CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

(Approved by the Board of Directors of G.K. Winding Wires Limited)

1. Purpose and Applicability

This Code sets ethical standards and professional conduct to be observed by all members of the **Board of Directors** and the **Senior Management Team** of **G.K. Winding Wires Limited** ("the Company"). It ensures compliance with the Companies Act 2013, its rules, and good corporate-governance practices.

The Code applies to:

- All Directors (Executive, Non-Executive, and Independent); and
- All members of Senior Management, i.e. personnel one level below the whole-time directors, including functional heads, CFO, and Company Secretary.

2. Guiding Principles

Every Director and Senior Manager shall:

- Act honestly, ethically, and in good faith.
- Exercise due care, skill, and diligence in discharging duties.
- Comply with all applicable laws, rules, and internal policies.
- Place the interests of the Company above personal interests.

3. Honesty and Integrity

All dealings must be conducted fairly and transparently. Directors and Senior Management shall not engage in any act involving fraud, deceit, or moral turpitude.

4. Conflict of Interest

Members shall avoid situations in which personal or financial interests conflict—or appear to conflict—with those of the Company. Any potential conflict must be promptly disclosed to the **Board or the Audit Committee**.

5. Compliance with Laws

All shall ensure compliance with:

- The Companies Act 2013 and rules made thereunder,
- Factory, Labour, Taxation, Environmental, and Safety laws, and
- Any other applicable statutory or regulatory provisions.

6. Confidentiality

Confidential information obtained in the course of duties shall not be disclosed or used for personal gain unless authorized by the Board or required by law.

7. Fair Dealing

All interactions with shareholders, customers, suppliers, employees, and regulators shall be conducted with fairness, courtesy, and respect.

8. Protection and Proper Use of Company Assets

Directors and Senior Management shall protect the Company's assets, resources, intellectual property, and proprietary information and ensure their efficient and legitimate use only for the Company's benefit.

9. Corporate Opportunities

No person covered by this Code shall exploit business opportunities discovered through use of Company property, information, or position for personal gain or for the benefit of others.

10. Gifts and Hospitality

Acceptance of gifts, entertainment, or favors that could influence—or appear to influence—business decisions is prohibited. Any token hospitality must be in line with customary business practice and declared to the Compliance Officer.

11. Health, Safety, and Environment

All shall strive to maintain a safe and healthy workplace and comply with the Company's **EHS Policy**, ensuring protection of the environment and adherence to the **Factories Act 1948** and related regulations.

12. Insider Information

Directors and Senior Management shall not trade in the Company's securities (if any) while in possession of unpublished price-sensitive information or disclose such information to others.

13. Equal Opportunity and Non-Discrimination

The Company is committed to providing equal employment opportunities and a work environment free from discrimination and harassment.

14. Corporate Social Responsibility

All shall support the Company's CSR initiatives and contribute to sustainable and ethical business practices consistent with the CSR Policy.

15. Reporting of Violations

Any suspected violation of this Code should be reported to the **Chairperson of the Audit Committee** or through the **Vigil Mechanism / Whistle-Blower Policy**. The Company will ensure confidentiality and protect individuals who report genuine concerns in good faith.

16. Annual Affirmation

Every Director and member of Senior Management shall sign an **annual declaration of compliance** with this Code to be submitted to the Company Secretary/ Managing Director. A statement of such compliance shall be included in the Board's Report each year.

17. Non-Compliance

Violation of this Code may result in disciplinary action, removal from office, or such other measures as deemed appropriate by the Board.

18. Amendment and Review

This Code may be reviewed or amended by the Board of Directors from time to time to reflect changes in law or business requirements. The latest version shall be published on the Company's website.