



Ambika Cotton Mills Limited

CORPORATE GOVERNANCE **CODE OF CONDUCT**

Regulation 17(5) of SEBI (Listing Obligations and Disclosure Regulation) Regulations, 2015 provides that, a code of conduct has to be laid down by the company for all the Board Members and Senior Staff Members of the company to adopt and follow.

Accordingly the Board Members of the company have;

1. To act in almost good faith and exercise due care, diligence ad integrity in performing their office duties.
2. To ensure that they use the Company's assets, properties information and intellectual rights for official purpose only as per the terms of their appointment.
3. To maintain confidentiality of information entrusted by the company or acquired during performance of their duties and shall not use it for personal gain or advantage.
4. To confirm with applicable legal provisions and to disclose personal and /or declare the information about their relatives (spouse, dependent, children and dependent parents) including transaction, if any , entered into with them.
5. To ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statues, which if not complied with may. Otherwise, disqualify him / her association with the company.
6. To ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as also other regulations as may become applicable to them from time to time and to comply with code of practices and procedures for Fair Disclosure of Unpublished price Sensitive Information and Insider Trading adopted by the Company.
7. To ensure highest degree of Corporate Governance practices.

Reg Office : 15, Valluvar Street, Sivanandha Colony, Coimbatore - 641012, Tamil Nadu, India

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CIN : L17115TZ1988PLC002269



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AND FURTHER

8. Shall not seek, accept or receive, directly or indirectly, and gift, payments or favour in whatsoever form from Company's business associate, which can be perceived as being given to gain favour or dealing with Company and shall ensure that the Company's interest are never compromised.
9. Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public property.
10. Shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the company, expect through the designated spokesperson or authorised otherwise.
11. Shall not, without the prior approval of the Board of Senior Management, as the case may be, accepts employment or a position of responsibility with any other organization for remuneration or otherwise that are prejudicial to the interest of the company and shall not allow personal interest to conflict with the interest of the Company.
12. Every Directors of the Corporation shall endeavour to comply with provisions of Section 166 of the Companies Act, 2013 and rules made there under. Further, the independent directors shall also endeavour to perform such duties as is prescribed under. Further, the independent directors shall also endeavour to perform such duties as is prescribed under Schedule IV of the Companies Act, 2013.

As a token of acceptance, the above Code of Conduct is signed by the Directors.

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