



GALLARD STEEL LIMITED

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INTERNAL CODE OF PROFESSIONAL CONDUCT

INTRODUCTION:

Gallard Steel Limited is engaged in a foundry and machine shop service business. The guiding values of the activities performed by the Company are the following:

1. Internal and external client orientation and service-based approach.
2. Respect for people's fundamental rights, their capacity for initiative, creativity and innovation, participation and teamwork.
3. Ability to achieve objectives and added value.
4. Positive attitude to change and continuous improvement.
5. Responsibility and integrity of people in their commitment towards a job well done.
6. Respect for the environment, working to minimize any impact.
7. Transparency, publicly disclosing all the relevant data from our activities.

PREAMBLE:

Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") require the board of directors of listed companies to lay down a Code of Conduct for all members of the Board of Directors, Key Managerial Personnel and Senior management, which shall include the duties of the independent directors as prescribed under the Companies Act, 2013.

This Code expresses the corporate values that should guide our behavior as professionals within Gallard Steel Limited and the general guidelines of conduct that must orient Gallard Steel Limited's decision-making actions.

This Code supersedes GALLARD STEEL LIMITED's 'Code of Conduct for Senior Management and Employees', the 'Code of Conduct of Directors' and the 'Code of Conduct of Independent Directors' and consolidates the principles laid down in these codes in this composite Code of Conduct.

PURPOSE OF CODE OF CONDUCT:

The purpose of the Code of Conduct is to provide guidance and ethical principles to guide all directors (whether executive, non-executive, or Independent), Senior Management Personnel, Key Management Personnel, all other employees and workers of the Company ("the people"), determining the values and commitments that must govern their work activities within the company.

In addition, this Code has been developed to assume the requirements demanded by stakeholders and society in general; to remain worthy recipients of their commitment and the trust they have placed in the Group.

Providing an effective response to these requirements is one of the keys to the Company's reputation in the market. Each person in the organization can exert their influence through the way they conduct their business and the relationships established with these collectives by the

organization. Therefore, it depends on all the people who are part of the company to consolidate that reputation by acting with transparency, objectivity, integrity, responsibility, honesty, and respect.

The widespread observance of the Code will ensure that results are obtained in compliance with legal standards and in accordance with the ethical principles and values the Company wishes to transmit internally and externally, becoming standards of mandatory compliance for all those people who, directly or indirectly, act on behalf of and representing the Company.

SCOPE OF APPLICATION:

This Code of Conduct will apply, without any exception, to all the people belonging to Gallard Steel Limited. The knowledge and compliance of the rules of conduct stated in this Code are compulsory for everyone, and under no circumstances will ignorance of the law excuse compliance.

In addition, Gallard Steel Limited will encourage its commercial partners (joint ventures, suppliers, customers, contractors, and business partners), to act in a way that is consistent with this code and to apply ethics programs that are consistent with its standards. The Group will take appropriate action if there is evidence that those partners have not complied with its policies or with their contractual obligations.

CONDUCT GUIDELINES:

1. Behavior according to law and ethics.

Gallard Steel Limited publicly expresses its absolute rejection of any unlawful and/or criminal practice, stating that such practices are completely prohibited within the organization, without exception or limits. To achieve this, it agrees to develop in-house rules and internal procedures that contribute to complying with applicable legislation. All the people who are part of the Company must Perform their functions within the organization in strict compliance with applicable legislation and avoid any bad practice that is not ethically acceptable under strict criteria of honesty and moral integrity. Assume and abide by all policies, procedures, and regulations of the Group in their respective areas of performance. Act clearly and transparently, ensuring that none of their actions may be liable to be interpreted as deceitful.

Gallard Steel Limited has committed to the nine Business Responsibility Principles as specified by the Securities and Exchange Board of India (SEBI) to assess compliance with Environmental, Social, and Governance Norms and has adopted a Business Responsibility Policy.

