

BIRLA PRECISION TECHNOLOGIES LIMITED

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL:

(EFFECTIVE DATE OF THE POLICY: MAY 23, 2025)

Birla Precision Technologies Limited

Regd. Office: Dalamal House, First Floor, Jarnalal Bajaj Marg, Nariman Point, Mumbai 400 021

Tel.: +91 022-66168400

E-mail : info@birlaprecision.com **Website :** www.birlaprecision.com

An ISO 9001:2000 & ISO 14001:2004 **Company CIN:** L29220MH1986PLC041214

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL:

Birla Precision Technologies Limited has been practising the principles of good corporate governance over the years, which include respect for human values, individual dignity and adherence to honest, ethical and professional conduct. The Code of Conduct for Board of Directors and Senior Management (“Code of Conduct”) has been framed pursuant to the requirements of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (erstwhile as required under revised Clause 49 of the Listing Agreement entered into with the Stock Exchange(s)) and provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 (the “Act”) as amended from time to time.

All the Directors and Senior Management personnel of Birla Precision Technologies Limited (the “Company”) are expected to read and understand the Code of Conduct and uphold these standards in their day-to-day activities, comply with all applicable policies and ensure compliance.

This Code of Conduct is applicable to the following:

- Directors on the Board of the Company and
- Senior Management of the Company: As defined under the Act and Rules made thereunder and the SEBI Listing Regulations, as may be amended/modified from time to time. For internal reference, Senior Management personnel means SLT (Senior Leadership Team).

This Code of Conduct shall be deemed to include, by reference, the Code of Conduct for Independent Directors under the Companies Act, 2013 (Schedule IV read with section 149(8) thereof).

HONEST AND ETHICAL CONDUCT:

The Company is committed to upholding ethical standards in all its corporate and business activities. All Directors and Officers are expected to demonstrate professional skills and act in accordance with the highest standards of personal and professional integrity, honesty, truthfulness, and ethical approach and conduct in all business dealings.

Honest conduct is fair, responsible, diligent, and free from fraud or deception. Ethical conduct is conduct that conforms to the accepted professional standards of conduct and includes ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

Directors and Officers shall:

- Act honestly, ethically, fairly, and professionally.
- Prioritise the Company’s interests and reputation, fulfilling fiduciary duties to stakeholders.
- Act responsibly, diligently, competently, and independently.
- Treat colleagues with dignity and avoid harassment.

CONFLICT OF INTEREST:

The Directors and Officers are expected to avoid and disclose any activity or association that creates or appears to create a conflict between their personal interests and the Company’s business interests. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

The guiding principle is that any event, activity or situation involving conflict or potential conflict of interest must be disclosed to the Board of Directors for guidance and appropriate action.

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OUTSIDE EMPLOYMENT:

Executive Directors and Senior Management personnel shall not hold any positions or jobs or engage in outside business or other interests that adversely affect the performance of their duties to the Company. Executive Directors and Senior Management Personnel are expected to devote their full attention to the business interests of the Company, and as, more particularly, subject to terms and conditions laid down in their respective contracts/appointment letters.

BUSINESS OPPORTUNITIES:

A business opportunity is an opportunity in the Company's line of business or proposed expansion or diversification, which the Company is financially able to undertake and which may be in the interest of the Company.

A Senior Management personnel who discovers such a business opportunity and who wishes to participate in it should disclose the opportunity in writing to the Board of Directors. If the Board of Directors determine that the Company does not have an actual or expected interest in the opportunity, then, and only then, Senior Management personnel may participate in it, provided that the Senior Management personnel have not wrongfully utilized the Company's resources to acquire the opportunity.

COMPANY PROPERTIES:

It is the responsibility of Directors and Senior Management personnel to safeguard the use of the Company's assets and resources that have been entrusted to them by the Company. Incidental personal use, if reasonable, does not amount to a violation of the code.

ACCEPTANCE OF GIFTS/ PAYMENTS:

The Directors and Senior Management personnel shall not accept gifts or gratuities or any offer, payment, promise to pay, or authorization to pay any money or anything of value that could be interpreted to adversely affect business decisions or likely to compromise their personal or professional integrity. Gift items of nominal value, such as small promotional items bearing another company's name, business meals, gifts received because of personal relationships and not because of official position; mementoes received because of attending a widely held gathering as a panellist/speaker and other customary gifts are allowed.

Gifts on behalf of the Company: Some business situations call for giving gifts. These gifts shall be legal and reasonable. Directors and Senior Management personnel shall not pay bribes.

CONFIDENTIALITY OF INFORMATION:

All Directors and Senior Management personnel must maintain the confidentiality of confidential information entrusted to them by the Company. The use of such information for his or her own advantage or profit is prohibited. Such information shall not be disclosed to any third party, except when the Company authorises disclosure or when such disclosure is needed under any legal requirement.

INSIDER TRADING:

Unpublished Price Sensitive information, which may influence the market price of the Company shares, shall be kept in strict confidence until publicly released in accordance with applicable legal requirements and stock exchange regulations. The Directors and Senior Management personnel shall not derive personal benefit or assist others to derive benefit from the access to and possession of information about the Company not in the public domain, and which can constitute insider information.

The Company is committed to complying with SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment thereof. The Directors and Senior Management personnel shall refer to the Policy on Insider Trading issued by the Company in this regard for further information on pre-clearance of securities, reporting of securities and matters concerning dealing in securities of the Company to reduce the risk or appearance of insider trading.

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COMPLIANCE WITH REGULATORY FRAMEWORK:

The Directors and Senior Management personnel are committed to comply with all those acts, rules and regulations that govern the conduct of the Company. Senior Management personnel must acquire adequate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize the potential dangers of violations and seek advice from the concerned department as and when necessary.

DUTIES OF INDEPENDENT DIRECTORS OF THE COMPANY IN ACCORDANCE WITH THE COMPANIES ACT, 2013:

The Independent Directors of the Company 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 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 behaviour, actual or suspected fraud or violation of the Code or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its Personnel;
- 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.
- Comply with all other duties and responsibilities as may be imposed on them by the Companies Act, 2013 and any Rules made thereunder.

ANNUAL DISCLOSURES ON COMPLIANCE WITH THE CODE:

The Directors and Senior Management Personnel of the Company shall affirm compliance with this Code on an annual basis, i.e. as on 31st March every year. Such affirmation should be made available to the Compliance officer at the closure of each of the financial year.

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DISCIPLINARY ACTIONS FOR VIOLATION OF THE CODE:

Suspected violations of this Code must be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations would be appropriately investigated.

The Company will take appropriate action, including disciplinary actions, against any Senior Management Personnel. Disciplinary actions may include immediate termination of employment or business relationship at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible.

AMENDMENTS TO THE CODE:

The Company is committed to continuously reviewing and updating the policies and procedures from time to time, and accordingly, this Code can be modified or amended. However, any such modification, alteration or replacement may be affected only by the Board, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding, and the details of the same shall be put on the website promptly upon such amendment.

INTERPRETATION

In any circumstance where the terms of this Code are inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation, or standard shall take precedence over this Code.

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