



CODE OF ETHICS FOR DIRECTORS & SENIOR MANAGEMENT

INTRODUCTION

This code of Conduct (“this Code) shall be called “ The Code of Ethics for Directors and Senior Management Personnel” of ASM Technologies Limited hereinafter referred to as “ the Company”)

The purpose of this code is to bring about an ethical and transparent process in managing the affairs of the Company.

The Code comes into effect from the date of its approval by the Board of Directors of the Company

Applicability

The Code of Ethics shall apply to:

1. All the Directors of the company (including executive and non-executive Directors, Nominee Directors and Alternate Directors)
2. All the Senior Management Personnel of the Company (including members of its core management team ie., all members of the management at one level below the executive Directors together with all the functional heads.

Guidelines for Functioning

The Directors and the Senior Management Personnel shall act within the authority conferred upon them and in the best interest of the company and observe the following Code of Ethics:

Honesty & Integrity

All the Directors and the Senior Management Personnel of the Company shall conduct their activities ,on behalf of the Company and on their personal behalf, with the highest standards of honesty, integrity and ethics while pursuing the well accepted professional standards. All the Directors and the Senior Management Personnel shall act in good faith,

with responsibility, due care, competence and diligence ,without allowing their independent judgment to be subordinated. The Directors, in particular, shall act in the best interests of the Company and fulfill their fiduciary obligations.

Conflict of Interest: The Directors and the Senior Management Personnel shall be scrupulous in their work and shall not engage in any activity or enter into any pecuniary relationship which might result in conflict of interest, either directly or indirectly with that of the Company. In the case of Senior Management Personnel, each person shall make full disclosure of all facts and circumstances thereof to the Managing Director and a Director in like circumstances shall make adequate disclosures to the Board of Directors.

Confidentiality : All the Directors and the Senior Management Personnel shall maintain confidentiality of all the material and non-public information about the Company, its business and affairs. Any information pertaining to business of the company, its customers, suppliers and others connected with its activities, which is not in the public domain and to which the Directors have access or they possess such information, shall be considered confidential and held in confidence , unless authorized not to do so when such disclosure is authorized or legally mandated. No Director or Senior Management Personnel shall provide any information either formally or informally, to the press or any other publicity media, that is detrimental to the interest of the company.

Compliance: All the Directors and the Senior Management Personnel shall endeavour compliance with all the applicable laws, rules and regulations applicable to the Company. In order to assist the company in promoting lawful and ethical behaviour, the Directors shall report any possible violation noticed thereof or of the Code of Ethics to the Board of Directors.

Protection of Assets: The Executive Director/s and the Senior Management Personnel shall be responsible to safeguard and protect the assets and resources of the company. Except as specifically authorized, the assets of the Company, including both tangible and intangible should not be misused or used by them for personal gains.

Insider Trading: The Directors and the Senior Management Personnel 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 which is not in the public domain and therefore constitute insider information. Both, the Directors and the Senior Management Personnel shall make timely disclosures of (i) trading in the shares of the Company. (ii) Transactions having personal interest and (iii) related party transactions that are required to be made under the laws, rules, regulations and Code for prevention of Insider Trading. *All directors/ officers/ designated employees of the company shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the company's securities during the periods when trading window is closed or during any other period as may be specified by the Company from time to time.*

Directors or key managerial personnel's are prohibited from forward dealings in the securities of the company.

Workplace free of Harassment : The company is committed to providing a workplace free of unlawful harassment. The company's anti-harassment policy applies to all persons involved in the operations of the company and prohibits unlawful harassment by any employee of the company towards other ASM employees including outside vendors, clients etc.

Gifts & Donations : The Directors and the Senior Management Personnel shall neither receive nor offer or make directly/indirectly any donations which are intended to obtain business or unethical favours save and except nominal gifts which are customary or commemorative in nature.

Compliance with the Code of Ethics: Each Director and Senior Management Personnel shall adhere to this Code and affirm compliance on an annual basis. Suspected violations of this Code shall be reported to the Board.

Code for Independent Directors: *As per Regulation 16 of the SEBI LODR as amended the code for Independent Directors as in Annexure I should form part of the Company's Code of Ethics.*

Waivers, Interpretation and Amendments of the Code of Ethics: Any waiver of the provisions of the code shall be approved by the Board of Directors of the Company only. The Board of Directors of the company shall address any question or interpretation under this Code. Any amendments to the provisions of this code shall also be approved by the Board of Directors and promptly disclosed on the website of the Company and other applicable regulatory filings pursuant to the applicable laws, rules and regulations.

Note: Amendments to the code are in italics



Annexure-1

CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. Guidelines of professional conduct :

An independent director shall :

- (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 and 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) acting within his 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.

**ACKNOWLEDGMENT OF RECEIPT OF CODE OF ETHICS FOR THE
DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

I have received and read the Company's Code of Ethics for Directors and Senior Management Personnel. I understand the standards and policies contained in the Code and understand that there may be additional policies or laws specific to my job. I agree to comply with the Code for the year .

Name of the Director/Senior Management Personnel

_____ Signature

_____ Date

Please sign and return this form to the Company Secretary

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_____ Signature

_____ Date

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