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**Code of Conduct of Board of Directors and
Senior Management Personnel**

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Applicability of the Code of Conduct:

This Code of Conduct (Code) applies to Directors of "Suryalata Spinning Mills Limited". It also applies to the senior management of the Company, i.e. one level below the Executive Directors and Functional/Departmental heads.

Code of Conduct:

The Board of Directors and Senior Management of "Suryalata Spinning Mills Limited" should:

- Demonstrate the highest standards of integrity, business ethics and corporate governance.*
- Perform their roles with competence, diligence, in good faith and in the best interests of the Company.*
- Provide expertise and experience in their areas of specialization and share learning's at Board Meetings with best interest of the Company keeping its stakeholders in mind. They should steer the Company's management in the right direction based on their experience and judgment.*
- Give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, wherever necessary for making such judgments.*
- Not engage in any business relationship or activity which detrimentally conflicts with the interest of Company or being discredit to it. Any situation that creates a conflict of interest between personal interests and the Company and its stakeholders' interest must be avoided at all costs.*
- Follow all the guidelines put forth in the Insider Trading Policy of the Company.*
- Not to disclose any confidential/privileged information of the Company and should direct any media queries or approached to the appropriate spokesperson within the Company.*