;
- 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;
- report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 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.