

CODE OF CONDUCT FOR BOARD & KMPs

Introduction:

Aether Industries Limited (referred to as 'Company') is mainly engaged in business of manufacturing basic cum specialty chemicals along with research and development activities.

Company values integrity, commitment, standards and ethics and also believes that such principles and standards govern the behavior of the Company and its' employees. High moral and ethics are always essential for long term achievements and vision of the Company.

Preamble:

This Code of Conduct (hereinafter referred to as 'the Code') has been framed and adopted by the in compliance with the provisions of Regulation 17(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the Stock Exchanges.

With a view to maintain high standards of the Company requires the following rules / code of conduct to be observed in all activities by the Board and the KMPs.

Applicability:

The Code applies to the Members of the Board of Directors (hereinafter referred to as 'Board Members') and Members of Senior Management Team of the Company. One level below the Executive Directors viz. Chief Financial Officer and the Company Secretary of the Company and other Business Heads, Unit Heads, Functional Heads and all other Executives having similar or equal rank in the Company. (hereinafter referred to as 'Senior Managers').

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

The Code will be posted on the website of the Company.

Code of Conduct:

The 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 judgement.

The Board members and Senior Managers of the Company:

1. be independent in judgement and on issues of strategy, policy matters and performance and take all reasonable steps to be satisfied as to the soundness of the decision taken by the Board.

2. shall recognize that their primary responsibility is to the shareholders of the Company as a whole with due regards for the interest of all other stakeholders.
3. shall avoid personal interests to conflict with the interest of the Company.
4. shall not make improper use of Company's assets, properties, information or intellectual rights nor take improper advantage of their position.
5. shall maintain and help the Company in maintaining the highest degree of Corporate Governance.
6. shall act in utmost good faith and exercise due care, diligence and integrity in discharge of their duties and responsibilities and exercise all powers for the benefit and prosperity of the Company.
7. shall maintain confidentiality of the Company's business secret and other information of the like nature entrusted by the Company or acquired during the performance of their duties.
8. shall observe the Code of Conduct for dealing in equity shares/securities of the Company framed under SEBI (Prevention of Insider Trading) Regulations, 1992.
9. shall not seek, accept or receive directly or indirectly any gift, payments or favour of value (except nominal gifts which are customarily given and are of a commemorative nature for special events) in whatsoever form from Company's business associates which can be perceived as being given to gain favour in dealing with the Company and shall ensure that the Company's interests are never compromised.
10. shall not commit any offence involving morale turpitude or engage in a conduct likely to bring discredit upon the Company.
11. to promptly report to the Chairman any actual or possible violation of the Code.

Disclosures:

Notwithstanding that any instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested officer should be made to the Company. It is also incumbent upon every officer to make full disclosure of any interest which the Officer or the Officer's immediate family, which would include parents, spouse and children, may have in a Company or firm which is a supplier, customer, distributor or has other business dealings with the Company. If any Officer fails to make a disclosure as required herein, and the Company of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the Officer, the company would take a serious view of the matter and consider suitable disciplinary action against the Officer.

The Company feels that serving on the Board of Directors of other companies may raise substantial concerns about potential conflict of interest and therefore all Directors shall report / disclose such relationships to the Board on an annual basis.

Review:

The Code may be reviewed and updated from time to time as when required with the requirement of the law.