

ACE SOFTWARE EXPORTS LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT EMPLOYEES

1. Introduction

This Code of Conduct (“the Code”) helps maintain the standards of business conduct of Ace Software Exports Limited together with its subsidiaries (“Ace Software” or “Company”). This Code applies to all Directors and employees in Senior Management of Ace Software Exports Limited and all its subsidiaries.

Ace Software is committed to conducting its business in accordance with the applicable laws, rules and regulations with highest standards of business ethics. This Code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. Each Officer is expected to comply with the letter and spirit of this Code.

The Code is available on Company’s website at www.acesoftex.com

2. Code of Conduct

This Code of Conduct and Ethics (“Code”) helps maintain the standards of business conduct of the Company, Ace Software Exports Limited, together with its subsidiaries, and ensures compliance with legal requirements.

This Code is designed to deter wrongdoing and promote, among other things,

1. Honest and ethical conduct
2. Financial reporting and accounting requirement
3. Prohibition of Insider trading
4. Protecting Company’s confidential information
5. Violation and disciplinary actions
6. Gifts and benefits
7. Responsibilities to our customer
8. Conflict of interest.
9. Equal Opportunity at Workplace
10. Sexual Harassment
11. Compliance with Laws, Rules and Regulations
12. Modifications and waiver of code
13. Affirmation

All the Directors and Senior Management Employees of the Company are expected to read and understand this Code, uphold these standards in day-to-day activities, comply with all applicable policies and procedures.

1. Honest and Ethical conduct

An Officer must act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working on the Company’s premises, at offsite locations where the Company’s business is being conducted, or at any other place while representing the Company.

2. Financial reporting and accounting requirements.

The Company is required to follow strict accounting principles and standards, to report financial information accurately and completely in accordance with these principles and standards, and to have appropriate internal controls and procedures to ensure that our accounting and financial

reporting complies with applicable law. The integrity of our financial transactions and records is critical to the operation of our business and is a key factor in maintaining the confidence and trust of our employees, security holders and other stakeholders. The Directors and Senior Management Employees should seek to ensure that the internal controls and procedures in the company are in place, understood and followed

3. Prohibition of Insider trading

Insider trading is prohibited by both Law as well as by the Company's policy. Directors and their relatives as also employees of the Company and their 'immediate family' shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company, which is not in the public domain and thus constitute insider information. Insider Trading invokes severe penalties under the Regulations issued in India under the Securities and Exchange Board of India (SEBI) Act, 1992. "Price sensitive information" is an information, which relates directly or indirectly to a Company and which, if published, is likely to materially affect the price of Securities of a Company. It is important to note that both positive and negative information could be price sensitive.

Further information on insider trading rules please refer Code of Conduct to regulate, monitor and report trading by employees and other connected persons which is available website of the Company.

4. Protecting the Company confidential information

The Company's confidential information is a valuable asset. The Company's confidential information includes technical information, such as trade secrets and inventions; names and lists of customers, dealers, and employees; financial information and projections; non-public information about customers, suppliers and others; and much of its internal data. This information is the property of the Company. All confidential information must be used for Company business purposes only. Every Directors and Senior Managers must safeguard it. This responsibility also includes, not disclosing the Company confidential information such as information regarding the Company's services or business, over the internet.

5. Violation and disciplinary actions

Violation of any applicable law, this Code or other Company policies or procedures by the Director and Senior Manager can lead to disciplinary action up to and including termination. Disciplinary actions may include immediate termination of employment at the Company's sole discretion. Where the Company has suffered a loss, it may pursue legal actions against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

6. Gifts and benefits

An Officer must not obtain personal advantage from any person dealing with the Company. In particular an Officer must not accept any gifts, or inducements where the value of such could make it appear that the person giving is attempting to influence the Officer to gain advantage. Any such gifts or inducements received should be returned tactfully with the request that no gifts be forwarded in future. Officers of the Company may however, honour, accept and offer nominal gifts which are given customarily and are of a commemorative nature.

7. Responsibilities to our customer

If the job of any Director and Senior Management Employees requires interfacing or contacting any Company customers or potential customers, it is important to remember that you represent the Company to the people with whom you are dealing. Act in a manner that creates value for our Customers and help build a relationship based upon trust. The Company and its employees

have provided services for many years and have built up significant goodwill over the years. This goodwill is one of our most important assets, and they must act to preserve and enhance Company's reputation. The Company's suppliers make significant contributions to our success. To create an environment where our suppliers have an incentive to work with the Company, they must be confident that they will be treated lawfully and in an ethical manner. The Company's policy is to purchase supplies based on need, quality, service, price and terms and conditions. The Company's policy is to select significant suppliers or enter into significant supplier agreements through a competitive bid process where possible. Under no circumstances should any Company director, officer, employee or third-party agent attempt to coerce suppliers in any way.

8. Conflict of interest

A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. The decisions and actions of the Directors and Senior Management Employees in the course of employment with the Company should be based on the best interests of the Company, and not based on personal relationships or benefits. Each of them has a responsibility to the Company and its stakeholders. Although this duty does not prevent them from engaging in personal transactions and investments, it does demand the avoidance of situations where a conflict of interest might occur or appear to occur or ability to exercise independent judgment in the Company's best interest is compromised.

9. Equal Opportunity at Workplace

The Company provides equal opportunities to all employees and aspirants for employment in the Company. The Company policy prohibits harassment of any kind based on gender, caste, religion, race or colour, marital status. The Company believes in equal work opportunities for all employees and does not condone favouritism at the workplace.

10. Sexual Harassment

The Officers shall maintain a work environment free from sexual harassment, whether physical, verbal or psychological. Disciplinary action shall be taken against any Officer found in breach of this Code, which may include civil or criminal prosecution before competent Court of Law. Officers shall in addition to this 'Code' also adhere to the Company's Sexual Harassment Policy.

11. Compliance with Laws, Rules and Regulations

An Officer shall comply with all applicable laws, rules and regulations. Any Officer who is unfamiliar or uncertain about the legal rules involving Company business conducted by him/her should consult the secretarial department of the Company before taking any action that may jeopardize the Company or that individual.

If any Officer who knows or suspects of a violation of applicable laws, rules or regulations or this Code, he/she must immediately report the same to the Board of Directors or any designated person/committee thereof. Such person should as far as possible provide the details of suspected violations with all known particulars relating to the issue. The Company recognizes that resolving such problems or concerns will advance the overall interests of the Company that will help to safeguard the Company's assets, financial integrity and reputation.

12. Interpretation of the Code

Any question or interpretation under this Code, will be handled by the Company Secretary and Compliance Officer or any person/committee authorized by the Board of the Company. The Board has the authority to waive compliance with this Code for any Officer. The person seeking waiver of this Code shall make full disclosure of the particular circumstances to the Board.

13. Modifications

The Company is committed to continuously reviewing and updating the policies and procedures based, in part, on our periodic assessment of the Company's risks. Therefore, this Code will be periodically revised and is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's Board and promptly disclosed on the Company's website.

14. Affirmation

All Directors and Senior Management Employees shall affirm compliance with the Code of Conduct on annual basis within 30 days of close of every financial year ending on 31st March. The Annual Affirmation (as per format specified hereunder) addressed to the Board shall be forwarded to the secretary of the Company within the said period of 30 day.

Annexure 1

Additional provisions for Independent Directors

1. Every Independent Director shall ensure the compliance with the guidelines of professional conduct, role and functions and duties and other matters as mentioned in the Code for Independence Directors in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.
2. An independent Director shall be held liable, only in respect of such acts of omission or commission by a Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently with respect of the provisions contained in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
3. Duties of Independent Directors as prescribed under the Companies Act,2013

Every Independent Director 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;
- l. acting within his 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

Annexure II
FORM OF AFFIRMATION OF COMPLIANCE OF CODE OF CONDUCT

I have duly complied with the Code of Conduct for Directors and Senior Management Employees during the financial year _____.

Employee Name

Employee No

Signature

Date

Please sign and return this form to the Secretarial Department.