

**CODE OF CONDUCT  
FOR  
THE BOARD MEMBERS AND MEMBERS OF SENIOR MANAGEMENT**

This code of conduct shall apply to Board Members and Members of the Senior Management of SEASONS FURNISHINGS LIMITED (referred to hereinafter the “Company”).

The term ‘Board Members’ shall mean the Chairman, CEO, Whole Time Director, Non- Whole Directors, Directors on the Board of the Company.

For this code, Members of the Senior Management (hereinafter referred to as ‘senior managers’) shall mean those personnel of the Company, who are members of the core management team, excluding Board of Directors and comprise of all members of management one level below to the Board.

Board Members and Senior Managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment. Board Members and Senior Managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

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- To act in accordance with the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment in the discharge of his duties.
- Must comply with all applicable governmental laws, rules, regulations etc. as applicable to Company.
- To observe and guide the company for maintaining the high standard of Corporate Governance.
- To exercise independent judgment on the issue of performance/strategy and policy matters.
- To maintain the confidentiality of the insider information/company business coming to their way time to time.
- To maintain women employees equally and eliminate any gender discrimination.
- Not to accept/ receive/offer, directly or indirectly any gifts, donations, remuneration hospitality, illegal payments and comparable benefits/or anything of value from the Company’s customers, vendors, advisors/ consultants, etc. that is perceived as intended, directly or in directly, to influence any business decision.
- To avoid and disclose actual and apparent conflicts of personal interest with the interest of the company and to disclose all contractual interest, whether directly or indirectly, with the company.
- To intimate the Board of Directors/Company about the any emergence situation that may disqualify him/her from the directorship as early as possible.
- To observe the Code of Conduct for dealing in equity shares and other securities of the Company framed under the SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended.

- Not to hold any office of place of profit in the company by himself/herself or by his/her relative without full disclosure of information in connection therewith.
- Not to divert to his/her own advantage any business opportunity that the company is in pursuit.
- Not to compete with the company, directly or indirectly.
- Not to claim /charge his/her personal expenses from the company.
- No amendment/waiver of any provision of the code is possible unless approved by the Board of Directors.
- The Company /Board of Directors shall have the powers to take necessary action in case of any violation of the code.