

# Wires & Fabriks (S.A.) Ltd.

## CODE OF CONDUCT

### **I. Introduction**

This code of conduct (Code) helps in maintaining the standards of business conduct for the Company and ensures compliance with legal requirements, especially Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The purpose of this Code is to promote honest & ethical conduct. The matters covered in this Code are important to the Company, our shareholders & our business associates. Further, these are essential so that we can conduct our business in accordance with our stated values.

This Code is applicable to the following persons, referred to as Officers:

- Key Managerial Personnel,
- Senior Management Personnel,
- All members of the Audit Committee and members of the Board of Directors of the Company.

Ethical business conduct is critical to our business. Accordingly all Officers are expected to read and understand this Code, uphold these standards in day to day activities, and comply with all applicable laws, rules & regulations and all applicable policies & procedures adopted by the Company that govern the conduct of its employees.

### **II. Conduct**

We expect all Officers to act in accordance with the highest standards of personal & professional integrity, honesty and ethical conduct while working on the Company's premises (including other locations where the Company's business is conducted, at Company's business events or at any other place where Officers are representing the Company).

We consider honest conduct to be the conduct that is free from fraud and ethical conduct to be conduct confirming to the accepted professional standards of conduct. (Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships as further discussed below).

### **III. Conflict of interest**

An Officer's duty to the Company, demands that she/he avoids and discloses actual conflict of interests. A conflict of interests exists where the interest or benefits of one person or entity, conflict with the interests or benefits of the Company.

In consideration of employment with the Company, Officers are expected to devote their full attention to the business interests of the Company. Officers are prohibited from accepting simultaneous work with suppliers, customers or competitors or from taking part in any activity that supports competitors. Officers must obtain approval from the Company before accepting any relationship with competitors.

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If an Officer is considering investing (or already has) in any company which is a customer, supplier or competitor of the Company, he/she must ensure that their investments do not compromise on their responsibilities to the Company. Further before making any substantial investment, the Officer must take approval from the Company.

As a general rule, Officers should avoid conducting the Company business with a relative or with a party in which a relative is associated in any significant role.

### **IV. Duties of the Independent Directors**

The Independent Director 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 of the Board committees of which he 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. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
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.

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## **V. Disclosure**

Our policy is to provide full, fair & timely disclosures in reports and documents. Accordingly, our Officers must ensure that they and others in the Company comply with our disclosure controls & procedures and our internal controls for financial reporting.

## **VI. Compliance**

Officers must comply with all applicable governmental laws, rules and regulations to avoid any action against them.

## **VII. Violation**

The Company will take appropriate action against any Officer whose actions are found to violate the Code.

## **VIII. Amendment**

We are committed to continuously reviewing the Code in view of ever changing business needs and legal changes and as such the Code is subject to modification. Any amendment to the Code will be approved in writing by the Company's Board of Directors.

## **IX. Acknowledgement**

All Officers will have to accept & undertake compliance of the Code by them. Every year, as a part of annual review, Officers will accept & undertake their continued compliance of the Code.