

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

SILVER CONSUMER ELECTRICALS LIMITED

CIN: U46539GJ2021PLC122633

Reg. Office: Revenue Survey No. 36, 37, 38, 43 to 47/1, Plot No. 1, 3, 5 & 6,
Village: Haripar (Tarvada), Tal: Lodhika, Rajkot - 360035 Gujarat (India)

Email: sales@silverpumps.com, **Contact No.** +91 99250 15610

Website: www.silverpumps.com

INTRODUCTION:

Pursuant to provisions of Regulation 17(5) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the Board of Directors of Silver Consumer Electricals Limited (the "**Company**") shall mandatorily lay down a code of conduct for all the members of the Board of Directors, Key Managerial Personnel and Senior Management and the Code of conduct shall suitably incorporate the duties of Independent Directors as laid down in the Companies Act, 2013 ("**Act**").

The Company has formulated the Code to ensure that the business of the Company is conducted in accordance with the applicable laws, Rules and Regulations and with highest standard of integrity, ethics and values.

This policy is effective from the date of its adaptation by Board of Directors and shall be valid till it is modified, replaced or cancelled. In case of any contradiction between this policy and provision of any Act, Rules and Regulations, provisions of such Act, Rules and Regulations shall apply.

OBJECTIVE:

The company's objective in establishing this "Code of Conduct" is to promote ethics, honesty and professionalism within the Company. The matters covered in the code are of utmost importance to the Company, its shareholders and other stakeholders and are essential so that it can conduct business in accordance with ethical values to which it is strongly committed. Officers are expected to read and understand this code, uphold these standards in day-to-day activities and comply with all the policies and procedures.

DEFINITIONS:

- **"Act"** shall mean the Companies Act, 2013 as amended from time to time.
- **Board** shall mean Board of Directors of the Company, as constituted from time to time.
- **"Directors"** shall mean all Directors, including Independent Directors of the Company.
- **"Independent Director"** shall have the same meaning as in the Companies Act, 2013.
- **"Key Managerial Personnel"** shall have the same meaning as in the Companies Act, 2013.
- **"Officers"** shall comprise of Key Managerial Personnel and Senior Management (as defined below)
- **"Relative"** shall have the same meaning as in the Companies Act, 2013 and the Companies (Specification of definitions details) Rules, 2014.
- **"Securities"** shall mean the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956.
- **"Senior Management"** shall mean have the same meaning as in the Securities and

Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

- **“Stock Exchange”** shall mean the stock exchange where securities of the Company are listed.
- **“Subsidiary”** shall have the same meaning as defined in Companies Act.
- **“Unpublished Price Sensitive Information”** shall mean any information, relating to a Company or its Securities, directly or indirectly, that is not generally available and which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following:
 - i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, delisting(s), disposals and expansion of business and such other transactions;
 - v. changes in key managerial personnel; and

All other words and expressions used but not defined in this Code but defined in the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/ or the rules and regulations made there under shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

APPLICABILITY:

The code is applicable to the following persons of the Company and its subsidiaries:

- Board of Directors
- Key Managerial Personnel
- Senior Management

It is clarified that the Directors and Officers should continue to comply with other applicable/ to be applicable policies, rules and procedures of the Company.

All Directors and Officers shall affirm compliance with this Code on an annual basis. They shall submit an annual compliance report within 30 days of close of every financial year to the Company Secretary of the Company, in the form enclosed as ***Annexure-I***.

This Code of Conduct shall be deemed to include, by reference, the Code of Conduct for Independent Directors under the Companies Act, 2013 (Schedule IV read with section 149(8) thereof). The provisions contained therein, shall apply mutatis mutandis to the Board of Directors.

HONEST AND ETHICAL CONDUCT

The Company is committed to uphold ethical standards in all of its corporate and business activities. All the Directors and Officers are expected to display professional skills and act in accordance with the highest standards of personal and professional integrity, honesty, truthfulness and ethical approach and conduct in all business dealings.

The Directors and Officers shall:

- Act honestly, fairly, ethically, with integrity and loyalty and conduct themselves in a professional, courteous, and respectful manner.
- Act in the best interests of the company and in a manner to enhance and maintain the reputation of the company, and fulfill their fiduciary duties to the stakeholders of the company.
- Act in good faith, with responsibility, due care, competence, diligence, and independence. Treat their colleagues and other associates of the company with dignity and shall not harass any of them in any manner.

CONFLICT OF INTEREST

The Directors and Officers are expected to avoid and disclose any activity or association that creates or appears to create a conflict between the personal interests and the company's business interests. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. The guiding

principle is that any event, activity or situation involving conflict or potential conflict of interest must be disclosed to the Board of Directors for guidance and appropriate action. Directors, Key Managerial Personnel and Senior Management are advised to avoid conducting the Company's business with a Relative, or with a business in which a Relative is associated in any significant role. Unpublished Price Sensitive Information about the Company, which might impact market price of the Securities of the Company, should be kept in strict confidence until publicly released in accordance with the applicable legal requirements and the Regulations. Directors, Key Managerial Personnel and Senior Management shall not derive any personal benefit or assist others to derive benefit by giving advice of such nature.