Specific duties and conduct of the Directors of the Company shall abide by Duties and Responsibilities as provided under the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. The Independent Directors of the Company shall also abide by the Code and Duties as laid down under Schedule IV to the Companies Act, 2013.

2. Respect for people and society.

People

A work environment free from discrimination and harassment: Gallard Steel Limited is committed to maintaining an environment free from any form of sexual or other harassment, whether it be harassment by one worker to another, by a worker to a client or supplier, or vice versa, and is committed to ensuring that everyone is treated fairly and with dignity. Consequently, any discriminatory practice based on race, color, sex, age, religion, ethnic or geographical origin, disability, or any other illegitimate cause will not be tolerated. However, the differentiation of people based on their skills or professional qualities required for a job will not be considered a case of discrimination. The Company has framed a Policy on the Prevention of Sexual Harassment which aims at bringing "zero tolerance" on any act of sexual harassment / any discrimination based on sex.

Respect for Human Rights: Gallard Steel Limited in addition to complying with the applicable legislation in all the territories, in which it operates, is committed to respecting internationally recognized human rights, including the rights outlined in the International Bill of Human Rights and the principles relating to the rights established in the Declaration of the International Labour Organization. In addition, Gallard Steel Limited complies with the 9 business responsibility principles as specified by SEBI.

Work-life balance: The Group respects the personal and family life of people and promote policies that facilitate a better balance between their work responsibilities and their personal life.

Equal Opportunities: It is one of the Group's basic principles to promote and provide equal opportunities to all in access to employment and career advancement, promoting a corporate culture based on merit.

Clients

The policy of Gallard Steel Limited is to offer, to our business clients, products and services of high quality, at adequate prices and in conformance with the established delivery date commitments

Therefore, all professional relationships established must be based on the values of trust and mutual respect. In accordance with this principle, any actions and decisions must be implemented in accordance with the procedural requirements, applicable standards, and objective criteria, always acting impartially and with integrity, avoiding the adoption of unjustified or arbitrary decisions that violate equal opportunities. This is all aimed at achieving the highest levels of quality and excellence in the rendering of the services and the long-term development of relations based on trust and mutual respect.

Contractual relations with clients must be conducted with transparency while giving sufficient, accurate, timely, and appropriate information.

Company

Contribution towards Social Projects: Gallard Steel Limited, in its commitment to the progress and well-being of the communities with which it is involved, actively

contributes to their development through donations and projects of social and cultural content.

Respect for the environment: The respect for and protection of the environment are fundamental values that Gallard Steel Limited adheres to, at all times meeting the environmental legislation in each of the countries in which it is established, and agrees to conduct its activities so that any environmental impacts are minimized.

As a result of the above, all the people who are part of the Company must respect the environment, make rational use of natural resources, and put all the control mechanisms at their disposal to minimize the environmental impact derived from the different processes of the industrial activities performed by Gallard Steel Limited.

Construction: At Gallard Steel Limited we are committed to sustainable planning. In this regard, we are committed to carrying out our construction works according to prevailing legislation.

For these reasons, we must all ensure that any construction works implemented conform to the regulations in force at local, municipal, provincial, regional, or state levels.

Fight against smuggling: Gallard Steel Limited is firmly committed to respecting the laws and regulations in force concerning the import and export of products, encouraging everyone to adopt good practices and conduct.

Shareholders: The purpose of Gallard Steel Limited is the creation of continuous and sustained value for all shareholders and the reconciliation of the interests of all stakeholders.

Gallard Steel Limited agrees to provide appropriate information to all the shareholders, in a transparent, complete, truthful, and accurate manner, and to establish dynamic tools to communicate with that group.

The actions of the people who are part of Gallard Steel Limited will be focused on the protection and maximization of the value of our shareholders' investments, achieving a reasonable return for those investments.

Competition: Gallard Steel Limited agrees to strictly comply with antitrust laws. The Company also agrees to achieve its business goals by ethical, legitimate, and legally irreproachable means, and to apply a system of fair and equitable competition, while meeting the legal rules that are applicable.

