



## **BANNARI AMMAN SPINNING MILLS LIMITED**

Regd. Office: 252, Mettupalayam Road  
Coimbatore-641 043

### **CODE OF CONDUCT AND ETHICS FOR ALL DIRECTORS, OFFICERS AND EMPLOYEES**

1. Bannari Amman Spinning Mills Limited is committed to conduct its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The company is committed to be a good corporate citizen.

The Directors, Officers and Employees should avoid 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, he should disclose all facts and circumstances thereof to the Board of Directors or any officer nominated for this purpose by the Board and a prior written approval should be obtained.

#### **2. Conflicts of Interest**

A conflict situation may arise where, directly or indirectly:

- a. an independent judgement of the company's interest cannot be exercised.
- b. an employee accepts any personal benefits or gifts or entertainment beyond the customary level either by himself or through his family as a result of his position in the company from any person/company with which the Company has business dealings.
- c. an employee engage in any business activity that detracts an individual's ability to devote appropriate time and attention to his responsibilities with the Company.
- d. any significant ownership interest in any supplier, customer or competitor of the Company
- e. any employment relationship with any supplier, customer, business associate or competitor of the Company.



## **BANNARI AMMAN SPINNING MILLS LIMITED**

Regd. Office: 252, Mettupalayam Road  
Coimbatore-641 043

The Directors, Officers and Employees should avoid 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, he should disclose all facts and circumstances thereof to the Board of Directors or any officer nominated for this purpose by the Board and a prior written approval should be obtained.

### **3. Financial Reporting and Records**

The professional and ethical conduct in the matter of financial affairs is essential for the proper functioning of the company. The Officers and employees engaged in the finance functions should act with honesty and integrity. The persons in-charge for finance and accounting function should prepare and maintain company's accounts fairly and accurately in accordance with generally accepted guidelines, principles, standards, laws and regulations applicable to the company. Internal accounting and audit procedures shall fairly and accurately reflect all of the company's business transactions and disposition of assets. There shall be no wilful omissions of the company transactions from the books and records. Any wilful material misrepresentation or misinformation on the financial accounts and reports shall be regarded as a violation of this code.

### **4. Protecting Company Assets**

The assets of the company should not be misused but employed only for the purpose of conducting the business for which they are authorised. All Directors, officers and employees should strive to protect Company's assets and property and ensure its efficient use. Assets should be used only for the company's business activities.

### **5. Advancing interest of the Company**

Directors, officers and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. They should not use company's property, information or position for personal gains. All Directors, Officers and employees of the company must strive to perform best at all times.



## **BANNARI AMMAN SPINNING MILLS LIMITED**

Regd. Office: 252, Mettupalayam Road  
Coimbatore-641 043

### **6. Integrity and Honesty**

The Directors, officers and employees shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct in the Company's premises. They shall act and conduct free from fraud and deception. Their conduct shall conform to the professional standards of conduct.

### **7. Fair Deal**

Each Director, officer, and employee should deal fairly with customers, suppliers and competitors. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair practices.

### **8. Health, Safety, Environment and Social Responsibility**

Bannari Amman Spinning Mills Limited shall strive to provide a safe and healthy working environment and comply with all regulations regarding the preservation of the environment in and around its manufacturing facilities and other points of operation. The company is committed to prevent the wasteful use of natural resources and minimise any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

### **9. Confidentiality**

The Directors, officers and employees shall maintain the confidentiality of information or that of any customer, supplier or business associates of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized. The use of confidential information for his own advantage or profit is also prohibited.



## **BANNARI AMMAN SPINNING MILLS LIMITED**

Regd. Office: 252, Mettupalayam Road  
Coimbatore-641 043

### **10. Compliances**

The Directors, officers and employees shall comply with all applicable laws, rules and regulations. Transactions relating to sale or purchase of company's equity shares should not be undertaken without complying the formalities contained in the company's code of internal procedures and conduct for prevention of insider trading. If any Director, officer or employee who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, he must immediately report the same to the Board of Directors or any designated person thereof. Such person should as far as possible provide the details of suspected violations with all known particulars relating to the issue. The Company recognizes that resolving such problems or concerns will advance the overall interests of the Company that will help to safeguard the Company's assets, financial integrity and reputation.

All Officers should adhere the code of conduct and ethics of the company. Violations of this Code of Ethics will result in disciplinary action, which may even include termination of services of the employee. The Board of Directors or any person designated by the Board for this purpose shall determine appropriate action in response to violations of this Code of ethics.