



SANCO TRANS LIMITED

CODE OF CONDUCT FOR SENIOR MANAGEMENT (Pursuant to the clause 49(I)(D) of the Listing Agreement)

This Code lays down the broad principles that should guide the Senior Management of Sanco Trans Limited in their day-to-day activities as they pursue the Company's goals and interests. Senior Management of the Company for this purpose means personnel of the Company, not being members of the Board, who are member of the core management team of the company, consisting of all members of Management including all functional heads and executive committee members. The Code sets out responsibilities that should govern personal conduct, conduct in the workplaces, conduct in the market places, besides larger responsibilities devolving on them as citizens of the world.

1. Personal responsibilities

Role Models

People who lead others need to be ethical role models for employees and foster an environment of trust and co-operation by

- Demonstrating the highest standards of integrity and responsibility when dealing with employees, customers, suppliers and the community;
- Not creating pressure to act in an unethical manner;
- Contributing to a work environment that encourages employees to voice concerns and get help when faced with potentially compromising situations and giving them an opportunity to speak out;
- Avoiding any approval of conduct that may be unethical, dishonest or potentially damaging to the Company's reputation.

Reporting with integrity

Members of the Senior Management should attach great importance to the accuracy and completeness of the financial information they report and should be committed to preserving its integrity. Disclosures in its financial statements should be timely. In addition, members of the Senior Management should also comply with required statutory accounting practices as well as any Governmental regulations in the countries and localities where the Company does business.

Adherence to insider trading regulations

Members of the Senior Management should be committed to adhering to SEBI (Prohibition of Insider Trading) Regulations. They should keep the Company informed about the purchase and sale of Company's shares. They should strictly refrain from dealing in Company's shares when the trading window is closed prior to Board meetings. They should make periodical reports to the Compliance Officer about their shareholdings.

They should not divulge any price sensitive information to family members or friends and should also not indulge in short term speculative deals in Company's shares.

Avoidance of conflict of interest

Members of the Senior Management should avoid putting themselves or any of their family members in any situation that would create conflict between their personal interests and the interests of the Company. They should, inter alia, avoid the following:

- ❖ Receiving money or property from third parties in connection with the Company's business;
- ❖ Having an ownership or other interest in the Company's customers', suppliers' or competitors' businesses, other than ownership of shares publicly issued, which should not be significant;
- ❖ Having an employment or consulting relationship with the Company's customers, suppliers or competitors;
- ❖ Engaging in any outside activity that competes with the Company's business;
- ❖ Supervising, reviewing or having influence over the evaluation, pay or benefits of a close relative employed in the Company;
- ❖ Taking personal advantage of a business opportunity that could affect the interests of the Company.

Legal Compliance

The following principles shall guide their day-to-day behavior:

- Never do anything that they know would violate law;
- Never do anything that they think might violate law;
- Never use Company's property for their personal gain;
- Never falsify Company's books, reports and records and vouchers;
- Never allow employees to violate any law;
- Take special care to ensure the Company's books, reports etc., and the documentation relating to Company's transactions are accurate and complete;
- Follow Company's policies and procedures in everything they do.

Respect the individual

Members of the Senior Management should recognize the dignity of the individual. They should respect each employee. In return, they expect that employees will not

- Harass, or discriminate against fellow employees;
- Use drugs and alcohol in the workplace, or work while under their influence;
- Retaliate against any fellow employees who protest or complain about discrimination and harassment;
- Indulge in sexual harassment.

2. Workplace responsibilities

Safe Workplace

Members of the Senior Management must provide a clean workplace as per the Company standards. The workplace must be free from safety or health hazards or disease, and it should be ensured that operational hazards are controlled to prescribed levels.

Safeguard Company's property

Members of the Senior Management should make efficient and proper use of the assets and resources of the Company, including proprietary information, technology data, software, land, buildings, equipments, inventories and cash. They should use the Company's assets for legitimate business purposes only. They should take care to safeguard the Company's intellectual property rights.

Information Systems

Any information input into the Company's information system is Company's property and no employee has a right to this information. When the Company's information systems are used, members of the Senior Management agree to the Company monitoring and auditing what they put on it and how they use it. The following are considered misuse and abuse of information systems:

- Forwarding or posting content that is abusive, slanderous or defamatory, or which is offensive, harassing, vulgar, obscene or threatening;
- Placing confidential or proprietary Company information on any interest or intranet site without proper authorisation;
- Doing anything else that conflicts with the intent of this policy or other policies of the Company.

Confidentiality of information

Members of the Senior Management should treat the Company's information confidentially irrespective of its nature, be it in the nature of financial or operating results, business or marketing plans, sales or promotional activity, advertising plans or expenditure, customer lists, information relating to new products, product research, price changes, mergers or acquisitions, securities offerings, management changes, or trade secrets. They will honour this confidentiality while in service and even after retirement.

3. Market Place responsibilities

Customer expectations

Members of the Senior Management will strive to meet or exceed customers' expectations on quality, deliver, integrity and reliability and to satisfy customers' specifications or other requirements.

Relationship with suppliers

Members of the Senior Management will strive to build long-term relationships with suppliers based on partnership built on mutual trust and confidence.

4. Global Responsibilities - Protection of environment

Members of the Senior Management recognize that the Company is committed to environmental excellence in the design, manufacture distribution, recycling and disposal of its products. They should abide by all applicable health, safety and environment laws and regulations in countries and communities where the Company operates.

Sanco Trans Limited expects its Senior Management to live upto the guidelines articulated in this Code of Conduct. Where there is no stated guideline in the Code, it would be the responsibility of each Member of the Senior Management team to apply his judgement, and adhere to his personal ethical standards in making business decisions for the Company.