Gallard Steel Limited will not participate in conversations, agreements, pacts, projects, or partnerships, with current or potential competitors in terms of prices, commercial terms, offers, allocation of markets, or any other activity that restricts or may restrict free and open competition.

3. Health and Safety.

Gallard Steel Limited expresses its firm commitment to complying with the regulations and its internal protocols established in health and safety matters, safeguarding the protection of any people who may be affected by the Company's activities.

In this sense, the Group strives to conduct its activities with a high level of safety in the processes, facilities, and services, with particular attention not only to the protection of

people who form part of the group but also to partners, contractors, Company suppliers, customers, and the local environment. Furthermore, it implements the preventive measures laid down in the legislation of each country and assumes the commitment that all people employed to work at its facilities and work center, should do so in the best health and safety conditions.

Gallard Steel Limited furnishes all people with the necessary resources and training so they can perform their functions safely and in a healthy environment. For their part, all the people who render services at the centers of Gallard Steel Limited (either in-house or outsourced staff) are under the obligation to know and comply with the rules concerning health and safety in the workplace in order to prevent and minimize occupational risks.

Finally, the manufacture, consumption, purchase, sale, trafficking, or possession of substances such as alcoholic beverages, narcotic substances, stimulants, or other illicit drugs is prohibited at the Company's premises.

4. Relations with the Authorities and Third parties.

Public Authorities and regulatory bodies: The professional relationships established by Gallard Steel Limited with any public body, official, agency, or their representatives, national and international, should be governed by the principles of institutional respect, transparency, integrity, collaboration, and ethical compliance.

The company fosters the utmost cooperation and diligence of all people in any inspections, information requests, or procedures that may be considered necessary by the Public Authorities.

Gallard Steel Limited declares political neutrality, and states that it does not finance, directly or indirectly, either in India or abroad, any political parties or their representatives or candidates. Anyone who wishes to participate in activities of a public or political nature must do so exclusively on their account and outside office hours.

Prevention of fraud and corruption: Gallard Steel Limited strictly prohibits any behavior or practice of corruption, bribery, and peddling of influence in connection with clients, suppliers, business partners, and public officials or institutions, national or international, including those related to money laundering.

Therefore, in their relations with third parties, people who are part of Gallard Steel Limited may not offer or accept gifts or gratuities that go beyond the merely symbolic or that could be interpreted as an attempt to unduly influence a commercial, professional or administrative relationship.

This prohibition does not extend to disbursements or gratuities that may be considered normal in the market, up to reasonable amounts taking into account the nature, frequency, and quantity. In any case, they must be authorized by the superior.

Likewise, the delivery, directly or indirectly, of gifts, tokens of appreciation, or benefits to public representatives for them to exert their influence in favor of Gallard Steel Limited is not permitted. Similarly, it is strictly prohibited to take advantage a personal relationship to improperly influence a public authority or official.

It is not only prohibited to offer, promise or give anything of value but also to ask for, accept or receive anything of value as consideration for performing or not performing any action for the benefit or advantage of any third party.

The scope of these offenses also includes other behaviors such as:

"Concealed" payments: when a third party receives something of value that is intended for a public official and the third-party acts as a go-between so that the thing of value is ultimately delivered to the public official.

Payments to expedite procedures (facilitation payments): small payments that may be demanded by civil servants to expedite or ensure compliance with their normal functions.

Any agreement with third parties that leads to an obligation of payment by The Company must be recorded in writing, clearly stating the service provided, and must be approved by the appropriate person in accordance with the systems and procedures of the Company.

Any payment by the Company should be made through a cheque for deposit only or bank transfer. Payments in cash or with a cheque to the bearer are expressly prohibited, along with payments without proof of receipt. The use of these last two payment methods must be minimized and reduced to insignificant amounts.

Any payment, direct or indirect, of commissions or any other form of remuneration to receive orders or obtain a commercial advantage is expressly prohibited. This does not include payments made to sales agents or representatives of Gallard Steel Limited as a result of the performance of their activities on behalf of the Company, provided they are within the law.

