

Aaswa Trading and Exports Limited

CODE OF CONDUCT OF BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

INTRODUCTION

This Code of Business Conduct ("Code") shall be called "The Code of Conduct for Directors and Senior Management" of Aaswa Trading and Exports Limited. The Code envisages that the Board of Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and keep themselves informed about the development in the industry in which the Company is involved and the legal requirements to be fulfilled.

The Code is intended to maintain the high standards of transparency, business conduct ethics, corporate culture and the values. The Code is also to act as a deterrent from unethical doings and to promote ethical values and is the manifestation of the Company's commitment to successful operation of the Company's business in the best interest of the shareholders, creditors, employees and other business associates.

The principles embodied in this Code lay down broad standards of compliance and ethics, as required by Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") with the Stock Exchanges where securities of the Company are listed.

APPLICABILITY

"The Code" applies to the Board of Directors and Senior Management Personnel of the Company.

1. COMPLIANCE WITH LAW

All Directors and Senior Management Personnel are required to comply with all applicable laws, rules and regulations, both in letter and spirit. In order to assist the Company in promoting lawful and ethical behavior, Directors and Senior Management Personnel must report to the Compliance Officer any possible violation of law, rules, regulation of this Code.

2. GENERAL STANDARDS OF CONDUCT

Every person to whom the Code is applicable, shall conduct the affairs of the Company and perform his duties with due care, diligence, dignity, honesty and integrity and shall conform to the highest moral and ethical standards and at all time, be loyal to the Company and act in good faith and in the best interest of the Company. Besides the duties and responsibilities cast upon Directors by applicable laws, articles of association of the Company and provisions of the Code, set out hereinbefore, a Director is also expected to:

- use such degree of skill as may be reasonable to expect from a person with his/ her knowledge or experience;
- not seek to influence any decision of the Board for any consideration other than in the interests of the Company;
- make reasonable efforts to attend Board meetings, meetings of the committees of the Board where the Director is a member and general meetings of shareholders, regularly;

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- inform the chairperson of the Board/ committee or the Company Secretary of the Company well in advance in case he is not in a position to attend a Board/ committee meeting and apply for the grant of leave of absence;
- dedicate sufficient time, attention and energy to the deliberations at the meetings to ensure diligent performance of their duties;
- notify the other Directors about the material personal interest in any matter and must not vote on such matter;
- bring an open and independent mind to the Board/ committee meetings and should not make a decision about a matter before attending and participating in the deliberations of the meeting;
- treat each other with courtesy and observe the other guidelines set out in the Code;
- act in a cooperative and respectable manner with their colleagues;
- maintain order and decorum at the meetings and obey the directions given by the Chairperson; and ;
- comply with all applicable laws, regulations, confidentiality obligations and Company's policies.

3. CONFLICT OF INTEREST

Each Director and Senior Management Personnel should endeavour to avoid any conflict of interests with the Company. A 'conflict of interest' exists where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company. The Directors and Senior Management Personnel must avoid situations involving actual or potential conflict of interest. Conflict of interest may also arise when a Director or Senior Management Personnel or members of his or her family or an organization with which the Director or Senior Management Personnel is affiliated, receives improper benefits as a result of the Director's or Senior Management Personnel's position. Any situation that involves or may involve a conflict of interest must be promptly disclosed to the Company's Managing Director or Chairperson of the Audit Committee.

Every Director shall inform the Company about the Committee positions he or she occupies in other listed entities and notify changes as and when they take place. Senior management shall make disclosures to the Board of Directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large.

4. FAIR DEALING

Every Director and Senior Management Personnel should endeavour to deal fairly with the Company's customers, suppliers, dealers, investors, competitors and employees. No Director or Senior Management Personnel of the Company should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. In addition to strict compliance with all legal aspects, all Directors and Senior Management Personnel are expected to observe the highest standards of business and personal ethics in the discharge of their assigned responsibilities.

