

**SACHETA METALS LIMITED**  
**CIN NO:L27100GJ1990PLC013784**

**VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Regulation 4(2)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides for a mandatory requirement for all listed companies to establish a mechanism called "Whistle Blower Policy" for employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the company's code of conduct.

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"), which lays down the principles and standards that govern the actions of the Directors and Senior Management Personnel.

Whistle Blowing Policy is a device to help alert and responsible individuals to bring to the attention of the management, promptly and directly, any unethical behavior, suspected fraud or abrasion or irregularity in the Company practices which is not in line with SACHETA METALS LIMITED's ("The SML") Code of Conduct, Business Principles / Policies or the law of the land, without any fear or threat of being victimized. The spirit of the Policy is to foster a sense of collective responsibility in safeguarding the business interests. The Policy provides an avenue to report matters directly to the Management. The policy also provides for reporting in confidence. Through this Policy, a vigil mechanism is established for every employee to report genuine concerns.

**POLICY**

In compliance of the above requirements, SML being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

**"Protected Disclosure"** means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

**"Vigilance Officer/Vigilance Committee or Committee"** is a person or Committee of persons, nominated/appointed to receive protected disclosures from whistle blowers, maintaining

records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

“Subject” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

#### **ELIGIBILITY**

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

#### **SCOPE OF THE POLICY:**

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

1. Breach of the Company's Code of Conduct.
2. Breach of Business Integrity and Ethics.
3. Breach of terms and conditions of employment and rules thereof.
4. Intentional Financial irregularities, including fraud, or suspected fraud.
5. Deliberate violation of laws/regulations.
6. Gross or Wilful Negligence causing substantial and specific danger to health, safety and environment.
7. Manipulation of company data/records, Pilferation of confidential/propriety information.
8. Gross Wastage/misappropriation of Company funds/assets.

#### **PROCEDURE (HOW THE COMPLAINT WILL BE DEALT WITH):**

The concerns raised may:

- form the subject of an independent inquiry;
- be investigated internally;
- be referred to the external Auditor; or
- be referred to the police; if required.

Upon receipt of a concern, an initial enquiry will be made to decide whether an investigation is appropriate and, if so, what form it should take. Some concerns may also be resolved by an agreed action without the need for investigation.

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name/

address on the envelope nor enter into any further correspondence with the Vigilance Officer. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

The concerns raised under Whistle Blowing shall be reported to the Audit Committee of the Company. The concerns raised under Whistle Blowing shall be reported to the Audit Committee of the Company.

### **COMMUNICATION**

Directors and Employees shall be informed of the Policy by publishing on the website of the Company.

### **RAISING A CONCERN:**

The whistle blowing mechanism should be used for potentially serious or sensitive issues. Operational concerns shall be raised with immediate line manager or head of respective operational department.

The concern/suspected violation can be addressed to any of the following person:

- Respective HOD.  
Or
- Company Secretary & Compliance Officer.  
or
- CFO.

By sending an E-Mail to [sacheta@sacheta.com](mailto:sacheta@sacheta.com) or

By sending a letter addressed to Company Secretary at:  
Block No. 33 Sacheta Udyog Nagar, Vill: Mahiyal,  
Tal: Talod, Dist: Sabarkantha, Gujarat 383215

### **DISCLAIMER**

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

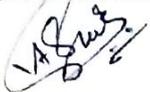
Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

## **MODIFICATION/AMENDMENT**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described as above.

SACHETA METALS LTD

A handwritten signature in black ink, appearing to be 'Sacheta', written over a circular stamp or mark.

DIRECTOR

## SACHETA METALS LIMITED

CIN NO:L27100GJ1990PLC013784

### TERM AND CONDITIONS FOR APPOINTMENT OF INDEPENDENT DIRECTORS

#### THE COMPANY'S PHILOSOPHY:-

The Company endeavors to conduct its business in a manner, which is ethical and transparent with all stakeholders in the Company. The Company's philosophy is concerned with ethics, values and morals of the Company and its Directors, who are expected to act in the best interest of the Company and remain accountable to shareholders and other stakeholders for their action. Implementation of best Corporate Governance practices by Independent Directors enhances the Company's governance and management efficiency, improves its image and contributes to the overall growth.

As per schedule IV of Companies Act, 2013 companies are required to disclose on its website terms and conditions of appointment of Independent Director on the Broad.

In the light of the above regulatory provisions the terms and conditions covering the appointment of Independent Directors are set out as under:-

#### APPOINTMENT:-

Appointment is subject to section 149(6) & (7), 152, 160 of the Companies Act, 2013 read with Schedule IV of the Act. The appointment on the Board as Independent Director is for a period of five consecutive years, subject to approval of shareholders. Independent Directors will not be liable to retire by rotation. Appointment is subject to the Articles of Association and regulatory provisions of the law in force. The Independent Directors shall serve on one or more Committees of the Board as may be decided by the Board from time to time.

#### ROLE, DUTIES AND RESPONSIBILITIES:-

The duties and liabilities that come with the appointment as Independent Director would be as per the applicable laws, the Articles of Association of the Company and the Code of Conduct.