Gifts and personal gratuities: Under no circumstances any gifts be accepted in cash or kind, in the form of loans, individual benefits, or actions by third-party individuals or legal persons related to the activities of Gallard Steel Limited that may cause a loss of independence and fairness in the relations with the group's different stakeholders. The category of gift will be understood to include any items that confer an individual advantage such as non-institutional gifts, commissions, or professional promises.

Conflicts of interest: Professional decisions and actions must be based on their benefits to Gallard Steel Limited and must not be motivated by personal considerations or relationships. Conflicts of interest arise when the personal interests of people who are part of Gallard Steel Limited, either directly or indirectly, are contrary to or in conflict with the interests of the Company, they interfere with the fulfillment of their duties and professional responsibilities or personally involve them in any financial transaction or operation of the Group.

Accordingly, any person who considers that they are potentially in a situation of conflict of interests owing to their other activities outside the Company, family relationships, personal assets, or any other reason, should immediately notify this fact to the Human Resources Department or the Compliance Department, so that they may analyze the existence or not of the conflict of interest and, in the event of such a conflict, the head of the unit can exclude the person from participating in the process where the conflict of interest exists.

The members of the Board of Directors of the Company and the Key Managerial Personnel shall adhere to the disclosure requirements and approval processes as specified under 'Policy on the materiality of and dealing with Related Party

Transactions of the Company and provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In addition, those holding Executive Office, or their Relatives (as defined under the Companies Act, 2013) and the companies controlled directly or indirectly by them, who are linked by a working relationship with Gallard Steel Limited may not perform, on a self-employed or an employee basis, tasks, jobs or provide services for the benefit of companies in the sector or companies that develop activities likely to compete directly or indirectly with those of Gallard Steel Limited.

Any person who is part of Gallard Steel Limited who has a pecuniary or proprietary relationship, direct or through kinship, with company suppliers, customers and/or competitors, must inform the Human Resources Department and the Compliance Department (in case of Directors, Key Managerial Personal or Senior Management Personnel) using the form in Appendix I.

Business partners: Strategic alliances allow Gallard Steel Limited to gain a better understanding and adaptation to local markets. Business partners are selected after performing the corresponding due diligence as part of an objective and impartial selection process.

People who are part of Gallard Steel Limited must comply with the internal regulations on the selection of business partners, helping them to understand the Company's expectations and act in accordance with applicable regulations, reporting any suspicion that a partner company may not be meeting the Company's standards or its contractual obligations and cooperating with all audits and investigations in which they may be involved.

Suppliers: Relationships with suppliers of Gallard Steel Limited are based on conditions of mutual respect and equal opportunities. The selection processes for suppliers, contractors, and associates of Gallard Steel Limited must be conducted with impartiality and objectivity. Accordingly, employees must apply criteria of quality and cost in these processes, avoiding any conflict of interest or favoritism in their selection.

Funders: Gallard Steel Limited agrees to negotiate the best conditions according to the investment needs and market conditions, ensuring that the funding and economic resources obtained are proportional and appropriate for the nature of the projects envisaged and strictly comply with the conditions established in the financing agreements.

5. Transparency, Integrity, and Confidentiality of Information.

All the people who are part of Gallard Steel Limited must act clearly and transparently, ensuring the reliability and accuracy of the financial and non-financial reporting, both for internal use and submitted to the market, providing accurate, comprehensive, understandable, and timely information.

