

Swan Defence and Heavy Industries Limited

[Formerly known as Reliance Naval & Engineering Ltd]

Code of Conduct and Business Ethics

APPLICABILITY

This Code of Conduct (“Code”) is applicable to Employees including Senior Management of the Company and on the payroll of the company whether in India or abroad (“Employee”).

Each Employee undertakes to abide by this Code and shall submit a declaration confirming that he shall not violate this Code and other policies framed by the Company.

INTRODUCTION

Swan Defence and Heavy Industries Limited (“SDHI” or the “Company”) has adopted this Code of Conduct to govern the conduct of Employees, ensuring that its business is conducted with honesty and integrity. This code also provides a mechanism for disclosure leading to informed decisions on matters involving the business ethics of the Company. Employees shall act within the bounds of the authority conferred upon them, and they are under a duty to act diligently, making informed decisions and policies in the best interests of the Company, its shareholders, and stakeholders.

HONESTY & INTEGRITY

The Employee shall deal on behalf of the Company with professionalism, honesty, and integrity, as well as maintain high moral and ethical standards. The Employee shall act in good faith, responsibly, with due care, competence, and diligence, without allowing their independent judgment to be subordinated. Furthermore, the Employee shall act in the best interests of the Company and fulfill fiduciary obligations

CONFLICT OF INTEREST

Employee of the Company shall not engage in any business, relationship or activity, which may be in conflict with interest of the Company or group. Conflicts can arise in many situations.

It is not possible to cover every possible conflict situation and at times, it is not easy to distinguish between proper and improper activity. Set forth, are some of the common circumstances that may lead to a conflict of interest, actual or potential:

- The Employee shall not engage in any activity/employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company;
- The Employee and his/her relative shall not invest in Company, customer, supplier of competitor and generally refrain from investments that compromise the responsibility to the Company;
- The Employee shall avoid conducting Company business with relative or with a firm / Company in which a relative / related party is associated in any significant role.

If such transactions are unavoidable, it must be fully disclosed to the Company Secretary of the Company.

COMPLIANCE

The Employee is required to comply with all applicable laws, rules and regulations, both in letter and in spirit. In order to assist the Company in promoting lawful and ethical behavior, the Employee must report any possible violation of law, rules, regulation or the code of conduct to the Company Secretary and Compliance Officer.

BUSINESS WITH RELATIVES

As a general rule, Employee shall avoid conducting Company business with a relative as defined under Section 2(76) of the Companies Act, 2013.

The Company discourages the employment of relatives in positions and assignments within the same department and prohibits the employment of such individuals in roles with financial dependence or influence, such as auditing or control relationships, or supervisor/subordinate relationships. The purpose of this policy is to prevent organizational impairment and conflicts that may arise from the employment of relatives or significant others, especially in supervisory/subordinate relationships. If there is a question about whether a relationship is covered by this policy, the Human Resources department is responsible for determining whether an applicant's or transferee's acknowledged relationship falls under this policy. The Human Resources department shall inform all affected applicants and transferees of this policy. Willful withholding of information regarding a prohibited relationship/reporting arrangement may result in corrective action, up to and including termination. If a prohibited relationship exists or develops between two employees, the employee must bring this to the attention of their supervisor. The Company retains the prerogative to separate the individuals at the earliest possible time, either through reassignment or termination, if necessary

CONFIDENTIALITY OF INFORMATION

The Company's confidential information is a valuable asset. Any information concerning the Company's business, its customers, or other entities that is not in the public domain and to which an employee has access or possesses must be considered confidential and held in confidence, unless authorized otherwise or when disclosure is required by law. No employee shall provide any information, either formally or informally, to the press or any other publicity media without specific authorization. This obligation also extends to confidential information of third parties that the Company has rightfully received under Non-Disclosure Agreement

DEALING IN COMPANY'S SHARES/INSIDER TRADING

No employee of the Company shall derive benefit or assist others in deriving benefit by giving investment advice from access to and possession of information about the Company not in the public domain, which therefore constitutes insider information. All employees shall comply with the SDHI Insider Trading Code.

Insider Trading Codes are strictly enforced, even in instances when financial transactions are small. The Company shall inform the period of closure of the trading window (the "Prohibited Period") for dealing with the shares and securities of the Company to employees who, as a consequence of their position with the Company, are likely to be exposed to Unpublished Price Sensitive Information (UPSI) of the Company. The employees shall not trade in the Company's securities during the prohibited period. Employees shall acquaint themselves with the SDHI Insider Trading Code

Any violation of the Code of Conduct by the Employee shall attract civil liability and/or disciplinary action for insider trading violation. The Employee should comply with the SDHI Insider Trading Code, follow the '**Pre-clearance procedures**' for trading and trade only during a non-prohibited period.

GIFTS & DONATION

No employee of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments, or comparable benefits that are intended (or perceived to be intended) to obtain business favors or decisions that are unfair or uncompetitive in nature. Accordingly, each employee shall ensure that dealings with third parties with whom the Company does business are conducted on terms that would generally be available to individuals without the status of an employee or their family members.

Furthermore, employees cannot, directly or indirectly, engage in corrupt practices, including making, accepting, offering, or promising to make bribes, kickbacks, or other improper payments, benefits, or advantages to any person, individual, entity, or organization, or otherwise facilitate any direct payments to themselves or others

PROTECTION OF ASSETS

The Employee must protect the Company's assets, and information, and must be used only for the legitimate business purposes. All the employees responsible for the use of Company assets shall safeguard the assets against any loss, damage, misuse or theft.

CORPORATE OPPORTUNITIES

An employee must not take, for their personal benefit or that of any immediate family member, any opportunity discovered through the use of the Company's property, information, or position unless fully disclosed in writing and approved by the Company.

PERIODIC REVIEW

The Code of Conduct applies to all the Employees including Senior Management of the Company and on the payroll of the company whether in India or abroad and is considered affirmed as part of their employment conditions. Employees are required to sign a copy and submit it to the HR Department if not already signed. New employees must sign the Code of Conduct upon joining the Company and agree to comply with it.

Code of Conduct for Employees of Swan Defence and Heavy Industries Limited

Certificate – Code of Conduct

I Mr./Ms. Employee of the Company (Employee ID), confirm the compliance of Code of Conduct adopted during financial year

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Name and Signature of the Employee:

Designation:

Date:

Document Control:

Version	Author	Approved by	Date
01	Vishant Shetty	Board of Directors	October 10, 2024