As members of the Board, the Independent Directors along with the other Directors will collectively be responsible for meeting the objectives of the Board which include:

- requirements under the Companies Act, 2013 (the Act) and the Rules thereunder;
- responsibilities of the Board as outlined in SEBI (LODR) REGULATION, 2015;
- accountability under the Directors' Responsibility Statement;
- overseeing the maintenance of high standards of the Company's values and ethical conduct of business;

- overseeing the Company's contribution towards sustainability and CSR;
- exercise his responsibilities in bona fide manner in the interest of the Company;
- not engage in any activity that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company;

#### **INDEPENDENCE AND INTERESTS:-**

At the first meeting of the Board in which he participate as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as a Independent Director, give declaration that he meets the criteria as provided in Section 149(6) of the Act.

To give the disclosure of interest under section 184(1) of the Act, as for avoiding the aforesaid events of disqualification. Every Independent Director shall also notify his appointment or relinquishment of office as a director in other companies within a period of 30 days of such event taking place.

#### **CONFIDENTIALITY:-**

All information acquired by the Independent Directors during their term(s) of serving as a Independent Director, which is confidential about the Company they should not communicate, release, or disclose either during the appointment or thereafter, to third parties without the prior clearance of the Board of the Company.

The Independent Directors shall receive, hold and retain Company's information under secured conditions and to take appropriate steps to maintain strict confidentiality thereof.

This restriction shall cease to apply to any confidential information which may become available to the public generally.

#### **PRICE SENSITIVE INFORMATION AND DEALING IN THE COMPANY'S SECURITIES:-**

During the period of appointment, the Independent Directors is required to comply with obligations under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the 'Code for Prevention of Insider Trading in the Securities' as amended from time to time.

#### **PERFORMANCE EVALUATION PROCESS:-**

Performance of the Independent Directors on the Board of the Company and at Committee will be evaluated annually as prescribed under Companies Act, 2013. On the basis of such evaluation results extension of term of the Independent Directors will be decided accordingly. The criteria for evaluation will be determined by the Nomination and Remuneration Committee

of the Board. The criteria and manner of evaluation will be disclosed in the Company's Board/Annual Report as required under Companies Act, 2013.

**MAXIMUM TENURE OF INDEPENDENT DIRECTORS:-**

An Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and shall be eligible for reappointment for another term of upto five consecutive years on passing of a special resolution by the Company.

Independent director, who completes his term as aforesaid, shall be eligible for appointment as Independent Director in the Company only after expiry of three years of him ceasing to be an Independent Director in the Company.

**RE-APPOINTMENT:-**

The re-appointment of Independent Director shall be on the basis of report of performance evaluation.

**LIMIT ON NUMBER OF DIRECTORSHIPS:-**

A person shall not serve as an Independent Director in more than seven listed companies. Further, any person who is serving as a Whole time Director in any listed Company shall serve as an Independent Director in not more than three listed Companies.

**RESIGNATION OR REMOVAL:-**

The resignation or removal of an Independent Director shall be in the same manner as is provided in Sections 168 and 169 of the Companies Act, 2013 and the Rules made thereunder.

An Independent Director who resigns or is removed from the Board of the Company shall be replaced by a new Independent Director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.

Where the Company fulfils the requirement of Independent Directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new Independent Director shall not apply.

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**INDUCTION AND DEVELOPMENT:-**

The Company will brief the Independent Directors from time to time on all business related matters, risk assessment and minimization procedures, and proposed new initiatives. They will

**TERM AND CONDITIONS FOR APPOINTMENT OF INDEPENDENT DIRECTORS**

also be regularly updated regarding changes/developments in the domestic and global corporate/industry scenario including statutes, legislation and economic environment.

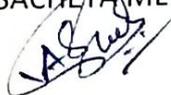
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**AMENDMENT:**

This document is a live document of the Company. The terms in it may be reviewed, amended or modified by the Company's Board of Directors as and when required or deemed necessary.

SACHETA METALS LTD



DIRECTOR.

**SACHETA METALS LIMITED**

**CIN NO:L27100GJ1990PLC013784**

**RISK MANAGEMENT POLICY**

The Board of Directors of Sacheta Metals Limited ('the SML') has adopted the following policy and procedures with regard to risk management as defined below. The Company is in the process of forming a Risk Management Committee. The Board may review and amend this policy from time to time.

**Objectives of the Policy:**

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, including the development of the Risk Matrix, in order to guide decisions on risk related issues.

This policy is framed based on Listing Agreement entered by the Company with the Stock Exchanges and to facilitate setting up a framework for risk assessment and minimization procedures. The purpose of this Policy is to ensure that each of you are aware of the company's standards for risk taking while conducting business and to provide an easy-to-access guide any time you have a question. The Risk Management Group will currently cover Market Risk, Credit Risk, Process Risk and other risks as detailed in these documents. Each risk is covered within this Policy. This Policy will apply across all products, throughout the firm.

The specific objectives of the Risk Management Policy are:

- To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated and managed.
- To establish a framework for the company's risk management process and to ensure company wide implementation.

- To ensure systematic and uniform assessment of risks related with construction projects and operational power stations.
- To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
- To assure business growth with financial stability.