No person from Gallard Steel Limited will intentionally provide incorrect, inaccurate, or imprecise information that may mislead the recipient and/or that may affect the Company's reputation. With this objective, a series of specific rules aimed at all people involved in the Gallard Steel Limited financial and non-financial reporting preparation process are described below:

- Act with honesty and diligence in the reporting preparation process.
- Ensure that all registered reporting is derived from transactions and operations actually performed and that the information was recorded at the appropriate time.
- Ensure that the reporting is recorded accurately, faithfully reflecting all of the transactions. Record and prepare the reporting in accordance with the applicable laws and regulations, including financial regulations when applicable, and under generally accepted accounting principles.
- Comply with the Company's policies and procedures and follow an effective internal control system.
- Update and maintain all skills that are necessary for the performance of the activities in the reporting preparation process.
- Correct or report for correction any error that may affect the reliability of the reporting.
- Inform, as appropriate, the Audit Committee and the Board of Directors of Gallard Steel Limited regarding any situation involving a breach of the rules contained in this policy.

Compliance with the rules described here does not exempt from compliance with the remaining guidelines contained in the Code of Conduct.

Individuals should not make improper use of inside information, by using it for their own benefit or that of third parties. In particular, until it is publicly disseminated, any information about the financial results of Gallard Steel Limited, its activities, plans, contacts, product presentations, or planned operations is considered to be privileged information belonging to the Company and is confidential. Such information should be strictly handled on a need-to-know basis and in accordance with the 'Policy on Determination of Legitimate Purpose'.

Only authorized people may have contact with analysts and the media. Any information that is disclosed to the media of a financial nature or of a nature that could influence the opinion of the recipients on the Company's value must be approved by an authorized person.

Insider trading in securities of the Company is not permitted. The Code of Conduct prescribed by the Board of the Company for the prevention of insider trading in securities of the Company will have to be strictly adhered to and requisite disclosures made. No employee shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party about compensation or profit sharing in connection with dealings in the securities of the Company and strictly adhere to the provisions of Regulation 26 (6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For more details, please read the 'Code of Conduct to Regulate, Monitor and Report Trading in the Securities of the Company' and the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information'.

6. Tax Obligations and Use of Public Funds.

Gallard Steel Limited assures the fulfillment of its Tax and Social Security obligations, as applicable in accordance with the legislation in force (submission of tax returns, payment of taxes, registration of transactions subject to taxation, payment of Social Security contributions, etc.).

As a result, it is prohibited to unlawfully elude payments or obtain undue benefits, to the detriment of the Tax Authorities, on account of the Group; and likewise, to avoid the payment of social security contributions and joint collection taxes, to obtain undue refunds of such contributions or to benefit from improper deductions for any reason.

Furthermore, it is expressly prohibited to request, on behalf of Gallard Steel Limited, any subsidies, rebates, or aid from Public Administrations, using false information or conditions of any kind on behalf of Gallard Steel Limited. If such an action is directly proposed by the official or public authority, it must be rejected and reported immediately to a higher authority.

Gallard Steel Limited must operate under a framework of transparency and truth, especially in the application, implementation, and justification of subsidies, always providing information that is truthful and accurate, and monitoring the implementation of any subsidy granted. It is also prohibited to allocate a subsidy or public fund to any purpose other than for which it was awarded.

7. Use of Resources and Assets.

All the people who are part of Gallard Steel Limited have a responsibility and commitment to protect the Company's assets against damage, loss, theft, and misuse. The assets that the Company makes available to the people who form part of it must not be used for personal or non-professional use and/or activities not directly related to the Company's interests.

Disposal of assets: The people who are part of Gallard Steel Limited must ensure the integrity of the Company's assets in the performance of their duties, to preserve them and not prejudice potential creditors.

To this end they must protect and take care of the assets they are responsible for or have access to in the performance of their duties and will use them appropriately for the purpose for such assets were entrusted to them. In particular, it is prohibited to sell, transmit, transfer, conceal, etc. any property belonging to Gallard Steel Limited, in order to evade the compliance of its responsibilities with regard to credit institutions.

Use of electronic means: In particular, without prejudice to other rules and prohibitions contained in the specific usage instructions of each device, the people who are part of Gallard Steel Limited must make responsible use of the computer resources and means placed at their disposal, pursuant to criteria of safety and efficiency, excluding any computer use, action, or function that is unlawful, or contrary to the regulations or instructions of Gallard Steel Limited.

