

ASHIMA LIMITED

CODE OF BUSINESS CONDUCT AND ETHICS

Code of conduct for the board members and senior management of the company

Preamble

Ashima Limited (referred to as Ashima) in consonance with good corporate governance practices has laid down a model code of business conduct and ethics (hereinafter referred to the code) regulating and governing the affairs of its board members (hereinafter referred to as the board) and senior management of the company (hereinafter referred to as the management). The board of directors and management feel strongly about the ethical and lawful policies with which we operate our business. These principles are not new since we have followed the same throughout the years and will continue to do so. Erstwhile Listing Agreement and present SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require the company to set up a formal code of conduct require the company to set up a formal code of conduct.

Our business is conducted on the basis of our established beliefs. We believe in treating our stakeholders, our business associates, employees and all others with whom we are associated with in any manner during the course of our business, with the highest levels of honesty, integrity, consideration and respect. The code is not an attempt to cover every possible business situations, yet is an attempt to set forth the basic and generally accepted principles as part of code of conduct to be observed.

Value Statement

We strive to bring excellence in operations with the help of the latest technology for the products we produce. It is our endeavour to bring to the market the right products at the right time. The board and management have been working together for a bright future by creation of superior products and market them with exceptional skill.

This brings about success for all our stakeholders be it our associates our distributors, retailers, shareholders, depositors, lenders, the community at large.

Purpose and compliance

The board of directors and management of the company wish to adopt the code as set forth below. The code is intended to establish minimum general standards of conduct encompassing the most common and sensitive areas in which the business operates.

This Code of Conduct of Board of Directors & Senior Management Personnel (hereinafter referred to as "CODE") has been framed and adopted by Ashima Limited (hereinafter referred to as "the Company") on 5th January, 2006 and has been amended from time to time in line with the applicable rules and regulations.

This code shall apply to all the members of the board and management personnel not below the rank of Vice – Presidents.

This code, so far as it relates to the management should be read in conjunction with the terms of their employment which makes up how the company conducts its affairs.

This code is designed to meet the requirements of Listing Regulations with the stock exchanges with the stock exchanges and the board and the management shall affirm its compliance on an annual basis.

The code shall be divided into two parts, one applicable to the board and second applicable to the management.

Code of conduct for the management

This code is applicable to the following management personnel:

1. The President of the company
2. The Vice-Presidents in all functional areas working for the company or for any other company in the group.

Prudent conduct and behaviour

The management should act in accordance with the highest standards of honesty, integrity in conduct and discharge of the duties assigned to them.

The management should work diligently as if they are co-owners and for this purpose should keep themselves updated with the affairs of the company and perform their duties as laid in their activity list and strictly observe the rules of employment of the company.

The management is expected to devote full time and attention for the business of the company and not enter into any other activity during the course of business hours, which could affect the performance of duties.

Conflict of interest

The management is expected not to get associated with any third party in any manner whatsoever either as director, partner, retainer, etc., whether such third party is a competitor or not in any such business activity which could have conflicting interest with that of the company and would influence their decision and hamper them in the performance of their duties.

The management should avoid appropriating for themselves business opportunities for themselves that are discovered through the use of company property of information.

They should not hold office or place of profit in the company, except as per the terms of the employment.

Insider Trading

They should ensure strict observance of the code of conduct for dealing in equity shares of the company in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and not to deal in the securities of the company without giving prior intimation of the same to the company. They should not divulge any information to any member of family, friends or relatives in keeping with the high standards of integrity and insider trading regulations and should neither themselves or through any of their relatives, friends and family members deal in the shares of the company or any company in the group.

Fair dealing

They should not accept any favours, payments, offers, etc. from contractors, suppliers, agents, distributors, etc., to their advantage whatsoever and promptly handover such gifts, payments, etc., which are of the value more than Rs. 1000. They should not be influenced by such favours in performance of their duties and not award any contracts on such basis as is not in consonance with the rules laid down for awarding of such contracts.

It is the foremost duty of the management to promote professional and congenial working culture among the employees of the company.

Confidentiality

The management should ensure that all the confidential information acquired during the course of association of the company is maintained intact and is not used to their advantage or is passed on with or without any financial gains whatsoever. Confidential information includes all non-public information that might be of use to competitors or harmful if disclosed to any person other than the member receiving it. The obligation to preserve the confidential information is desired to continue even after the management personnel leaves the organization.

Dealing with media

They should refrain from dealing with press and media, except specifically designated for the purpose or discuss the affairs of the company in public or private meetings

Use of and protecting corporate property and records

The management would need to ensure that the resources and assets of the company are used in the best interests of the company and not for their personal use.

The management should take all the reasonable steps to protect the company's property from loss, damage, theft, vandalism, sabotage, or unauthorized use or disposal.

The management should ensure that all safety, security and environment related norms are adhered to.

- In general the management is expected to work for overall interest of the stakeholders of the company.

Reporting

It is the duty of each of the management personnel to report any breach of any of the aspects of this code to their higher ups one rung above. The Chairman and Managing Director, Executive director and the whole time directors would bring it to the notice of the board. It is assured to one and all that no such reporting would be taken up against the reporter and would not affect his/her employment

Accountability

The board and management are fully accountable for the implementation of this code with respect to issues pertaining to each and issues under their control. Any sanction for any breach of the code and for failing in the accountability would be dealt with as follows:

The board of directors would hand over sanctions to the board, Chairman and Managing Director, Executive Director and whole time directors. The Executive Director would hand over sanctions to the management other than the Executive Director and Whole time director.

Waivers

None of the board or management would have said to be waived from the code unless they obtain a specific waiver in writing from the board of directors

Acknowledgement

I have reviewed the "Code of Business Conduct and Ethics" for Ashima. I understand all provisions stated and certify and affirm that my activities are and will not conflict with any of the provisions contained therein.

###