## **Charter of the Risk Management Committee**

Charter of the Risk management Committee shall be as follows:

### **1. Purpose**

The purpose of the risk management committee of the Board of Directors of Sacheta Metals Limited (the "SML") shall be to assist the Board with regard to the identification, evaluation and mitigation of operational, strategic and external environment risks. The Committee has overall responsibility for monitoring and approving the risk policies and associated practices of the Company

### **2. Composition**

The majority of Committee shall consist of members of the Board of Directors. Senior officer/executives of the company. The Chairman of the Committee shall be a member of the Board of Directors.

### **3. Meetings and Quorum**

The quorum necessary for transacting business at a meeting of the Committee shall be two members.

### **4. Authority**

The Committee shall have free access to management and management information. The Committee, at its sole authority, may seek the advice of outside experts or consultants where judged necessary.

### **5. Reference**

- The risk management committee shall annually review and approve the Risk Management Policy and associated frameworks, processes and practices of the Company.

- The risk management committee shall ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- The risk management committee shall evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives, and ongoing activities such as business continuity planning and disaster recovery planning & testing).
- The risk management committee will coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice).
- The risk management committee shall make regular reports/recommendations to the Board.
- The risk management committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

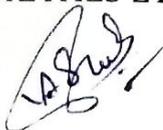
### **Scope and extent of application**

The policy guidelines are devised in the context of the future growth objectives, business profile envisaged and new business endeavor including new products and services that may be necessary to achieve these goals and the emerging global standards and best practices amongst comparable organizations.

This Policy will be communicated to all concerned persons of the Company and shall be placed on the website of the Company.

SACHETA METALS LTD

DIRECTOR



**SACHETA METALS LIMITED**

**CIN NO:L27100GJ1990PLC013784**

**RELATED PARTY TRANSACTIONS POLICY**

**INTRODUCTION:-**

The Board of Directors (the "Board") of Sacheta Metals Limited (the "Company" or the "SML" ), has adopted the following policy and procedures with regard to dealing with Related Party Transactions and Materiality of Related Party Transactions as defined below. The Audit Committee will review this policy from time to time and recommend amendments for the consideration of the Board.

This policy will regulate transactions between the Company and its Related Parties based on the laws and regulations applicable to the Company and also provides for materiality of related party transactions.

SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (the "Regulation") requires a Company to formulate a policy on materiality of related party transactions and dealing with related party transactions. In light of the same, SML has framed this Policy on Related Party Transactions ("Policy") and the said Policy includes the materiality threshold and the manner of dealing with Related Party Transactions ("Policy") in compliance with the requirements of Section 188 of the Companies Act, 2013 and SEBI(Listing Obligations And Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India. Amendments, from time to time, to the Policy, if any, shall be considered by the Board based on the recommendations of the Audit Committee.

The Company is committed to monitoring and managing potential conflicts of interest of management, Board members and shareholders, including misuse of corporate assets and abuse in related party transactions.

**OBJECTIVE:-**

To set out the materiality thresholds for related party transactions and the manner of dealing with the transactions between the Company and its related parties based on the Act, the Regulation and any other laws and regulations as applicable to the Company.

**DEFINITIONS:-**

"Act" means the Companies Act, 2013 including any amendment or modification or statutory re-enactment thereof.

**“Arm’s length transaction”** means a transaction between two Related Parties that is conducted as if they were unrelated, so that there is no conflict of interest.

**Material Related Party Transaction:** “Material Related Party Transaction” will have the same meaning as defined in Act and Regulation.

**Related Party Transaction:**

A related party transaction is a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged. A “transaction” with a related party shall be construed to include single transaction or a group of transactions in a contract. Following transactions are identified for the purpose of compliance with regard to related party:

- Sale, purchase or supply of any goods or materials;
- Selling or otherwise disposing of, or buying, property of any kind;
- Leasing of property of any kind;
- Availing or rendering of any services;
- Appointment of any agent for purchase or sale of goods, materials, services or property;
- Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- Underwriting the subscription of any securities or derivatives thereof of the Company.

**“Related Party”** means an entity that is related to the Company as per (i) Section 2(76) of the Companies Act, 2013; and/or (ii) Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**“Relative”** means relative as defined under the Companies Act, 2013 from time to time. Any other term not defined herein shall have the same meaning as defined in the Act, Listing Regulations, 2015, or any other applicable law or regulation.

**POLICY:-**

All Related Party Transactions must be reported to the Audit Committee for its approval in accordance with this Policy. However, the Audit Committee may in accordance with the provisions of law may grant omnibus approval for any related party transaction as it deems fit. Such delegation by Audit Committee shall comply with the following:

- The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on Related Party Transactions of the company and such approval shall be applicable in respect of transactions which are repetitive in nature.
- The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the company;

- Such omnibus approval shall specify (i) the name/s of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into, (ii) the indicative base price / current contracted price and the formula for variation in the price if any and (iii) such other conditions as the Audit Committee may deem fit;
- Audit Committee shall review, at least on a quarterly basis, the details of RPTs entered into by the company pursuant to each of the omnibus approval given.
- Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

#### **IDENTIFICATION OF RELATED PARTY TRANSACTIONS:-**

All Related Party Transactions must be brought to the notice of the Audit Committee of the Company.

