POLICY ON OBLIGATIONS OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

ANAWIL WIRE AND ENGINEERING LIMITED

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ANAWIL WIRE AND ENGINEERING LIMITED

POLICY ON OBLIGATIONS OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL AND FOR DISCLOSURE OF COMMITTEE POSITIONS AND COMMERCIAL TRANSACTIONS:

[Pursuant to Reg. 26(2) and (5) of the LODR]

1. **Purpose:**

The purpose of this Policy is,

I. to monitor the limit of number of committee positions which a director and chairperson can hold across all listed entities and disclosure thereof, as required under Reg. 26(2) of the LODR (including any amendments thereof); and

II. to seek disclosure from Senior Management relating to all material, financial and commercial transactions, in compliance with Reg.26(5) of the LODR.

2. **Definitions:**

i. "Company" means **ANAWIL WIRE AND ENGINEERING LIMITED**.

ii. "LODR" means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which came into force on 1st December 2015.

iii. 'Senior Management' means: Officers/personnel of the Company who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the executive directors, including all functional heads.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the LODR, Securities Contract Regulation Act or any other applicable Law or Regulation.

3. **Obligations with respect to directors and Senior management:**

A director shall not be a member in more than ten committees or act as chairperson of more than five committees across all listed entities in which he is a director which shall be determined as follows:

a. the limit of the committees on which a director may serve in all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 shall be excluded;

b. for the purpose of determination of limit, chairpersonship and membership of the audit committee and the Stakeholders' Relationship Committee alone shall be considered.

4. **Disclosure by Directors:**

Every director shall inform the Company about the committee positions he or she occupies in other listed entities and notify changes as and when they take place.

5. **Disclosure by Senior Management Personnel:**

Senior management shall make disclosures to the board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large.

Explanation - For the purpose of this sub-regulation, conflict of interest relates to dealing in the shares of Company, commercial dealings with bodies, which have shareholding of management and their relatives etc.

6. Effective Date

This Policy is effective from the date of approval of the same by the Board of Directors of the Company.

7. Policy Review

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy.

8. Disclosures

The Company shall disclose the Policy on its website.

For ANAWIL WIRE AND ENGINEERING LIMITED

DIRECTOR

ANAWIL WIRE AND ENGINEERING LIMITED