Likewise, it is prohibited to install or use programs or applications whose use is unlawful, that do not have the relevant license or that may damage, destroy, alter, disable or impair the systems of Gallard Steel Limited or of third parties.

When in the performance of their duties people must access a third-party application or computer system, they must abide by rules of use established for that purpose by that third party, and unauthorized access to other computer systems is completely prohibited.

8. Protection of Personal Data.

The people who are part of Gallard Steel Limited must maintain strict confidentiality as to the information obtained in the course of their professional duties, except with the consent of the interested party or when obliged to do so as a result of a legal duty or judicial or administrative decision. This data must not be processed for purposes other than those legally or contractually provided under any circumstances.

Gathering, storing, or using personal data or communicating it to third parties must be performed in a manner that is respectful to the person and in accordance with legal provisions. The obligation of confidentiality will remain, even after people no longer provide services for or are linked to the Company. In particular, the Board of Directors of Gallard Steel Limited must observe the duty of confidentiality intrinsic to their office while they carry out activities, functions, and powers on behalf of, representing, on account of, or in benefit of the Company.

With regard to personal data, Gallard Steel Limited takes special care to ensure the right to privacy and the protection of the personal data entrusted to it by employees, clients, partners, suppliers, business partners, contractors, employees, institutions, and the general public.

In this sense, all people are obliged to respect and comply with data protection regulations and to contribute actively to ensure that personal data cannot be accessed by third parties.

9. Intellectual and Industrial Property.

All the people who are part of Gallard Steel Limited must respect and preserve the intellectual and industrial property rights both of the Company (either owned by the Company or licensed to it under any arrangement) and of third parties.

Consequently, it is prohibited to make copies of patents, registered industrial design and/or distinctive signs whose owner is a third party; as well as to reproduce, plagiarize, distribute, or publicly communicate a literary, artistic, or scientific work without the authorization of the owners of the corresponding intellectual property rights.

INTERPRETING

Any questions that might arise from the interpretation of this Code of Conduct will be resolved by the Human Resources Department of the Company concerned.

For the appropriate exercise of the powers of oversight of the Corporate Social Responsibility Committee, the Human Resources Department, in coordination with the Compliance Department, will send an annual report to the Committee on the implementation of this Code of Conduct and any decisions taken regarding its interpretation. The Corporate Social Responsibility Committee may establish general interpretation criteria

NON-COMPLIANCE

No person who is part of Gallard Steel Limited is authorized to breach the guidelines and provisions of this Code of Conduct, even in response to the order of a higher authority. Failure to comply with the rules of this Code of Conduct will result in the application of sanctions in accordance with the prevailing legislation.

The Corporate Social Responsibility Committee, reporting to the Board of Directors of Gallard Steel Limited is responsible for overseeing the proper implementation of the Code of Conduct.

MANAGEMENT PROCEDURE FOR NOTIFICATIONS AND CONSULTATIONS ON IRREGULARITIES OR BREACHES OF THE CODE OF CONDUCT

GALLARD STEEL LIMITED has established the management procedure for notifications and consultations on irregularities or breaches of the Code of Conduct in order to promote its compliance as well as the regulations that develop it.

Gallard Steel Limited makes it possible for all people who are part of the organization and its stakeholders to submit doubts and notify irregularities or breaches against ethics or integrity or that infringe the guidelines established in the Code of Conduct, through the Whistle Blower Channel in accordance with the Whistle Blower Policy of the Company.

APPENDIX I

GALLARD STEEL LIMITED

To,

The Manager of the Human Resources Department of the Plant/Division and of the Compliance Department.

[Place], on the [date]

Mr./Ms. _____ of GALLARD STEEL LIMITED, declares, that with regard to supplier /customer/competitor.

I am linked in a relationship of (*) that I notify for all relevant _____ purposes.

[signature]

***Ownership**

***Shareholder**

***Kinship**