**Code of Conduct**

*for* Board Members and Senior Management Personnel

***Act with integrity.***

***Be honest.***

***Follow the law.***

***Comply with the Code.***

***Be accountable.***

**PREAMBLE**

The purpose of the code is to promote ethical conduct, maintain the trust and confidence of the public, deter wrongdoing, the good reputation of the Company and the unquestioned integrity of all personnel involved in the Company. The matters covered in this code are utmost importance to the Company, our shareholders and our business partners. Our promise is at the core of Corporate Governance practice in Ace Stone Craft.

**APPLICABILITY**

1. Chairman

2. Managing Director/ Executive Director

3. Other Members of the Board

4. All Senior Management Personnel (SMP) up to the level of Assistant General Manager (AGM).

All the Officers are expected to abide by this code as well as other applicable Ace Stone Craft policies or guidelines, be laid down from time to time. Any violation of this code may result in disciplinary action, up to and including immediate termination

**CODE OF CONDUCT IN BRIEF**

The code of conduct and ethics may be laid down in brief. The members are advised to read and understand carefully the code of conduct of the Company so as to understand and act in accordance with highest standards of personnel and professional integrity, honesty and ethical conducts.

The Board Members and the Senior Management Personnel of the Company:

Shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgement.

Shall maintain and help the Company in maintaining highest degree of Corporate Governance practice--. Shall act in utmost good faith and exercise due care, diligence and integrity in performing them duties.

Shall ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only or as per the terms of their appointment.

Shall not seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company and shall ensure that the Company's interests are never compromised.

Shall 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.

Shall not commit any offences involving morale turpitude or any act contrary to law or opposed to the public policy.

Shall not communicate with any member of -press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorised otherwise.

Shall not, without the prior approval of the Board or Senior Management, as the case may be, accept employment or a position of responsibility with any other organization for remuneration or other,.,.,, that are prejudicial to the interests of the Company and shall not allow personal interest to conflict the interest of the Company.

Shall in conformity with applicable legal provisions disclose personal and/ or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them.

Shall ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify her from his/ her association with the Company.

Shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992 as also other regulations as may become applicable to them from time to time.

**INTRODUCTION**

Ace Stone Craft always considered Corporate Governance as an integral part of good management. In it's strive to achieve excellence, the Company implemented the concepts of Corporate governance with openness, integrity and accountability. The code of conduct is expected to ensure compliance with legal requirements and our standards of business conduct. Ace Stone Craft is committed to continuously reviewing and updating its policies and procedures, its organizational culture and high standard of professionalism. Therefore, this Code of Conduct is subject to modification from time to time.

**CONFIDENTIALITY**

We are committed to maintaining the highest degree of integrity in all our dealings with potential, current and past clients, both in terms of normal commercial confidentiality, and the protection of all personal information received in the course of providing the business services concerned. We extend the same standards to all our customers, suppliers and associates.

Ethics

We always conduct our own services honestly and honourably, and expect our clients and suppliers to do the same. Our advice, strategic assistance and the methods imparted through our training, take proper account of ethical considerations, together with the protection and enhancement of the moral position of our clients and suppliers.

**DUTY OF CARE**

Our actions and advice will always conform to relevant law, and we believe that all businesses and organizations, including this consultancy, should avoid causing any adverse effect on the human rights of people in the organizations we deal with, the local and wider environments, and the well-being of society at large.

**CONFLICT OF INTEREST**

Due to the sensitive nature of our particular consultancy services, we will not provide a service to a direct competitor of a client, and we generally try to avoid any dealings with competitor companies even after the cessation of services to a client.

**Contracts**

Our contract will usually be in the form of a detailed proposal, including aims, activities, costs, timescales and deliverables. The quality of our service and the value of our support provide the only true basis for continuity. We always try to meet our clients' contractual requirements, and particularly for situations where an external funding provider requires more official parameters and controls.

**Fees**

Our fees are always competitive for what we provide, which is high quality, tailored, specialised service. As such we do not generally offer arbitrary discounts; generally a reduction in price is only enabled by reducing the level or extent of services to be delivered. That said, we always try to propose solutions which accommodate our clients' available budgets and timescales. Wherever possible we agree our fees and basis of charges clearly in advance, so that we and our clients can plan reliably for what lies ahead, and how it is to be achieved and financially justified.

**Payment**

We aim to be as flexible as possible in the way that our services our charged. Some clients prefer fixed project fees; others are happier with retainers, and we try to fit in with what will be best for the client. We make no attempt to charge interest on late payments, so we expect payments to be made when agreed. Our terms are generally net monthly in arrears.

**INTELLECTUAL PROPERTY AND MORAL RIGHTS**

We retain the moral rights in, and ownership of, all intellectual property that we create unless agreed otherwise in advance with our clients. In return we respect the moral and intellectual copyright vested in our clients' intellectual property.

**QUALITY ASSURANCE**

We maintain the quality of what we do through constant ongoing review with our clients, of all aims, activities, outcomes and the cost-effectiveness of every activity. We encourage regular review meetings and provide regular progress reports. This consultancy has been accredited under a number of quality assurance schemes. Further details are available on request.

**PROFESSIONAL CONDUCT**

We conduct all of our activities professionally and with integrity. We take great care to be completely objective in our judgement and any recommendations that we give, so that issues are never influenced by anything other than the best and proper interests of our clients.

**EQUALITY AND DISCRIMINATION**

We always strive to be fair and objective in our advice and actions, and we are never influenced in our decisions, actions or recommendations by issues of gender, race, creed, colour, age or personal disability.

**DISCLAIMER**

THIS POLICY IS INTENDED SOLELY AS A GUIDE THE LANGUAGE USED IN THE CODE OF CONDUCT SHOULD BE CONSTRUED AS CREATING A CONTRACT OF EMPLOYMENT BETWEEN THE COMPANY AND ANY OF ITS EMPLOYEES.

For **Ace Stone Craft Ltd.**

**Sd/-**

Anil Arya

**Director**