5. CORPORATE OPPORTUNITY

The Directors and Senior Management Personnel shall not exploit for their own personal gain opportunities that are discovered through the use of corporate property, information or position unless

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the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board of Director's declines to pursue such opportunity. Directors and Senior Management Personnel are prohibited from :

- (a) taking for themselves personally any opportunity that properly belongs to the Company or is discovered through the use of corporate property, information, or position;
- (b) using corporate property, information, or position for personal gain; and
- (c) competing with the Company. If any of the Directors or Senior Management Personnel reasonably believes that a contemplated transaction might be a corporate opportunity or a competitive transaction, the Director or the Senior Management Personnel should make full disclosure to the entire Board and seek its authorization to pursue such transaction.

6. CONFIDENTIALITY

The Company's confidential information is a valuable asset and includes product information, product plans and list of customers, dealers and employees and financial information. All confidential information must be used for Company business purpose only. Every Director and Senior Management Personnel must safeguard it. The Directors and Senior Management Personnel must maintain the confidentiality of the information entrusted to their knowledge by the Company or its customers and any other information which comes to them about the Company, except when disclosure is authorized or legally required. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company if disclosed.

7. PROTECTION AND PROPER USE OF COMPANY'S ASSETS

All Directors and Senior Management Personnel at all levels should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have direct impact on the Company's profitability.

8. WHISTLE BLOWER MECHANISM – REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOR

The Company shall promote ethical behavior in all the spheres of its business operations. The Employees are free to report existing / probable violations of laws, rules and regulations or unethical conduct in accordance with the Whistle Blower Policy.

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The vigil mechanism is overseen by the Audit Committee and provides adequate safeguards against victimization of employees and Directors. Whistle Blower Policy is a mechanism to address any compliant(s) related to fraudulent transactions or reporting intentional non-compliance with the Company's policies and procedures and any other questionable accounting/operational process followed. It provides a mechanism for employees to approach the Chairman/Chairperson of Audit Committee.

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The Directors and the Senior Management Personnel shall not attempt to suppress / conceal any such view or reporting. The confidentiality of those reporting violations shall be protected and they shall not be subjected to any discriminatory practice.

9. CODE OF CONDUCT FOR INDEPENDENT DIRECTOR INCLUDING THEIR DUTIES

The Independent Directors shall also comply with the Code of Conduct for Independent Directors (as amended from time to time) which is laid down in Schedule IV of the Companies Act, 2013 which are:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- 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;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the Company;
- 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;
- keep themselves well informed about the Company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 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;
- 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;
- report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy; and
- acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- 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.

10. INSIDER TRADING IN SECURITIES

It is prohibited to trade in securities or to tip others to trade in securities of the Company on the basis of insider information before it is made available to the public and information about the event has been sufficiently disseminated in public to enable investors to evaluate it. Insider trading rules should be strictly followed even in instances when the financial transactions seem small. The purpose of this policy is both to inform of the legal responsibilities and to make clear to the Directors and Senior Management

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Personnel of the company that the misuse of sensitive information is contrary to Company policy and applicable Securities Regulation Laws of India.

11. ACTION IN CASE OF VIOLATIONS

It is not intended that disciplinary action would be appropriate for every violation of the provisions of this Code. Whether a disciplinary action is appropriate or not and the extent of disciplinary action /penalty to be imposed, will depend on factors such as the seriousness of the violation, the intent behind any such violation, whether there has been a pattern of improper conduct and the effect of such improper conduct on employees, their morale & on the corporate governance system of the Company.

Decision regarding whether or not disciplinary action is to be taken and the nature and extent thereof shall rest with the Board of Directors of the Company whose decision in this regard shall be final and binding.

12. COMPLIANCE OFFICER

The Company Secretary of the Company shall be the Compliance Officer for the purpose of this Code.

13. AMENDMENT TO THE CODE

This Code is subject to continuous review and updation in line with any change in law, the Company's policy, vision & plans or otherwise as the Board may deem necessary.

14. PENALTY

Penalty may include serious disciplinary action, removal from office and dismissal as other remedies including recommendation for any of the above penalty, to the extent permitted by law and as considered appropriate under the circumstances.

DISCLAIMER

In any circumstances, where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the newly enacted law, rule, regulation or standard will take precedence over this Policy until such time the Policy is changed to conform to the Law, rule, regulation or standard.