Any employee of the Company who is aware of any transaction that is or may be perceived to be a Related Party Transaction is required to bring the same to the attention of the Audit Committee of the Company through Company Secretary.

All Directors and Key Managerial Personnel (KMPs) are responsible for informing the Company of their interest (including interest of their Relatives) in other companies, firms or concerns at the beginning of every financial year and any change in such interest during the year. In addition, all Directors and KMPs are responsible for providing notice to the Company Secretary of any potential Related Party Transaction involving him/her or his or her relative, including any additional information about the transaction that the Audit Committee may request. The Board shall record the disclosure of interest and the Audit Committee will determine whether the transaction is in the ordinary course of business and on an arm's length basis.

Such notice of any potential Related Party Transaction should be given well in advance so that the Company Secretary has adequate time to obtain and review information about the proposed transaction and to refer it to the Audit Committee.

#### **REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS:-**

Every Related Party Transaction shall be subject to the prior approval of the Audit Committee whether at a meeting or by circular resolution or any other manner as provided by the Act or Rules made thereunder. Any member of the Audit Committee who has a potential interest in any Related Party Transaction will abstain from discussion and voting on the approval of the Related Party Transaction.

To review a Related Party Transaction, the Audit Committee will be provided with all relevant material information of the Related Party Transaction, including the terms of the transaction,

the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters.

In determining whether to approve a Related Party Transaction, the Audit Committee will consider the following factors, amongst others, to the extent relevant to the Related Party Transaction:

- Whether the terms of the Related Party Transaction are fair, in the Ordinary Course of Business and on Arm's Length Basis to the Company;
- Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- Whether the Related Party Transaction would affect the independence of the directors/KMP;
- Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction.
- Whether the Related Party transaction would present conflict of interest for any director or Key Managerial Personnel of the Company, taking into account the size of the transaction, the overall financial position of the director, Executive Officer or other Related Party, the direct or indirect nature of the director's, Key Managerial Personnel's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board/Committee deems relevant.

If the Audit Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case elects to review any such matter or it is mandatory under any law for Board to approve the Related Party Transaction, then the Board shall consider and approve the Related Party Transaction at a meeting and the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

Notwithstanding the foregoing, the Related Party Transactions between the Company and its wholly owned subsidiary, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, shall not require approval of Audit Committee or Shareholders.

#### **RATIFICATION OF THE RELATED PARTY TRANSACTIONS:-**

Where any contract or arrangement, which is considered as a related party transaction exclusively as per Companies Act, 2013, is entered into by a Director or any other employee, without obtaining the consent of Audit Committee or the Board or the shareholders of the Company, such transaction shall be ratified by the Board or, as the case may be, by the

shareholders at a meeting within three months from the date on which such contract or arrangement was entered into.

**RELATED PARTY TRANSACTIONS NOT PREVIOUSLY APPROVED:-**

In the event the Company becomes aware of a Related Party Transaction that has not been approved or ratified under this Policy, the transaction shall be placed as promptly as practicable before the Audit Committee or Board or the Shareholders as may be required in accordance with this Policy for review and ratification.

The Audit Committee or the Board or the Shareholders shall consider all relevant facts and circumstances regarding such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision, or termination of such transaction, and the Company shall take such action as the Audit Committee deems appropriate under the circumstances.

**REPORTING:-**

The Company is committed to disclose the details of all material transactions with related parties quarterly along with the compliance report on corporate governance.

**AMENDMENT:-**

Any subsequent amendment/ modification in the Listing Regulations and/or applicable laws in this regard shall automatically apply to this Policy.

THANKING YOU,  
SACHETA METALS LTD

  
DIRECTOR

**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

This Familiarization Programme for Independent Directors of **SACHETA METALS LIMITED** ("the SML") has been adopted by the Board of Directors pursuant to SEBI(LODR)Regulations,2015.

**OBJECTIVE:**

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company. The Familiarization programme formulated with the objective of making the Independent Directors of the Company accustomed with the following areas :

- Familiarization with the Company;
- Independent directors roles, rights and responsibilities;
- Board dynamics & functions;
- Company's businesses and operation;
- Nature of the Industry in which the Company operates;
- Business Model of the Company;
- Compliance and risk management framework and regulatory updates.

The Programme has been designed considering the specific needs of corporate governance and the expected obligations of Independent Directors in view of the onerous responsibility conferred by the Companies Act 2013 and the SEBI(LODR)Regulations,2015 as amended from time to time.

**PROCESS:**

The programmes/presentations also familiarizes the Independent Directors with their roles, rights and responsibilities.

When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.

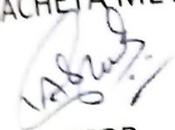
New Independent Directors are provided with copy of latest Annual Report, Code of Conduct for Regulating, Monitoring and Reporting of trading by Insiders & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, Schedule of upcoming Board and Committee meetings.

new Independent Director joining the Board – The Company shall through its Managing Director, Whole time Directors, and other Senior Managerial Personnel familiarize the Independent Director with regard to above areas.

**Disclosure of the Policy:**

This Policy shall be uploaded on the Company's website and a web link for the same shall also be provided in the Annual Report of the Company. The Board shall review this Program and make revisions as may be required.

SACHETA METALS LTD



DIRECTOR

**FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE  
INFORMATION AND CODE OF PRACTICE AND PROCEDURES**

**INTRODUCTION:**

The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulation, 2015 ("Regulations") on January 15, 2015, as amended from time to time and as may be modified by the Board of Directors of the Company from time to time.

Pursuant to Regulation 8 of the Regulations, SACHETA METALS LIMITED is required to formulate a code of practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code") Accordingly the Board of Directors of SACHETA METALS LIMITED has formulated the Fair Disclosure Code.

**UNPUBLISHED PRICE SENSITIVE INFORMATION:**

It means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- financial results;
- dividends;
- change in capital structure (mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions);
- change in key managerial personnel; and
- material events in accordance with the listing agreement

**PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND  
PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE  
INFORMATION:**

- Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- The information shared with analysts and research personnel is not unpublished price sensitive information.
- Developing best practices to make transcripts or records of proceeding of meeting with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosure made.
- Handling of all unpublished price sensitive information on a need-to-know basis.

SACHETA METALS LTD



DIRECTOR

## **SACHETA METALS LIMITED**

**CIN NO:L27100GJ1990PLC013784**

### **CRITERIA FOR MAKING PAYMENT TO NON- EXECUTIVE DIRECTORS**

Levels of remuneration to Directors are determined such that they attract, motivate and retain Directors of quality and ability to run the company successfully. With changes in the Corporate Governance norms, the role of Non-Executive Directors (NED) and the degree and quality of their engagement with the Board and the Company has undergone significant changes over a period of time. This is also accentuated by the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. Further, in order to be consistent with globally accepted governance practices, the Company has ushered in flexibility in respect of payment of remuneration to NEDs. It has linked the remuneration paid to NEDs to their attendance at the meetings of the Board or Committees thereof.

#### **CRITERIA:**

Criteria of making payments to Non-Executive Directors will be decided by the Board it can be on the basis of:

- Contribution during the Meeting.
- Active Participation in strategic decision making.

#### **SITTING FEE:**

Such Director(s) shall receive remuneration by way of Sitting fee for attending meetings of the Board or Committee thereof or any other meeting as required by Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 or other applicable law or for any other purpose whatsoever as may be decided by the Board.

Section 197 of the Companies Act, 2013, allows a Company to pay remuneration to its NEDs either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other Additional Commission, apart from commission referred to above, may be paid to Non-Executive Directors as may be decided by the Board of Directors of the Company from time to time, depending on the extra time and efforts as may be devoted and contribution as may be made by the Non- Executive Directors.

### **CRITERIA FOR MAKING PAYMENT TO NON- EXECUTIVE DIRECTORS**

**REIMBURSEMENT OF ACTUAL EXPENSES INCURRED:**

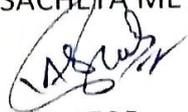
NEDs may also be paid / reimbursed such sums either as fixed allowance and /or actuals for travel, incidental and / or actual out of pocket expenses incurred by such Director / Member for attending Board / Committee Meetings.

The above criteria and policy are subject to review by the Nomination & Remuneration Committee and the Board of Directors of the Company.

**AMENDMENTS:**

The Board shall be responsible for the administration, interpretation, application and review of this policy. The Board shall be empowered to bring about necessary changes to this policy, if required at any stage in compliance with the prevailing laws.

SACHETA METALS LTD



DIRECTOR

## POLICY ON PREVENTION OF SEXUAL HARASSMENT OF EMPLOYEES IN WORKPLACES

### OBJECTIVE:-

SACHETA METALS LIMITED (The "SML") is committed to creating and maintaining a secure work environment where its Employees, Agents, Vendors and Partners can work and pursue business together in an atmosphere free of harassment, exploitation and intimidation caused by acts of Sexual Harassment within but not limited to the office premises and other locations directly related to the Company's business.

The SML is committed to creating a safe and healthy work environment that enables its employees to work without fear of prejudice, gender bias and sexual harassment. The Company also believes that all its employees have the human right to be treated with dignity. Sexual Harassment at the work place or in the course of official duties, if involving employees of the Company shall be considered a grave offence, and is therefore punishable under the applicable laws.

The objective of this policy is to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith.

The Government of India has made effective on April 23, 2013 a law called 'The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013 on prevention of sexual harassment against female employees at the workplace. Any person making unwelcome physical contact and explicit sexual overtures, demanding or requesting sexual favours, making sexually coloured remarks or showing pornography against the will of a woman shall be guilty of the offence of Sexual Harassment and Section 354A of the Indian Penal Code 1860 prescribes punishment for this offence, ranging from simple to rigorous imprisonment, for term one year to three years, or with fine, or with both.

### SCOPE:-

The SML's Policy with regard to Prevention, Prohibition and Redressal of Sexual Harassment covers every "employee" across the Company. The SML encourages every employee who believes they are sexually harassed to use the redressal mechanism as provided in this policy. The Policy is with respect to Prevention, Prohibition & Redressal of Sexual Harassment which may arise in places not limited to geographical location viz. Company's offices/branches but includes all such places or locations where acts are conducted in context of working relationships or whilst fulfilling professional duties or which may be visited by an employee

during the course of employment including transportation provided by the company for undertaking such visit. The SML's Policy against sexual harassment includes sexual harassment by fellow employees, supervisors, managers as well as agents, contractors, customers, vendors, partners and, visitors including outsource employees. Any place visited by the employee arising out of or during the course of employment including transportation provided by the employer for undertaking such journey.

Sexual harassment is judged by the impact on the complainant and not the intent of the Respondent. Sexual harassment as addressed in this Policy need not necessarily be from a male to a female employee, it can be vice versa as well as between individuals of same gender.

#### **RESPONSIBILITIES REGARDING SEXUAL HARASSMENT:-**

All employees of the Company have a personal responsibility to ensure that their behavior is not contrary to this policy. All employees are encouraged to reinforce the maintenance of a work environment free from sexual harassment.

#### **DEFINITION OF SEXUAL HARASSMENT:-**

Sexual harassment may be one or a series of incidents involving unsolicited and unwelcome sexual advances, requests for sexual favours, or any other verbal or physical conduct of sexual nature.

Sexual Harassment at the workplace includes:-

- unwelcome sexual advances (verbal, written or physical),
- demand or request for sexual favours,
- any other type of sexually-oriented conduct,
- verbal abuse or 'joking' that is sex-oriented, comments etc.
- any conduct that has the purpose or the effect of interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment and/or submission to such conduct is either an explicit or implicit term or condition of employment and /or submission or rejection of the conduct is used as a basis for making employment decisions.

### **COMPLAINTS COMMITTEE:-**

The Company has instituted a Complaints Committee for redressal of sexual harassment complaint (made by the victim) and for ensuring time bound treatment of such complaints. Initially, and till further notice, the Complaints Committee will comprise of the following four members out of which at least two members will be of the same gender as that of the complainant:

- Head-Corporate HR (**Presiding Officer**)
- Employee at the level of Assistant General Manager or above from Personnel & Administration Department (**Member**)
- Divisional Personnel Head of the Division from where the complaint has originated (**Member**)
- Compliance Officer or CFO (**Member**)

### **COMPLAINT REPORTING AND RESOLUTION:-**

Anyone associated with SML who believes she/he has been subjected to harassment may submit a written complaint to any of the members of the Internal Complaints Committee. The written complaint should identify the parties involved; describe the harassing behavior, including when and where it occurred; and identify by name or description any witnesses. Written complaints should be treated as confidential and should be provided directly and only to the appropriate designated individuals as listed above.

**Each complaint will be dealt with in accordance with the following:**

#### **Confidentiality:-**

Any allegation of discrimination or harassment brought to the attention of the Committee will be discreetly addressed. Investigations will be conducted in a confidential manner to the greatest extent possible. However, the investigation of complaints may also require disclosure to the accused individual and to other witnesses for the purpose of gathering pertinent information. In such case, disclosures will be limited to the extent possible. All participants in the process, including the person who filed the complaint, the individual accused and witnesses, will be advised to keep the matter confidential.

#### **Cooperation:-**

SML expects the all the employee including directors, senior management personal and staff co-operate fully in the investigation process. Any faculty or staff member who is the subject of, or potential witness regarding, a harassment complaint and refuses to cooperate in an investigation is subject to disciplinary action.

**PROTECTION TO COMPLAINANT / VICTIM:**

The Company is committed to ensuring that no employee who brings forward a harassment concern is subject to any form of reprisal. Any reprisal will be subject to disciplinary action. The Company will ensure that the victim or witnesses are not victimized or discriminated against while dealing with complaints of sexual harassment.

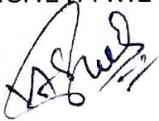
However, anyone who abuses the procedure (for example, by maliciously putting an allegation knowing it to be untrue) will be subject to disciplinary action.

**CONCLUSION:-**

In conclusion, the SML reiterates its commitment to providing its employees, a workplace free from harassment/ discrimination and where every employee is treated with dignity and respect.

Complaints relating to Sexual Harassment shall be handled and investigations will be conducted under the principles of natural justice, basis of fundamental fairness, in an impartial and confidential manner so as to protect the identity of all viz., the person bringing the charge, potential witnesses, and the person accused of improper behavior. Also, all efforts shall be taken to ensure objectivity and thoroughness throughout the process of investigation.

SACHETA METALS LTD.



DIRECTOR

## SACHETA METALS LIMITED

CIN:L27100GJ1990PLC013784

### COD OF CONDUCT

The SACHETA METALS LIMITED ("the SML" or the Company) believes that a good corporate governance structure would not only encourage value creation but also provide accountability and control system commensurate with the risks involved. The SML's Board of Directors and Senior Management Members are responsible for and are committed to setting the standards of conduct contained in this Code and for updating these standards.

The Board of Directors ("the Board") of the Company, apart from following actual practice has adopted the following written Code of Conduct and Ethics ("the Code ") for directors and Senior Management Members of the Company.

- "The Company" or "this Company" means **SACHETA METALS LIMITED**.
- "The Act" means the laws applicable to the Company for the time being in force or any statutory modification or re-enactment thereof for the time being in force.
- The Board means the Board of Directors for the time being of the Company.
- "In writing "and "written" include printing, lithography and other modes of representing or reproducing words in a visible form.
- Code of Conduct means the code of conduct of the company for the time being in force.
- Words imparting the masculine gender only include the feminine gender.
- Officer" means and includes Board of Directors and Senior Management Members.

#### **APPLICABILITY OF THE CODE:-**

This is a comprehensive code and applies to all Directors and SMM. However, the provisions shall apply to executive and Non-executive Directors including Independent Directors only to such extent as may be applicable depending on their respective roles and responsibilities.

The Code does not specifically address every potential form of unacceptable conduct and it is expected that Directors/ SMM will exercise good judgment in compliance with the principles set out in this Code. Every Director and SMP has a duty to avoid any circumstances that would violate the letter or spirit of this Code.

#### **CONFLICT OF INTEREST:-**

Directors/SMM must promptly disclose to the company potential conflicts of interest regarding any matters concerning the company. A "conflict of interest" can occur when:-



- A director's or SMM's personal interest is adverse to or may appear to be adverse to the interest of the Company as a whole.
- A director or SMM or his relatives improper personal benefits as a result of his/her position as a director of the Company.

**Following are the some of usual conflict of interest which should be avoid by Directors/SMM.**

**1. Relationship of company with third parties:-**

Directors shall not receive a personal benefit from person or an entity which is seeking to do business or to retain business with the Company. They shall not participate in any decision-making process involving another entity in which they have direct or indirect interest.

**2. Compensation from non-Company sources:-**

Directors shall not accept compensation (in any form) for services performed for the company from any source other than the Company.

**3. Gifts:-**

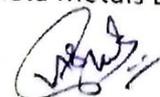
Directors shall not offer, give or receive gifts from persons or entities dealing with the Company, where any such gift is perceived as intended directly or indirectly, to influence any business decision. Gifts given to suppliers or customers or received from suppliers or customers should be appropriate to the circumstances and should not be of a kind that can create an appearance of impropriety. It is particularly clarified that gifts given or received on festive occasions consistent with the accepted business practices and which cannot be reasonably construed as payment or consideration for influencing or rewarding a particular decision or action should not violate this code.

In addition to mandatory disclosures all Non-Executive and Independent Directors shall disclose their association with any other Company which in their judgment, may lead to conflict of interest with the Company. Directors/Senior Management Members are free to make personal investments and enjoy social relations and normal business courtesies. They should however ensure that such interests do not directly or indirectly influence the performance of their responsibilities.

If there are any transaction proposed with related parties within the knowledge of Directors/SMM, they must report the same to the Compliance Officer. If determined to be material to the Company the transactions shall be placed before the Audit Committee for review. Any dealings with a related party must be conducted on an arm's length basis and on commercial terms and no preferential treatment shall be given.

**ACCOUNTING AND FINANCIAL REPORTING:-**

All the books of accounts shall be prepared and maintained fairly and accurately in accordance with the accounting and financial reporting standards, accepted guidelines, and applicable accounting standards generally followed in India.



## **ATTENDANCE AND PARTICIPATION IN BOARD MEETINGS:-**

### **Every Director:-**

- Must bring an independent and open mind to Board or committee meetings.
- Should make reasonable efforts to attend Board and Committee meetings regularly.
- Should share his knowledge and experience on all the agenda during the meeting proceedings.

## **HEALTH, SAFETY AND ENVIRONMENT:-**

The Company shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in. The Company shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

## **ENCOURAGING THE REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOR:-**

Directors should promote ethical behavior and take steps to ensure that the Company:-

- Encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in particular situation.
- Encourages employees to report violations of laws, rules, regulations or the Company's Code of Conduct to the appropriate personnel.

## **COMPETITION:-**

The Company shall fully strive for the establishment and support of a competitive open market economy in India and abroad and shall cooperate in the efforts to promote the progressive and judicious liberalization of trade and investment by a country. The Company shall not engage in activities, which generate or support the formation of monopolies, dominant market positions, cartels and similar unfair trade practices.

## **Transparency and Auditability:-**

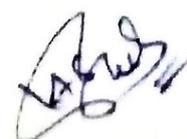
All directors, senior management and employees shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes, including as appropriate, segregation of duties. It shall be necessary to voluntarily ensure that areas of operation are open to audit and the conduct of activities is totally auditable.

## OTHER MATTERS:-

- Compliance with Laws, Rules and Regulations Fair Dealing.
- Interaction with Media.
- Confidentiality.
- Protection and Proper Use of Company's Assets & Resources.
- Act honestly, fairly, ethically and with integrity;
- Act in the best interest of and fulfill their fiduciary obligations to the Company and all its stakeholders;
- Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- Disclose potential conflicts of interest that they may have regarding any matters relating to the Company;
- Comply with all applicable laws, rules and regulations;
- Maintain the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors, except when authorized or legally required to disclose such information;
- 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;
- Not use Company's property, information, position or opportunities for personal gain;
- Act in a manner to enhance and maintain the reputation of the Company;
- Avoid conducting Company business in any significant way with a relative (as defined in the Companies Act, 2013), or with a business in which a close relative is associated;
- Senior Officers will ensure proper usage of authority as delegated to them as per the Company's rules;
- The Senior Officers are responsible for effective control and appropriate use of all Company's resources entrusted to them in the official discharge of their duty.

