

Shalimar Wires Industries Limited

CIN: L74140WB1996PLC081521

Registered Office: 25, Ganesh Chandra Avenue, Kolkata- 700 013

Tel: 91-33-22349308/09/10, Fax: 91-33-2211 6880

Email Id- kejriwal@shalimarwires.com

Website: www.shalimarwires.com

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT OF SHALIMAR WIRES INDUSTRIES LIMITED

1. OBJECTIVE

This Code of Conduct has been framed and adopted by the Company in compliance with Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The objective of this Code of Conduct is to maintain operational transparency while at the same time maintaining confidentiality of information.

2. APPPLICABILITY

This Code of Conduct is applicable to the following persons:

- (a) Directors of the Company; and
- (b) Senior management of the Company viz. Chief Financial Officer, Company Secretary and Compliance Officer and functional heads who are members of core management team as identified by the Board from time to time as senior management of the Company.

3. GUIDELINES FOR CONDUCT

All the members of the Board of Directors and Senior Management are expected to:

- act in accordance with the Articles of Association of the Company;
- maintain highest standard of integrity, honesty and ethical conduct in performance of their duties;
- take utmost care and diligence in exercising the powers attached to their office;
- comply with the applicable laws, rules and regulations and abide by the Policies adopted by the Company;
- maintain confidentiality of unpublished price sensitive information and share information only for legitimate purposes;
- safeguard the assets and resources of the Company;
- disclose potential conflict of interest (financial or otherwise) in any transaction that may result in personal gains or with related party.
- remain independent in judgment and actions in respect of all decisions.

4. CONFLICT OF INTEREST

The directors and senior management are expected to make decisions in the best interest of the Company without being influenced or compromised. Members of the Board of directors and senior management shall disclose whether they, directly, indirectly, or on behalf of third parties, have an interest in any transaction or matter directly affecting the Company.

5. DUTIES OF INDEPENDENT DIRECTORS

The Board of Directors and Senior Management shall facilitate the independent directors to perform their role effectively as a member of the board of directors and also a member of a committee of board of directors. The duties of Independent Directors as laid down in the Companies Act, 2013 are suitably incorporated in this Code of Conduct.

The Independent Directors shall -

- 1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- 2) 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;
- 3) strive to attend all meetings of the Board of Directors and Board committees of which he/she is a member;
- 4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 5) strive to attend the general meetings of the company;
- 6) 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;
- 7) keep themselves well informed about the company and the external environment in which it operates;
- 8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) 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;
- 10) 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;
- 11) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- 12) act with their authority, assist in protecting the legitimate interests of the company, shareholders and its employees; and

- 13) 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.

6. ANNUAL AFFIRMATION TO THE CODE OF CONDUCT

The Directors and Senior Management shall affirm compliance with this Code of Conduct on an annual basis to the Chairman and Managing Director in the format given below:

“Date

To

The Chairman and Managing Director
Shalimar Wires Industries Limited
25, Ganesh Chandra Avenue
Kolkata – 700 013

Annual affirmation on compliance with the Code of Conduct for Directors and Senior Management of Shalimar Wires Industries Limited

Dear Sir,

Pursuant to Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, I,(Name and Designation), have read and complied with the Code of Conduct for Directors and Senior Management of Shalimar Wires Industries Limited for the year/period ended
.....

Signature:

Name:

Designation:

Date:

Place:”

7. AMENDMENT TO THIS CODE OF CONDUCT

The Board may review the policy from time to time and make suitable amendment, substitution or replacement as may be necessary.

REVIEWED AND ADOPTED BY THE BOARD OF DIRECTORS AT THEIR MEETING HELD ON 22nd May, 2025.

THIS INFORMATION IS DISPLAYED ON THE WEBSITE OF THE COMPANY IN COMPLIANCE WITH REGULATION 46 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.