

INDIAN BASE METALS COMPANY LTD

Regd. Office: 34, Ganesh Chandra Avenue,

Kolkata – 700013

Phone: (033) 2237-1747

Fax: (033) 2221-1913

Email: bansalramesh@hotmail.com

CIN: L27209WB1971PLC028015

CODE OF CONDUCT FOR BOARD MEMBERS & SENIOR MANAGEMENT (Under Clause 49 of the Listing Agreement)

I. INTRODUCTION

This Code of Conduct (hereinafter referred to as the “Code”) shall be called “The Code of Conduct for the Members of the Board and Senior Management” of **Indian Base Metals Company Limited** (hereinafter referred to as the “Company”).

This Code shall be applicable to all the Board Members and Senior Management of the Company.

Clause 49 of the Listing Agreement prescribes the necessity of having Code of Conduct for all board members and senior management of the Company. The Code of Conduct shall be posted on the website of the Company www.purbasha.co.in

II. DEFINITIONS

- i) “Company” means **Indian Base Metals Company Limited**
- ii) “Board Members” means Board of Directors of the Company.
- iii) “Senior Management” shall mean personnel of the Company who are the members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.
- iv) “Relative” shall mean “relative” as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of Companies (Specification of definitions details) Rules, 2014.
- v) “Dependents” includes spouse, unmarried daughters and minor children.
- vi) “Price Sensitive Information” means any information which relates directly or indirectly to the company and which if published is likely to materially affect the price of securities of the company;
- vii) “Compliance Officer” means the officer appointed by the Board of Directors under the Listing Agreement.

III. PURPOSE

The purpose of this Code is to ensure proper compliance of professional and ethical standards by all the Board Members and Senior Management Personnel. This Code provides certain standards to be followed by the Board Members and Senior Management Personnel of the Company.

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IV. COMPLIANCE

All Board Members and the Senior Management of the Company shall affirm compliance with this code on annual basis in the form as prescribed in **Annexure A**. The Annual Report of the company shall contain a declaration to this effect signed by the Whole-time Director.

V. CODE OF CONDUCT:

1. The Directors and Senior Management should take due care in avoiding 'conflict of interest' with the Company. This is an area in which it is impossible to provide comprehensive guidance. The guiding principle is that any event, activity or situation involving 'conflict of interest' coming to their knowledge, should be disclosed to the Company.
2. The Directors and Senior Management shall observe high standards of personal and professional integrity, honesty and ethical conduct. They should use powers of their office in good faith and in the best interest of the Company as a whole.
3. The Directors and Senior Management have a duty to advance Company's legitimate interest whenever opportunity related to its business arises. Improper use of their position and any information coming to their knowledge by virtue of their position in the Company, knowingly, is prohibited.
4. The Directors and senior management shall maintain the confidentiality of confidential information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The Confidential information includes all non-public information (including private, proprietary, and other) that might be of use of competitors or disclosure of which might be harmful to the company or its associates. The use of confidential information for his/her own advantage or profit knowingly is prohibited.
5. Transactions in Company's Securities: The Director and Senior Management shall duly comply with the Code of Conduct for Prohibition of Insider Trading.
6. The Directors and Senior Management should protect Company's assets and property. Company's assets should be used only for legitimate business purposes.
7. The Directors and Senior Management shall take due care to ensure compliance with all applicable laws, rules, and regulations.

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VII. WAIVERS

Any waiver of any provision of this Code of Conduct for a director, senior management or employee must be placed for approval before the Company's Board of Directors/ Corporate Management Committee, as appropriate. The Board of Directors shall have the right to waive any provision of this Code of Conduct and decision of the Board of Directors shall be final and binding upon all concerned.

VIII. MODIFICATION

The Board may from time to time review the applicable Acts and Regulations and, if need be, modify the code from time to time keeping parity with the requirement of laws. However, no such modification(s) will be binding on the directors and employees unless the same is not communicated to them.

Annexure A

To
The Board of Directors

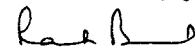
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Subject; Confirmation of compliance of Code of Conduct of

I _____ (name), _____ (designation) of the Company,
do hereby confirm that I have fully complied with the provisions of the Code of Conduct of
..... for the Financial Year ending on
_____.

Signature _____
Name _____
Date _____
Place _____

For INDIAN BASE METALS CO. LTD.



Director