

SNL BEARINGS LTD

Code of Conduct for Board of Directors and Senior Management

The Directors and the Senior Management employees of the company shall follow the following Code of Conduct adopted by the company.

Compliance and Ethical conduct

- To comply with applicable laws, rules and regulations and promote honest and ethical conduct of the business. They should help to create and maintain a culture of high ethical standards and commitment to compliance, and to maintain a work environment that encourages the stake holders to raise concerns for the attention of the management.

Business opportunities

- Shall perform their roles with competence, diligence, in good faith and in the best interest of the company and advance the company's legitimate interest whenever the opportunity to do so arises. They are expressly prohibited from taking for themselves personally, opportunities that are discovered through the use of company's property, information or position.

Fair dealing

- Should endeavor to deal fairly and promote fair dealing by the company, its employees, agents, with customers, suppliers and employees.

Integrity of data furnished

- Dedicate time and attention to the company drawing upon their experience and provide expertise in their areas of specialization in the best interests of the company and give careful independent consideration to the affairs of the company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management.

Conflict of interest

- Avoid having any private interests interfere with the interests of the company or their ability to perform their duties and responsibilities objectively and effectively. There should be a full disclosure of any transaction or relationship that could give rise to an actual conflict of interest with the company and seek the necessary authorization to pursue such transactions.

Insider trading

- To become familiar with and understand the laws, regulations, policies and codes as set out by the Government and ensure that they and their immediate family do not derive any benefit or assist others to derive any benefit from the access to and possession of information about the company or the group which is not in the public domain and thus constitutes insider information.

Confidentiality

- Maintain the confidentiality of information entrusted for them in carrying out their duties and responsibilities, except where disclosure is approved by the company or legally mandated or if such information is in the public domain.

Work environment

- Provide a fair and just environment wherein all are treated equally without regard to their race, caste, religion, sex, colour, ancestry, marital status, age and maintain a work environment free of harassment whether physical, verbal or psychological.

AGREEMENT

I have read the Code of Conduct for the Board of Directors and Senior Management. I understand the standards and policies contained therein. I agree to comply with the Code of Conduct and follow diligently all the guidelines stated in it.

If I have any queries regarding the meaning or application of the Code of Conduct or any of the legal and regulatory requirements, I will consult the Chairman/Director for clarification.

Signature

K K P Sinha

Name K K P SINHA

Date

31.03.2016