

CODE OF CONDUCT FOR BOARD OF DIRECTORS & SENIOR MANAGEMENT OF YARN SYNDICATE LIMITED

1. Introduction

This Code of Conduct (" the Code ") shall be called ' the Code of Conduct for Board Members and Senior management Personnel ' of Yarn Syndicate Limited (hereinafter referred to as "the Company").

The Code has been framed in compliance with the provisions of clause 49 of the listing agreement signed with the Bombay Stock Exchange.

2. Definition & Interpretation :

The term "Board Members" shall mean Directors on the Board of Directors of the Company.

In the Code, words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa.

3. Applicability :

The code shall be applicable to ;

- (a) the Directors and
- (b) the Senior Management Personnel (i.e. all officials / employees having equivalent or higher designation than 'Assistant Manager')

4. Key Requirements

The Board Members and Senior Management Personnel must act within the authority conferred upon them and in the best interest of the Company and observe the following code of conduct:

Honesty & Integrity –

The Directors and Senior Management personnel shall conduct their activities with honesty, integrity and fairness. They shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Directors shall act in the best interest of the Company and fulfill the fiduciary obligations.

Conflict of Interest –

The Directors and Senior Management personnel shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company.

In case there is likely to be a conflict of interest, he / she should make full disclosure of all facts and circumstances thereof to the Board of Directors and the approval of the Board is required to be obtained.

Other Directorships –

The Company feels that serving on the Board of Directors of other Competitor companies may raise substantial concerns about potential conflict of interest and therefore, all Directors must report / disclose such relationships to the Board on an annual basis.

Confidentiality of Information –

Any information concerning the Company's business, its customers, suppliers etc., which is not in the public domain and to which the Directors and Senior Management personnel have access or possess such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law.

Protection of Assets –

Directors and Senior management personnel must protect the Company's assets and information and shall not use these for personal use, unless approved by the Board.

Periodic Review –

Once in every year or upon revision of this Code, every Director must accord consent to comply and the Senior Management personnel must give an undertaking for compliance of the same.

New Directors shall accord their consent while joining the Board and New Senior Management personnel shall give an undertaking at the time when their employment begins.

The aforesaid consent or undertaking shall be in line with “ **Confirmation-I**” attached herewith (with the draft).

5. Code for Independent Directors

The Independent Directors, in addition to the compliance with this Code, shall also comply with and adhere to the Code for Independent Directors framed in accordance with the provisions of the Companies Act, 2013 and forming part of this Code and enclosed as “ **Annexure – I** “.

6. Enforcement of Code of Conduct

Each Board Member and Senior Management Personnel shall be accountable for complying with the Code.

Penalty for breach of the Code by Senior Management Personnel / the Board members shall be determined by the Audit Committee of the Board of Directors.

7. Amendment(s) of the Code

The Code may be amended from time to time by the approval of the Board of Directors of the Company.