ACCEPTANCE OF GIFTS/ PAYMENTS

The Directors and Senior Management Personnel shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favors for the conduct of its business. However, the Directors and Senior Management Personnel may accept and offer nominal gifts, which are customarily given and are of a commemorative nature, for special events.

COMPANY PROPERTIES

Every Director and Senior Management Personnel should endeavor to ensure that they use the Company's assets, proprietary information and resources only for legitimate business purpose of the Company and not for personal gains.

CONFIDENTIAL INFORMATION

The Directors and Senior Management Personnel should maintain confidentiality of information entrusted to them in carrying out their duties and responsibilities. The matters discussed at the Board/ Committee Meetings must not be disclosed outside appropriate and reasonable circles. The Company's confidential information and proprietary information shall not be inappropriately disclosed or used for personal gain

or advantage of any Director. These obligations apply not only during a director's term, but thereafter as well unless the said information becomes public.

INSIDER TRADING

Non-public information, which may influence the market price of the company shares, shall be kept in strict confidence until publicly released in accordance with applicable legal requirements and stock exchange regulations. The Directors and Officers shall not derive personal benefit or assist others to derive benefit from the access to and possession of information about the company not in public domain and which can constitute insider information.

The company is committed in complying with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Directors and Officers shall refer to the Policy on Insider Trading issued by the company in this regard for further information on pre-clearance of securities, reporting of securities and matters concerning dealing in securities of the company to reduce the risk or appearance of insider trading.

HEALTH, SAFETY AND ENVIRONMENT

The Company shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in. The Company shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

FAIR DEALING

Directors, Key Managerial Personnel and Senior Management shall not take a discriminatory stance towards or give unfair advantage to the Company's employees, customers, suppliers, or competitors through manipulation, concealment, abuse of

privileged information, misrepresentation of material facts, or any other unfair-dealing practice. Company policy prohibits sexual harassment, harassment based on race, religion, national origin, ethnic origin, color, gender, age, citizenship, veteran status marital status or a disability unrelated to the requirements of the position or any other basis protected by the central, state or local law or ordinance or regulation.

COMPLIANCE WITH REGULATORY FRAMEWORK

In carrying out their duties and responsibilities, Directors and Senior Management Personnel should comply and endeavor to ensure that the management is causing the Company to comply with applicable laws, rules and regulations.

The Directors and Senior Management Personnel should comply with all applicable laws, rules and regulations for the time being in force. In addition, if any Director becomes aware of any information that he believes constitutes evidence of a material violation of any laws, rules or regulations applicable to the Company or operation of its business, by the Company, any employee or another Director, then such Director should bring such information to the attention of the Chairman of the Audit Committee.

DUTIES OF DIRECTOR

Every Director of the Company shall endeavor to comply with the provisions of Section 166 of the Companies Act, relating to the duties of directors.

In addition, Independent Directors shall also perform the duties as prescribed in Schedule IV of the Companies Act, 2013, as amended from time to time.

The Company shall be committed to enhance shareholder value and comply with all regulations and laws that govern shareholders' rights. The Board of Directors of the Company will duly and fairly inform its shareholders about all relevant aspects of the company's business, and disclose such information in accordance with the respective regulations.

NON-COMPLIANCE

Suspected violations of this Code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations shall be appropriately investigated. Any waiver of this Code must be approved by the Board of Directors and publicly disclosed if required by any applicable law.

ANNUAL REVIEW

All members of the Board of Directors Key Managerial Personnel and Senior Management shall affirm compliance with the Code on an annual basis. The Annual Report of the Company shall contain a declaration signed by the Managing Director of the Company stating that the members of board of directors, key managerial personnel and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management. Furthermore, a Compliance certificate shall be furnished by managing director and chief financial officer affirming that there are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

WAIVERS AND AMENDMENTS TO THE CODE

The Company is committed to continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's Board of Directors and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

AMENDMENT:

The Board may review and amend this Policy from time to time, as may be deemed necessary in accordance with the applicable Laws or substitute any of the provisions with a new provision or replace the Code entirely with a new Code. New Code as approved by Board shall replace all other earlier Code.

Annexure I

To,
The Company Secretary
Silver Consumer Electricals Limited

Respected Sir/ madam,

I, Mr./Mrs./Ms. _____, _____ (designation) do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Conduct for Directors, Key Management Personnel and Senior Management of the company during the financial year ending 31st March _____.

Signature:

Name:

Designation:

Place:

Date:

