

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF THE COMPANY

PREAMBLE

- (a) This Code of Conduct (“the Code”) shall be called Code of Conduct for Board of Directors and Senior Management’ of ‘**VYARA TILES LIMITED**’ (hereinafter referred to as “the Company”).
- (b) The Code has been framed in compliance with the Regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 which stipulates that the Board of Directors shall lay down a code of conduct for all Board Members and Senior Management Personnel of the Company.
- (c) The Code of Conduct shall be posted on the website of the Company.
- (d) The conduct of directors should be in accordance with the articles of the association of the Company; but in no case should contravene the duties specified by the law.

APPLICABILITY

This Code of Conduct is applicable to the following person:

All the members of the Board of Directors

- Executive Directors
- Non-Independent Non-Executive Directors
- Chairperson
- Independent Directors

All the members of the Senior Management of the Company

- Managing Director/CEO
- Whole-time Directors
- Chief Financial Officer (CFO)
- Company Secretary
- Head of Departments/Functions (e.g., Production/Manufacturing, Research and Development Supply Chain and Logistics, Human Resources (HR), Sales and Marketing, Finance and Accounting, Environmental Health and Safety, IT and Systems Management, Compliances).

OBJECTIVE

The objective of the Code is to maintain the standards of business conduct of the Company and ensure compliance with applicable laws. Towards this end, the Code lays down standards and values which can enhance the image of the Company and set the standards for business transactions and also deter wrong doing in all business-related activities.

DEFINITIONS

For the purposes of this policy, the following definitions apply:

“Act” means the Companies Act, 2013, rules framed thereunder including any statutory modification or re-enactment thereof.

“Applicable Laws” shall mean the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time.

“Board of Director” or “Board” means the collective body of the directors of the Company.

“Company” means **“VYARA TILES LIMITED”**.

“The Code” shall mean the Code of Conduct for Board of Directors and Senior Management Personnel of the Company and as may be amended from time to time.

“Senior Management” shall mean the officers and personnel who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

GUIDELINES FOR CONDUCT

The Code expects all the members of the Board of Directors and Senior Management of the Company to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct. They should act with competence and diligence, without allowing their independent judgment to be subordinated. Every member of the Board of Directors and Senior Management of the Company has an obligation, at all times, to comply with the spirit, as well as the letter, of the Applicable Laws and of the principles of this Code.

Every member of the Board of Directors of the Company should:

- (a) Act in accordance with the Articles of Association of the Company.
- (b) Act in good faith in order to promote the objects of the Company for the benefit of its members as a whole and in the best interests of the Company, its employees, the shareholders, the community and for the protection of the environment.
- (c) Exercise his/ her duties with due and reasonable care, skill and diligence and shall exercise independent judgement.
- (d) Not involve in a situation in which he/ she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- (e) Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he/ she shall be liable to pay an amount equal to that gain to the Company.

- (f) Not assign his/her office and any assignment made shall be void.
- (g) Dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his/her duties, including preparing meetings and decision-making by reviewing in advance any materials distributed and making reasonable inquiries.
- (h) Where a decision is not unanimous, a dissenting Director may disclose the fact that he/she dissented.

Every member of Board of Directors of the Company and Senior Management of the Company should: -

- (a) Seek to comply with all Corporate Policies.
- (b) Conduct themselves in a professional, courteous, and respectful manner.
- (c) Act in a manner to enhance and maintain the reputation of the Company.
- (d) Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service except when authorized or legally required to disclose such information.
- (e) Not using confidential information acquired in the course of their service for their personal advantage.

CONFLICT OF INTEREST

All the members of the Board of Directors and Senior Management of the Company are expected to dedicate their best efforts to advance the Company's interests and to make decisions that affect the Company based on the Company's best interests and independent of outside influences.

A conflict of interest occurs when a director/member of Senior Management private interest interferes in any way, or even appears to interfere, with the interest of the Company as a whole.

