

## VISHAL COTSPIN LIMITED

### VCL- CODE OF CONDUCT

#### **INTRODUCTION**

This Code of Conduct (hereinafter referred to as “the Code”) has been framed adopted by Vishal Cotspin Limited (hereinafter referred to as “the Company”) in compliance with the provisions of the revised Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

#### **APPLICABILITY:**

The Code applies to all the Board members and Senior Management personnel of the Company.

#### **CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT**

All Directors and Senior Management Executives:

- **Sincere, Honest and Ethical Conduct** - shall observe high standard of personal, professional, integrity, honesty and ethical conduct;
- **Statutory compliance** – shall take utmost care and pay attention to comply with all applicable laws, regulations, rules and regulatory orders in letter and in spirit;
- **Conflicts of Interest** – (a) shall avoid situations in which their personal interest could conflict with that of the Company; (b) shall disclose to the appropriate authority/body all cases of Conflict of interest or potential Conflict of interest between the person and the Company; (c) shall neither directly or indirectly, give any official favors for personal purposes nor spend any money of the Company for personal purposes; (d) shall avoid conducting business with relatives or with firm/company in which a relative/related party is associated in any significant role. If such related party transaction is unavoidable it must be fully disclosed to the Board and in the Annual Report of the Company;
- **Corporate Opportunities** - shall not exploit for their own personal gain opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board of Directors declines to pursue such opportunity;
- **Protection of Assets** – shall take care to ensure that assets are not misused, misappropriated, loaned to others, or sold or donated, without appropriate authorization;
- **Confidentiality of Information** – shall maintain confidentiality of information relating to the affairs of the Company acquired in the course of their position in the Company, except when authorised or legally required to disclose such information;

- **Insider Trading** - shall ensure to comply with the Insider Trading Code of the Company and Insiders Trading Regulations of the SEBI since failure to do so attracts serious consequences in terms of penalties and prosecutions;
- **Health, Safety and Environment** - 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;
- **Gifts and Donations** - shall neither receive nor offer or make directly or indirectly any illegal payments, remuneration, gifts, donations or comparable benefits for the conduct of business. However, the Company and its employees may accept and offer nominal gifts, which are customarily given and are of a commemorative nature for special events;
- **Quality of Product and services** - shall never compromise with the interest of the Company in all their dealings with suppliers and customers;
- **Transparency and Accountability** – shall be transparent in all their dealings except in cases where the needs of business security dictate or otherwise and shall hold themselves accountable to the appropriate authority/body;
- **Annual compliance reporting** – shall affirm compliance with this Code on annual basis as at the end of each financial year of the Company (Appendix-I);
- **Acknowledgement of receipt of the code** – shall acknowledge receipt of the Code or any modification(s) thereto, in the acknowledgment form annexed to this Code and forward the same to the Compliance Officer (Appendix-II).

#### **AMENDMENTS AND WAIVERS TO THE CODE**

From time to time, the Board may amend or waive certain provisions of the Code depending on the legal and other requirements or for a bona fide purpose. Every member of the Board and Senior Management, including those recruits (at the time of joining) will be given a copy of the Code and are required to confirm their compliance of same in writing.

**CODE OF CONDUCT**  
**FOR**  
**BOARD MEMBERS AND SENIOR MANAGEMENT**

**ANNUAL COMPLIANCE REPORT**

I ..... do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT during the financial year ended 31<sup>st</sup> March, .....

Signature .....

Name .....

Designation .....

Address .....

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Date:

Place:

Please sign and return this form to the Compliance Officer.

**CODE OF CONDUCT**  
**FOR**  
**BOARD MEMBERS AND SENIOR MANAGEMENT**

**ACKNOWLEDGMENT FORM**

I have received and read the Company's Code of Conduct. I understand the standards and policies contained in the Company Code of Conduct and understand that there may be additional policies or laws specific to my job. I further agree to comply with the Company's Code of Conduct.

Signature .....

Name .....

Designation .....

Address .....

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Date:

Place:

Please sign and return this form to the Compliance Officer.