## AMENDMENT/ MODIFICATION:-

We are committed to continuously reviewing and updating our policies and procedures based, in part, on our periodic assessment of the Company's risks. Therefore, this code will be periodically revised and is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's Board and promptly disclose on Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of amendment or waiver.



# SACHETA METALS LIMITED

CIN NO:L27100GJ1990PLC013784

## POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS

### OBJECTIVE:-

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations).

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

### DEFINITION:-

**"Act"** shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

**"Board of Directors"** or **"Board"** means the Board of Directors of Sacheta Metals Limited, as constituted from time to time.

**"Company"** means Sacheta Metals Limited.

**"Key Managerial Personnel"** mean key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013;

**"Listing Agreement"** shall mean an agreement that is to be entered into between a recognised stock exchange and the Company pursuant to SEBI (Listing Obligations and Disclosure Requirements), 2015

**"Material Event"** or **"Material Information"** shall mean such event or information as set out in the Schedule or as may be determined in terms of Clause 3 of the Policy. In the Policy, the words, "material" and "materiality" shall be construed accordingly.

**"Policy"** means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.

**"Regulations"** mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

"Schedule" means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company.

**GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:-**

**Events / information shall be considered as Material if it meets any of the following criteria:-**

- (a) The event or information is in any manner unpublished price sensitive information;
- (b) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- (c) The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; and
- (d) Any other event/information which is treated as being material in the opinion of the Board of Directors of the Company.

## **DISCLOSURES OF EVENTS OR INFORMATION:-**

**A:** Para A of part A of Schedule III of the Listing Regulations provides that those events which have been incorporated therein have to be considered as material and accordingly disseminated. In respect of such events, the company shall have no discretion in deciding whether they need to be reported to the exchanges or not. Such events have to be reported invariably to the exchange as being material. The list of events covered under the above part A is given hereunder:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring;

Explanation. - 'Acquisition' shall mean, -

(i) acquiring control, whether directly or indirectly; or,

(ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -

(a) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;

(b) there has been a change in holding from the last disclosure and such change exceeds two per cent of the total shareholding or voting rights in the said company.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.;

3. Revision in credit rating(s);

4. Outcome of Meetings of the Board of Directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;

b) any cancellation of dividend with reasons thereof;

c) the decision on buyback of securities;

d) the decision with respect to fund raising proposed to be undertaken

e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;

f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;

g) short particulars of any other alterations of capital, including calls;

h) financial results;

i) decision on voluntary delisting by the Company from stock exchange(s).

5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof;

6. Fraud/defaults by Promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or Promoter;

7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;

8. Appointment or discontinuation of share transfer agent;

9. Corporate debt restructuring;

10. One-time settlement with a bank;

11. Reference to BIFR and winding-up petition filed by any party /creditors;
12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company;
13. Proceedings of Annual and extraordinary general meetings of the Company;
14. Amendments to memorandum and articles of association of Company, in brief;
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

**B:** Para B of part A of Schedule III of Listing Regulations lists out the events which are to be disclosed by the company upon application of the guidelines for determination of materiality as provided under clause 3 of this policy. The events falling within para B of part A are given hereunder:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal);
3. Capacity addition or product launch;

4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business;
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof;
6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.;
7. Effect(s) arising out of change in the regulatory framework applicable to the Company;
8. Litigation(s) / dispute(s) / regulatory action(s) with impact;
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company;
10. Options to purchase securities including any ESOP/ESPS Scheme;
11. Giving of guarantees or indemnity or becoming a surety for any third party;
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;
13. Any other information/event viz. major development that is likely to affect business, e.g.

emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

**5. AUTHORITY TO KEY MANAGERIAL PERSONNEL:-**

The Whole time Director and Company Secretary of the Company shall severally have the authority to determine materiality of any event or information and make the disclosures of such material event or information to stock exchange(s) The Company Secretary of the Company shall have the authority of making the disclosures of such material event or information to stock exchange(s), subject to the provisions of this Policy.

**6. AMENDMENTS:-**

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

**7. DISSEMINATION OF POLICY:-**

This Policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company.

A handwritten signature in black ink, appearing to be 'V. S. Sub.', with a horizontal line underneath it.

**SACHETA METALS LTD**  
**CIN NO:L27100GJ1990PLC013784**

**AUDIT COMMITTEE:-**

Mr. Kalyan C. Shah	-Chairman
Mr. Pravinchandra P. Shah	-Member
Mr. Satishkumar K. Shah	-Member

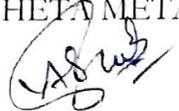
**STAKEHOLDER RELATIONSHIP:-**

Mr. Jagdish Gandhi	-Chairman
Mr. Pravinchandra P. Shah	-Member
Mr. Ankitkumar S. Shah	-Member

**NOMINATION AND REMUNERATION COMMITTEE:-**

Mr. Jagdish Gandhi	-Chairman
Mr. Pravinchandra P. Shah	-Member
Mr. Satishkumar K. Shah	-Member

SACHETA METALS LTD

  
DIRECTOR