



Seam Industries Limited

CODE OF CONDUCT

The Concept of Code of Conduct has been introduced vide Regulation 17(5)(b) of SEBI (Listing Obligations and Disclosure Requirements) 2015 of the Listing Agreement. This Code of Conduct is very vital for the day to day working of the Company. Every Listed Company must have its own Code of Conduct and Every Member of the Board and Senior Management Officials follow the same in their day to day working of the Organization, to maintain cordial relationships within it.

The Board of Directors, Senior Management Personnel and all other employees of the Company are committed to establish and maintain the highest standard of ethical conduct & business ethics. This code of conduct (hereinafter referred to as “Code”) reflects the business principles that support the Senior Managerial Personnel to develop amongst employees a sense of belongingness, the way to discharge their obligations and to create within the Organization a corporate culture, a cordial working environment. The Board of Directors are responsible for setting the code and for updating it from time to time, if require to reflect legal and regulatory developments. Every Director and Senior Management Personnel of the Company must read and understand this code and its application to the performance of their duties.

In addition to the above, the Company as a whole is committed to establish mutually beneficial relations with our Suppliers, Customers, Bankers and all other persons associated with the Company. In our business dealings we expect our partners to adhere to business principles consistent with our own.

Community involvement

The Company as a whole strives to be a trusted corporate citizen and as an integral part of society, to fulfill our responsibilities to the societies and communities in which we operate.

Public Activities

The Company as a whole is encouraged to promote and defend their legitimate business interests. Seam Industries will cooperate with governments and other organizations, both directly and through bodies such as trade associations, in the development of proposed legislation and other regulations which may affect legitimate business interests. Seam Industries neither supports political parties nor contributes to the funds of groups whose activities are calculated to promote party's interests.

Innovation

In our scientific innovation to meet consumer needs, we will respect the concerns of our consumers and of society. We will work on the basis of sound science, applying rigorous standards of product safety and also take very much care of Environment.

Competition

The Company believes in vigorous yet fair competition and supports the development of appropriate Competition laws. The Company will conduct its operations in accordance with the principles of fair competition and all applicable regulations.

Business Integrity Fairness & Transparency

The Directors and Senior Management Personnel discharge their duties and obligations in accordance with sound business policies and prudent commercial practices and in the interests of the Company and its stakeholders. They apply their best efforts and organize the resources towards the achievement of Company's mission, aspiration, & values. They are expected to act diligently, openly, honestly and in good faith. They must guide their subordinates to act diligently and collectively.

The Board of Directors and senior management personnel of the Company must maintain the confidentiality of all material non-public information entrusted to them by Company. They shall not disclose any material fact to any outsider except authorised by the Board and required under any applicable Laws to do so.

Seam Industries as a whole does not give or receive, whether directly or indirectly, bribes or other improper advantages for business or financial gain. No employee may offer, give or receive any gift or payment which is, or may be construed as being, a bribe. Any demand for, or offer of, a bribe must be rejected immediately and reported to management. Seam Industries accounting records and supporting documents must accurately describe and reflect the nature of the underlying transactions. No undisclosed or unrecorded account, fund or asset will be established or maintained.

Conflicts of Interests

All employees are expected to avoid personal activities and financial interests which could conflict with their responsibilities to the Company. They must not seek gain for themselves or others through misuse of their positions.

Compliances, Monitoring & Reporting

Compliance with these principles is an essential element in our business success. The Board & Senior Management Personnel are responsible for ensuring these principles are communicated to, and understood and observed by, all employees. Day to- day responsibility is delegated to the senior management of the company. They are responsible for implementing these principles, if necessary through more detailed guidance tailored to local needs. Assurance of compliance is given and monitored each year. Compliance with the code is subject to review by the Board supported by the audit committee of the board. Any breaches of the code must be reported in accordance with the procedures specified by the Secretary. The Board will not criticize management for any loss of business resulting from adherence to these principles and other mandatory policies and instructions.

The Board of Directors and senior management personnel to whom such code is applicable shall comply with this code and develop a mechanism for the prompt and fair adjudication of alleged violations of this Code.

In addition to the above, the senior managerial personnel must abide by all laws, rules and regulations of the country applicable to the Company and Company's insider trading norms. The Board of Directors has designed the Company Secretary to secure compliance with the Laws, Rules and Regulations, applicable to the Company.

Compliance Officer

The Board has designated the Company Secretary to act as Compliance Officer to administer the code. Directors, employees may make any report or complaint to the Compliance Officer for submission to the Board of Directors.

Independent Director

Duties of Independent Directors as laid down in the Schedule V of the Companies Act, 2013 are given in annexure A to this Code of Conduct.

Amendment and Modification

This Code may be amended or modified by the Board when required, subject to the applicable laws, rules and regulations of the country.

Annexure A

Duties of Independent Directors:

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.