Directors and members of Senior Management of the Company should avoid conflicts of interest with the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company shall be disclosed promptly to the Company Secretary of the Company.

A. Corporate Business Opportunities:

A corporate business opportunity is an opportunity (a) in the Company's line of business or proposed expansion or diversification, (b) which the Company is financially able to undertake and (c) which may be of interest to the Company.

A director or member of Senior Management of the Company, who learns of such a corporate business opportunity and who wishes to participate in it should disclose the opportunity to the Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in the opportunity, then, and only then, may the director or member of Senior Management of the Company participate in it, provided that the director/member of Senior Management of the Company has not wrongfully utilized the Company's resources in order to acquire the opportunity.

Directors/members of Senior Management of the Company owe a duty to the Company to advance the Company's interests when the opportunity to do so arises. Directors/members of Senior Management of the Company may not: (a) take for themselves opportunities that are discovered through the use of Company property or information or through the director's position; (b) use the Company's property or information or the director's position for personal gain; or (c) compete with the Company, directly or indirectly, for business opportunities that the Company is pursuing.

B. Payments or gifts from others:

Directors and members of Senior Management of the Company and their immediate families may not accept gifts from person or firms who deal with the Company where the gift is being made to directly or indirectly influence any business decision, any act or failure to act, any commitment of fraud or opportunity for the commitment of any fraud.

C. Company Property:

Directors and members of Senior Management have a responsibility to safeguard and properly use the Company's assets and resources, as well as assets of other organizations that have been entrusted to the Company. Except as specifically authorized, Company assets, including Company equipment, materials, resources and proprietary information, must be used for the Company's business purposes only.

D. Confidential Information:

Directors and members of the Senior Management of the Company should maintain the confidentiality of information entrusted to them by the Company.

The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of the director or anyone other than the Company.

Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers, if disclosed.

NON-COMPLIANCE OF THE CODE

Suspected violations of this Code must be reported to the Chairperson of the Board or the Chairperson of the Audit Committee. All reported violations would be appropriately investigated.

CERTIFICATION OF COMPLIANCE OF CODE OF CONDUCT

The members of the Board and the Senior Management shall affirm their compliance with the code on an annual basis. The Annual Compliance Report shall be forwarded to the Company Secretary of the Company, in the form annexed hereto as Annexure – A. The Annual Report of the Company shall carry a declaration to this effect duly signed by the Managing Director or CEO of the Company.

AMENDMENT AND WAIVER OF THE CODE

Any amendment or waiver of any provision of this Code must be approved in writing by the Company's Board of Directors and promptly disclosed on the Company's website. To the extent any change/amendment is required in the Code in terms of any Applicable Laws or otherwise, the Board of Directors of the Company shall be authorized to review and amend the Code, to give effect to any such changes/amendments. Such an amended Code shall be placed before the Board for noting and necessary ratification at its subsequent meeting.

DUTIES OF INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

The Independent directors shall:

- (a) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- (b) 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;
- (c) Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (d) Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (e) Strive to attend the general meetings of the Company;
- (f) 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;
- (g) Keep themselves well informed about the Company and the external environment in which it operates;
- (h) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (i) 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;
- (j) 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;
- (k) Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- (l) Act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;

- (m) 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.
- (n) In addition, the Independent Directors shall also abide by the provisions of the “Code for Independent Directors” as provided in Schedule IV of the Companies Act, 2013.

ANNEXURE – A

To,
The Company Secretary
VYARA TILES LIMITED
(Formerly known as Vyara Tiles Private Limited)
903-904, Rajhans Montessa, Nr. Le Meridian Hotel
Dumas Road, Magdalla, Surat, Gujarat - 395 007

I..... hereby confirm that I have read the Code of Conduct applicable to Directors and Senior Management of the Company and that I have complied with the requirements of the same during the To.....

Signature:
Name:
Designation:

Date:
Place: