



Astral Limited

Code of Conduct

(For Board Members & Senior Management Personnel)

1. Introduction:

This Code of Conduct for the Board of Directors and the Senior Management Personnel (hereinafter referred to as "the Code") has been revised and adopted by Astral Limited (hereinafter referred to as "the Company") in compliance with the provisions of regulation 17 (5) of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015.

2. Philosophy:

It has been long pursued policy and commitment of the Company to adhere to the highest standards of integrity – professional and financial – and business ethics in the operation of its business. We believe that this organization has been handed to us by the various stakeholders in "trust" and we as professional managers are the "trustees" of those stakeholders. It is therefore our responsibility to ensure that the organization is managed in a manner that protects and furthers the interests of various stakeholders.

3. Applicability:

The provisions of this Code shall be applicable to the following persons:

all Board Members; and

the Senior Management.

“Senior Management” shall mean officers/personnel of the Company who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

The Whole-time Directors and the Senior Management shall continue to comply with other applicable policies, rules and procedures of the Company for the time being in force.

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

4. The Code:

All Directors and Senior Management Personnel:

- 1) shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.

- 2) shall avoid situations in which their personal interest could conflict with that of the Company.
- 3) shall disclose to the appropriate authority/body all cases of Conflict of Interest or potential Conflict of Interest between the person and the Company.
- 4) shall neither directly or indirectly, give any official favors for personal purposes nor spend any money of the Company for personal purposes.
- 5) shall respect the confidentiality of data made available to them from time to time. Such respect for confidentiality shall also continue after such person ceases to hold office as Director or serve the organization.
- 6) shall not give any statement detrimental to the interest of the Company to the press or any other form of media.
- 7) shall adhere to the Insider Trading Code of the Company, if any.
- 8) shall take every reasonable step to ensure adherence to the laws of the land.
- 9) shall help promote equality of gender, class and caste in so far as the same relates to the activities of the Company.
- 10) shall encourage women employees to report any harassment concerns and be responsive to any complaints of harassment or other unwelcome and offensive conduct.
- 11) shall in their decisions respect the necessity of protecting the environment consistently with the need of sustainable development.
- 12) shall exercise their responsibilities with utmost cost consciousness within the organization and shall promote the same.
- 13) shall not use any facility of the Company for their personal use except when such facility has been provided for personal use by policy or specific permission.
- 14) shall be transparent in all their dealings except in cases where the needs of business security dictate otherwise and shall hold themselves accountable to the appropriate authority/body.
- 15) shall practice and encourage the spirit of productive debate and discussion among the employees and with the Board as the situation may warrant.

- 16) shall not show disrespect to their superior officers or to the authority of the Board.
- 17) shall not engage in misinformation, disinformation or personal vilification or victimization of any employee or stakeholder.
- 18) shall uphold the values of trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self-respect and human dignity.
- 19) shall never compromise with the interest of the company in all their dealings with suppliers and customers.
- 20) shall not accept gifts and presents of more than Rs.1000/- or receive gratuitous or other payments or treatments from suppliers or customers which could lead to compromising the Company's interests.
- 21) shall at all times make an endeavor to attend such meetings /occasions including Board and Committee meetings as are required of the person for the benefit, growth and development of the Company.
- 22) shall dedicate sufficient time, energy and attention to the Company to ensure diligent performance and be aware of and seek to fulfill his or her duties and responsibilities as set forth in the Company's Memorandum & Articles of Association and Corporate Governance Guidelines.
- 23) shall not use abusive or offensive language at the workplace or any such location connected to official business.
- 24) shall not illegally withhold any property or documents of the Company and should ensure protection of the same at all times.
- 25) shall not knowingly suppress a material fact, which can be detrimental to the interest of the Company, from the appropriate authority/body.
- 26) shall not make any statement, verify any return or form, containing any particulars, knowing it to be false.
- 27) shall practice a conduct of giving highest respect to humans and human values and must promote the same.

This code of conduct shall also be placed on the website of the Company.

For the employees of the Company 'appropriate authority' means the designated reporting authority of the executive, or the Managing Director of the Company, if he is the designated reporting authority of the executive

concerned. In case of members of the board, the appropriate authority shall be the Board of Directors and in exceptional cases, the Chairman of the Board.

5. Duties of Independent Directors:

A guide to professional conduct for Independent Directors is separately specified under the Companies Act, 2013, in Schedule IV - "Code for Independent Directors", which lays down the guidelines of professional conduct for Independent Directors and their role & duties, which is appended as Annexure I to this Code.

For the purpose of Regulation 16(1)(b)(iv) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the term "material" shall mean transaction(s) entered into with an Independent Director of value not exceeding ten per cent. of his total income, with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during three immediately preceding financial years or during the current financial year.

For the purpose of Regulation 16(1)(b)(vi)(E) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the term "material" shall mean transaction(s) entered into with an Independent Director of value not exceeding ten per cent. of his total income.

6. No rights created:

This Directors' Code set forth guidelines for conduct for the Board of Directors and Senior Management personnel. It is not intended to nor does it create any right in favour of any Director or Senior Management personnel, client, supplier, customer, shareholder, or any other person or entity.

7. Waiver:

Any waiver of any provision of this Code of Conduct for a Director, Senior Management Personnel must be placed for approval before the Board of Directors.

8. Annual Compliance Affirmation:

Board Member and Senior Management Personnel shall affirm compliance with this Code on an annual basis as at the end of each financial year of the Company (as per Annexure II within 10 days of the close of every financial year).

ANNEXURE – I

Role & Duties of Independent Directors:

I. Guidelines for Professional Conduct:

- 1) Uphold ethical standards of integrity and probity;
- 2) Act objectively and constructively while exercising his duties;
- 3) Exercise his responsibilities in a bona fide manner in the interest of the company;
- 4) Devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- 5) Not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- 6) Not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- 7) Refrain from any action that would lead to loss of his independence;
- 8) Where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- 9) Assist the company in implementing the best corporate governance practices.

II. Role & Functions:

The independent directors shall:

- 1) Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- 2) bring an objective view in the evaluation of the performance of board and management;
- 3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

- 4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- 5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- 6) balance the conflicting interest of the stakeholders;
- 7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- 8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

The independent directors shall:

- 1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 2) 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;
- 3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- 4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 5) strive to attend the general meetings of the company;
- 6) 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;
- 7) keep themselves well informed about the company and the external environment in which it operates;
- 8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

- 9) 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;
- 10) 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;
- 11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 12) Act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 13) 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

CODE OF CONDUCT

FOR DIRECTORS AND SENIOR MANAGEMENT EXECUTIVES

OF

ASTRAL LIMITED

ANNUAL COMPLIANCE CONFIRMATION

I, do hereby solemnly affirm that I have received **THE CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL** and complied in letter and spirit with the provisions of the said Code during the financial year ended 31st March, ____.

Signature: _____

Name : _____

Designation : _____

Date : _____

The Code was reviewed by the Board of Directors of the Company at its Meeting held on 11th November, 2022.
