

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

PREAMBLE

The Code of Conduct is the written expression of the various expectations from the Board of Directors as well as Senior Management. All Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decision and policies in the best interest of the Company and its shareholders / stakeholders. All the concerned persons should understand this code and ensure to abide by it in their day-to-day activities. The Company appoints the Company Secretary as a Compliance Officer for the purpose of the code who will help all the directors and senior management to comply with the code.

HONESTY AND INTEGRITY

All Directors & Senior Management shall conduct their activities, on behalf of the Company, and on their own personal behalf, with honesty, integrity and fairness. All Directors & Senior Management will act in good faith, responsibility with due care, competence and diligence, without allowing their independent judgment to be subordinated. All the concerned people will act in the best interest of the company and fulfill the fiduciary obligations.

CONFLICT OF INTEREST

Directors and Senior Management on the Board of the Company shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or the Group. If any related party transaction is unavoidable, it must be fully disclosed to the Board or to the Audit Committee, as the case may be.

COMPLIANCE

All concerned persons are required to comply with all applicable laws, rules and regulations, both in letter and spirit.

OTHER DIRECTORSHIP

The Company feels that serving on the Board of Directors of other companies may raise substantial concern about potential conflicts of interest. And, therefore, all the Directors must report/disclose such relationship to the Board on an annual basis.

CONFIDENTIALITY OF INFORMATION

Any information concerning the company's business, its customers, suppliers etc., which is not in public domain and to which all concerned persons have access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No Director or Senior Management shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

INSIDER TRADING

Any Director or Senior Management of the Company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public domain and, therefore, constitutes insider information. All Senior Management & Directors shall comply with Insider Trading Guidelines as issued by SEBI.

RELATED PARTIES

As a general rule, Director & Senior Management should avoid conducting Company business with a relative or significant other, or with a business which a relative or significant other is associated in any significant role.

DUTIES OF DIRECTORS

The Directors are responsible for ensuring compliance with all applicable statutory requirements by the Company. The Board as a whole and the Directors as individuals owe certain fiduciary responsibilities to the Company as an entity and to its stakeholders. Directors are required to act in the best interests of all shareholders / stakeholders of the Company. All independent directors should follow the “Code for independent directors” given in Schedule IV of Companies Act, 2013 consisting of professional conduct, role and functions, duties etc.

GIFTS AND DONATIONS

No Director or Senior Management of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business.

KNOW AND RESPECT EXISTING LAWS

All concerned persons must obey existing local, state, national, and international laws to the utmost degree. They should also obey the policies, procedures, rules and regulations of the Company.

PROTECTION OF ASSETS

Directors must protect the Company’s assets, labour and information and may not use these for personal use, unless approved by the Board.

INFORMATION AND COMMUNICATION TO THE BOARD

As Board Members, all Board of Directors of the Company are bound to inform the Board in their meetings of any changes in their other Board positions, Relationship with other businesses (including charitable) and other events/circumstances/conditions that may interfere with their ability to perform the Board/Board Committee duties or may impact the judgment of the Board as to whether the Directors do meet the independence requirements of Listing Agreement with Stock Exchange.

TEAM WORK

All Directors Senior Management shall work together on the principle of mutual trust and transparency in a boundary-less organization. All of them should be intellectually honest in advocating proposals, including recognizing risks.

UPHOLD AND PROMOTE THE PRINCIPLES OF THIS CODE

Treat violations of this code as inconsistent association with the organization. However, if any of the Directors and Senior Management do not follow this code by engaging in gross misconduct, the matter would be reviewed by the Audit Committee & Board and their decision shall be final. The Company reserves the right to take appropriate action against any guilty Director or Senior Management.

COMPLIANCE WITH THE CODE

Once every year or upon revision of this code, every Director must acknowledge and execute an understanding of the code and an affirmation that he/she has complied with the Code. New Directors will sign such a deed at the time of joining.

AMENDMENT

This code may be amended, modified or varied by the Board as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines.

AFFIRMATION OF COMPLIANCE OF THE CODE

In terms of clause 49 of the listing agreement all Board Members and Senior Management Personnel shall affirm compliance with the Code in the Form “Annual Compliance Certificate” annexed to this Code as Appendix-1 and send the same to the Compliance Officer of the Company.

APPENDIX-1

ABM KNOWLEDGEWARE LIMITED

Code of Conduct For

Board Members and Senior Management Personnel

ANNUAL COMPLIANCE REPORT

I _____ do hereby solemnly affirm to the best of my knowledge and belief that I have fully complied with the provisions of the **CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**, as applicable, during the year ending 31st March _____.

(Signature)

(Name)

(Position)

(Date)

(Place)