

SWAGTAM TRADING & SERVICES LIMITED

Regd. Office: R-489, GF-A, New Rajinder Nagar, New Delhi – 110060

Tel: 011-42475489 E-mail: swagtam1984@gmail.com Website: www.swagtam.com

CIN: L51909DL1984PLC289131

CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

I. PURPOSE / OBJECTIVES

The Directors and Senior Management Personnel of ‘Swagtam Trading & Services Limited’ (hereinafter referred to as “Company”) are expected to read and understand the Code of Conduct and uphold these standards in their day-to-day activities, comply with all applicable policies and ensure compliance. This code shall serve as a guide to the Directors and Senior Management Personnel of the Company on the principles of Integrity, transparency, business ethics and to set up standards for compliance of Corporate Governance.

This Code has been drawn up in accordance with the Corporate Governance requirements as per Regulation 17 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and shall apply to all the Directors and Senior Management of the Company. Senior Management means all Executives as specified by the Board from time to time.

The objectives of the Code are:

- To conduct the business of the Company with integrity, fairness and transparency.
- To meet the expectations of statutory and regulatory authorities, and progressively enhance the scope of this Code to align the conduct with the expectations of shareholders, other stakeholders and the society at large.

II. COMPLIANCE WITH LAWS, RULES, REGULATIONS

The Directors and Senior Management Personnel shall act in the best interest of the Company. The Directors and Senior Management Personnel are also expected to:

1. comply with all applicable laws, regulations, obligations and other corporate policies of the Company;
2. follow all policies, procedures and internal control systems of the Company; and
3. act honestly, in good faith and in the best interests of the Company.

III. ETHICAL CONDUCT

The Directors and Senior Management Personnel of the Company shall conduct their activities on behalf of the Company and on their own behalf, with honesty, integrity and fairness. The Directors and Senior Management Personnel of the Company will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgement to be subordinated. The Directors and Senior Management Personnel of the Company will act in the best interests of the Company and fulfill the fiduciary obligations.

IV. CONFLICT OF INTEREST

The Directors and Senior Management Personnel of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/her to act in any manner other than in the best interests of the Company. Every Director and Senior Management Personnel should make a full disclosure to the Board of any transaction that they reasonably expect, could give rise to an actual conflict of interest with the Company and seek the Board’s authorization to pursue such transactions.

V. CONFIDENTIALITY

Information relating to any client or activities of the Company is strictly confidential and shall not be disclosed orally or in writing or electronically, directly or indirectly to anyone unless the Directors/ Senior Management personnel have been specifically authorized to release this information. The Company’s confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of any Director. These obligations apply not only during a Director’s term, but thereafter as well unless the said information becomes public.

VI. INSIDER TRADING

Directors/ Senior Management personnel shall not deal in the securities of a Company either on their own account or their relative’s account if they are in possession of any unpublished price sensitive information concerning the Company. None of the Directors or the Senior Management

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Personnel shall derive any benefit nor assist others to deriving benefit by giving investment advice from access to and possession of information about the Company, which is not in public domain and constitutes insider information.

VII. **FAIR DEALING**

The Directors and Senior Management Personnel should endeavor to deal fairly and not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

VIII. **PROTECTING COMPANY ASSETS**

Every Director and Senior Management Personnel should endeavor to ensure that they use the Company's assets, proprietary information and resources only for the legitimate business purposes of the Company and not for their personal gains. The assets of the Company shall not be misused, but employed for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information.

IX. **FALSE OR MISLEADING STATEMENTS**

Directors/ Senior Management Personnel shall not make a statement or disseminate any information, which is misleading or false and is likely to induce sale or purchase of securities by any other person or is likely to have the effect of influencing the market price of the securities.

X. **MAINTENANCE OF ACCURATE BOOKS AND RECORDS**

Company shall prepare and maintain its accounts fairly and accurately and in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of India. Every business transaction undertaken by the Company must be recorded in its books accurately and in a timely manner. There shall be no willful omissions of any transactions of the Company from the books and records.

XI. **DISCRIMINATION AND HARASSMENT**

Company believes in providing equal opportunity to all the employees in every aspect of employment. Any discrimination against any employee whether based on gender, region, community or religion or harassment or derogatory comments against any employees will be seriously viewed and will be subject to disciplinary action and might entail termination of employment. Harassment shall also include violent or threatening behavior against any employee.

XII. **NON-COMPLIANCE**

Suspected violations of this Code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations shall be appropriately investigated. Any waiver of this code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.

XIII. **PROVISIONS APPLICABLE TO INDEPENDENT DIRECTORS**

In addition to the provisions contained in this Code, following shall also be applicable to Independent Directors (IDs) of the Company:

a. Disclosures:

Every ID shall at the first meeting of Board in which he/she participates as a Director and thereafter at the first meeting of Board in every financial year or wherever there is any change in the circumstances which may affect his status as an Independent Director, give a declaration that he/ she meets the criteria provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and that he/ she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his/ her duties with an objective independent judgment and without any external influence.

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b. Code for Independent Directors:

All IDs shall act in accordance with the Articles of Association of the Company and subject to the provisions of the Companies Act, 2013 read with the Listing Regulations. Schedule IV of the Companies Act, 2013 ('Code for Independent Directors') stipulates detailed functions, duties and guidelines for professional conduct of IDs.

XIV. INTERPRETATION

Any question relating to how this Code should be interpreted or applied should be addressed to the Whole Time Director & CFO and/ or Company Secretary cum Compliance Officer of the Company.