

SAI INDUSTRIES LIMITED
CODE OF CONDUCT
FOR DIRECTORS & SENIOR MANAGEMENT

The Board of Directors has adopted the following Code of Conduct and the Directors and senior management personnel are expected to adhere to the standards of loyalty, good faith, and the avoidance of conflict of interest that follow.

CODE OF CONDUCT

- act in the best interests of, and fulfill their fiduciary obligations to the Company and its stakeholders;
- conduct themselves in a professional, courteous and respectful manner and not take improper advantage of the position of their position
- will act fairly with all stakeholders comply with all applicable laws, rules and regulations;
- act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- not use Company's property, or position for personal gain;
- disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter in which the Director has or may have a conflict of interest;
- respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors, senior management personnel except when authorized or legally required to disclose such information;
- not use confidential information acquired in the course of their service as Directors, senior management personnel for their personal advantage or in their role as Directors or any other role in any other Company .
- help create and maintain a culture of high ethical standards and commitment to compliance;
- 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.

THE INDEPENDENT DIRECTOR SHALL

- 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(s) 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;
- act within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;

CONFLICTS OF INTEREST Director or Senior Management personnel shall avoid and disclose actual and apparent conflicts of interest. A conflict of interest exists where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company. Examples include:

1. **Employment/Outside employment:** With regard to the employment with the Company, Senior Management personnel are expected to devote their full attention to the business interests of the Company. Senior Management personnel are prohibited from engaging in any activity that interferes with their employment with the Company. Our policies prohibit senior Management personnel from accepting simultaneous employment with suppliers, customers, developers or competitors of the Company, or from taking part in any activity that enhances or supports a competitor's position. Additionally, Senior Management personnel must disclose to the Company's Audit Committee, any interest that they have that may conflict with the business of the Company.
2. **Business Interests:** If an Senior Management personnel is considering investing in any customer, supplier, developer or competitor of the Company, he or she must first take care to ensure that these investments do not compromise on their responsibilities to the Company. Our policy requires that Officers first obtain approval from the Company's Audit Committee before making such an investment. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investments, the ability to influence the Company's decisions, his or her access to confidential information of the Company or of the other company, and nature of the relationship between the Company

and the other company. At the time of application for approval, full facts of the proposed investment shall be placed before the Committee.

3. **Related parties:** As a general rule, Senior Management personnel should avoid conducting Company's business with a relative, or have business in which a relative is associated in any significant role.
4. **Corporate opportunities:** Senior Management personnel may not exploit for their own personal gain, opportunities that are discovered through the use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board declines to pursue such opportunity.
5. **Other Situations:** It would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts, please contact the Compliance Officer.

COMPLIANCE WITH GOVERNMENTAL LAWS, RULES AND REGULATIONS

Senior Management personnel must comply with all applicable governmental laws, rules and regulations, Officers must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers, and to know when to seek advice from the Compliance Officer. Violations of applicable governmental laws, rules and regulations will lead to penal action as specified in the respective statutes. In any doubt about the compliance with laws rules/regulations /guidelines contact appropriate department of the Company.

VIOLATIONS OF THE CODE:

The Company will take appropriate action against any Director or Senior Management Personnel whose actions are found to violate the Code or any other policy of the Company. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

For the purpose of this Code "senior management personnel" shall mean Key Managerial Personnel, Executive Committee Members and whole time directors of Subsidiary Companies.

A Director who has concerns regarding compliance with this Code should raise those concerns with the Chairman of the Board and the Chairman of the Audit Committee, who will determine what action, shall be taken to deal with the concern. In the extremely unlikely event that a waiver of this Code for a Director would be in the best interest of the Company, it must be approved by the Audit Committee and the Board of Directors.

The Directors and senior management personnel will annually sign a confirmation that they have read, have complied with and will continue to comply with this Code.

ANNEXURE 1

FORMAT FOR ANNUAL CONFIRMATION OF COMPLIANCE WITH THE CODE

I, _____ (Name), hereby confirm that I have read the Code of Conduct applicable to Directors & Senior Management of the Company and that I have complied with the requirements of this Code during the period _____ to _____.

(Signature)

Name:

Designation:

Date: