ARIHANT SUPERSTRUCTURES LIMITED

CODE OF CONDUCT

PREAMBLE

As per the Clause 49(I) (D) of the Listing Agreement, it has been obligatory for the Board of Directors of all the listed company to lay down the code of conduct for all Board members including Committees of the Board and senior management of a company.

The rationale of this Code of Conduct (the "Code") is to conduct the business of the Company in accordance with the relevant laws, regulations, and rules and with the highest standard of ethics and values. The matters covered in this Code are of utmost importance to the Company, shareholders and other stakeholders.

APPLICABILITY

This "Code" shall be applicable to the following personnel of the Company and shall come into force with effect from **20th June, 2010**

(a) All Members of the Board of Directors of the Company.
(b) All Senior Executives of the Management of the Company.

The whole-time Directors and Senior Management Personnel should continue to comply with other applicable/ to be applicable policies, rules and procedures of the Company.

Explanation: For this purpose, the term "senior management" shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

This Code of Conduct of the Company shall be known as **"ASL - Code of Conduct"** (hereinafter referred as "**The Code**"). This Code has been made pursuant the SEBI directives and Stock Exchange Listing Agreement. Wherever there is any variation between the provisions of the Code and the provisions of Listing Agreement, as amended, the provisions of the listing agreement would prevail over the provisions of the code.

OBJECTIVE

The objective of the Code is to ensure compliance with legal requirements and set standards for business conduct so that concerned officers acts in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working for and on behalf of the Company.

This Code of Conduct helps ensure compliance with legal requirements and sets standards for business conduct. All the concerned are expected to read and understand this Code, to uphold these standards in day-to-day activities and comply with all applicable policies and procedures.

ACKNOWLEDGMENT

Please sign the acknowledgment form at the end of this Code of Conduct and return the form to the Company Secretary indicating that you have received, read, understood and agreed to comply with the Code.

ASL - CODE OF CONDUCT

DUTIES AND RESPONSIBILITES

All Directors and officers shall observe and implement following code of conduct in their official day to day activities;

a. **Sincere, Honest and Ethical Conduct**

All Directors and all officers shall observe high standard of personal, professional integrity, honesty and ethical conduct which is free from fraud and deception, while employed with the organization. They should act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Directors and officers shall act in the best of interest of the Company and fulfill the fiduciary obligations. All concerned are expected to devout full attention and are committed for optimizing the growth of the Organization by adopting best of the corporate governance practices and ethos.

b. **Statutory compliance**

All Directors and Officers should take utmost care and pay attention to comply with all applicable laws, regulations, rules and regulatory orders in letter and in spirit. They are also expected to acquire appropriate knowledge of the requirements relating to their duties sufficient to enable them to recognize potential dangers and to report to the Board or management the possible violation of laws and regulations or the code of conduct.

c. **Conflicts of Interest**

Directors shall avoid situations where a conflict of interest might occur or appear to occur on account of personal transactions and investments which conflicts with interest of the Company. A Conflict of interest exists when any personal or professional interest is adverse to or may appear adverse to the interest of the Company. Conflict of interest may also arise when a director/officer, or member of his or her family or firm, an organization with which the director/officer is directly or through relatives or otherwise is affiliated receives improper personal benefits as result of his or her position as Director/officer of the Company. Such conflict of interest impairs ability to exercise good judgment on behalf of the Company and is not in the best interest of the Company. Following engagement/activities shall be treated conflicting with interest of the Company;

(i) **Employment/ Outside Employment**. Directors/Officers should avoid engaging themselves in any activity/employment that interferes with performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company.

(ii) **Outside Directorships**. It is a conflict of interest to serve as a director of any company that competes with the Company. Directors should ensure to report such directorship to the Board.

(iii) **Related Party Transactions**. Directors should avoid conducting business with relatives or with firm/company in which a relative/related party is associated in any significant role. If such related party transaction is unavoidable it must be fully disclosed to the Board or the Head of Finance of the Company and such transaction shall be referred to Audit Committee for its review and comments. Any dealings with a related party must be conducted in such a way that no preferential treatment is given.

d. **Corporate Opportunities**

Directors and Officers should not exploit for their own personal gain opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board of Directors declines to pursue such opportunity.

e. **Protection of Assets**

Protecting the Company's assets is a key responsibility of every employee. Care should be taken to ensure that assets are not misused, misappropriated, loaned to others, or sold or donated, without appropriate authorization.

f. **Confidential of Information**

Any information concerning the Company's business, its customers, suppliers etc, which is not in the public domain and to which the director or officer has 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. The Company's confidential information includes product architectures;

source codes; product plans and road maps; names and lists of customers, dealers, and employees; and financial information. All confidential information must be used for Company business purposes only.

g. **Insider Trading**:

Directors and Officer 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 concerned shall ensure to comply with the Insider Trading Code of the Company and Insiders Trading Regulations of the SEBI since failure to do so attracts serious consequences in terms of penalties and prosecutions.

h. **Health, Safety and Environment**

The Company shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in. The Company shall be committee to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

i. **Gifts and Donations**

The Company and its employees shall neither receive nor offer or make directly or indirectly any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of the its business. However, the Company and its employees may accept and offer nominal gifts, which are customarily given and are of a commemorative nature for special events.

j. **Quality of Product and services**

The Company shall be committed to services of the highest quality standards, backed by efficient after sales services consistent with the requirement of customers to ensure their total satisfaction. The quality of standards of the Company’s goods and services should be at least meet the required national standards and the company should endeavour to achieve international standards.

DISCIPLINARY ACTIONS

The matters covered in this Code of Business Conduct and Ethics are of the utmost importance to the Company, its stockholders and its business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values. It is expected that all will adhere to these rules in carrying out their duties for the Company. The Board shall determine appropriate actions to be taken in the event of violations of the Code.

Acknowledgement of Receipt of Code of Conduct for All the Directors and Senior Executives of Arihant Superstructures Limited.

I, _____, Whole-time/Part-time Director/Senior Executive/Director of the Company have received and read the Company's Code of Conduct for the Directors and Senior Executives (the Code). I understood the standards and policies contained in the Code and further understood that there may be additional policies or laws specific to my job. I agree to adhere to the standards described in the Code and comply with the Code at all times.

If I have any clarifications/questions concerning the meaning/definition or application of the Code, any Company policies or the legal and regulatory requirements applicable to my job, I understood that I can consult the Company Secretary/Compliance Officer and that my clarifications/questions/requests or reports to these sources will be maintained in confidence.

Signature:
Name:
Designation:

Place: _____
Date: _____

Note: this acknowledgement shall be handed over to the Company Secretarial Department.