

CODE OF CONDUCT

FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

As required by Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

APPLICABILITY

This code is applicable to the Board Members, Key Managerial Personnel and Members of the Management Committee (hereinafter collectively referred to as "Members"). All Members must read and understand this code and ensure to abide by it in their day to day activities.

AS DIRECTORS, KMP AND SENIOR MANAGEMENT PERSONNEL, WE WILL... Contribute to society and human well-being: This principle concerning the quality of life of all people affirms an obligation to protect fundamental human rights and to respect the diversity of all cultures. We must attempt to ensure that the products of our efforts will be used in socially responsible ways, will meet social needs and will avoid harmful effects to health and welfare of others.

Avoid harm to others: "Harm" means injury or negative consequences, such as loss of property, damage or unwanted health and environmental impacts. This principle prohibits use of men, material and technology in ways that result in harm to our consumers, employees and the general public.

Well-intended actions, including those that accomplish assigned duties, may lead to harm unexpectedly. In such an event, the responsible person or persons are obligated to undo or mitigate the negative consequences as much as possible.

Be honest and trustworthy: Honesty is an essential component of trust. Without trust an organization cannot function effectively. All of us are expected not to make deliberately false or deceptive claims about our products / systems, but instead provide full disclosure of all pertinent limitations and problems.

Be fair and take action not to discriminate: The values of equality, tolerance, respect for other, and the principles of equal justice govern this imperative. Discrimination on the basis of race, sex, religion, age, disability, national origin, or other such factors is an explicit violation of this code.

Practice integrity in our inter-personal relationships: In our relationships with colleagues, we should treat them with respect and in good faith; in the same way we ourselves would expect them to treat us. The principle to be adopted to guard against loose talk or in its worst form-character assassination is not to say anything behind one's back and never utter something, which cannot be put in writing.

Honour confidentiality: The principle of honesty extends to issues of confidentiality of information. The ethical concern is to respect all obligations of confidentiality to all stakeholders unless discharged from such obligations by requirements of the law or other principles of this code.

Aspire & Innovative Advertising Limited

(Formerly Known as Aspire & Innovative Advertising Private Limited)

CIN: U52601DL2017PLC321445

Regd. Office: C-4 Baldev Park, East Delhi, Shahdara, Delhi, India, 110051

Crop. Office: 2nd Floor, Plot No. - 52, Sector-44, Gurugram, Haryana-122003

Email: cs@aspireinnovate.in **Phone Number:** 0124-2213055 **Website:** www.aspireinnovate.in

We, therefore, will maintain the confidentiality of all material non-public information about ASPIRE's business and affairs.

Know and respect existing laws: We should obey the policies, procedures, rules and regulations of the Company. Violation of a law or regulation may be ethical when that law or rule has inadequate moral basis or when it conflicts with another law judged to be more important. If one decides to violate a law or rule because it is viewed as unethical, or for any other reason, one must fully accept responsibility for one's actions and for the consequences.

Accept and provide appropriate professional review: Quality professional work depends on professional reviewing and critiquing. Whenever appropriate, individual members should seek and utilize peer review as well as provide critical review of the work of others.

Manage personnel and resources to enhance the quality of working life: Organizational leaders are responsible for ensuring that a conducive environment is created for fellow employees to enable them delivering their best. We all, therefore, are responsible for ensuring human dignity of all our colleagues, ensuring their personal and professional development and enhancing the quality of working life.

Deal with the Media tactfully: We should guard against being misquoted and finding ourselves compromised. Press statements are to be handled by those specifically authorized in this regard. Our role as individuals is always to be tactful and to avoid comment and to pass enquiries to those who are authorized to respond to them.

Be upright and avoid any inducements: Neither directly nor through family and other connections indirectly, should we solicit any personal fee, commission or other form of remuneration arising out of transactions involving ASPIRE. This includes gifts or other benefits of significant value, which might be extended at times, to influence business-especially during bulk purchase of commodities for the Organization or awarding a contract to an agency etc, we are likely to be offered various gifts by vendors / parties / agencies and people associated with ASPIRE under different wraps or generally on personal celebrations or functions or religious festivals etc. We should avoid such inducements. This will go a long way in building our credibility. The Company's policy is to select significant suppliers and award contracts on the basis of competitive bids under free market regime and we abide to follow that.

Observe Corporate Discipline: A policy consensus has been established, all are expected to adhere and abide by it, even when in certain instances we may not agree with it individually. In some cases, policies act as a guide to action, in others they are designed to put a constraint on action. We all must learn to recognize the difference and appreciate why we need to observe them.

Live the ASPIRE values-each day: We must live the ASPIRE values-each day. For quick reference our core values are: -

Ownership: This is our Company. We accept personal responsibility and accountability to meet business needs.

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Passion for winning: We all are leaders in our area of responsibility with a deep commitment to deliver results. We are determined to be the best at doing what matters most.

People development: People are our most important asset. We add value through result driven training and we encourage and reward excellence.

Consumer focus: We have superior understanding of consumer needs and provide products to fulfil them better.

Teamwork: We work together on the principle of mutual trust and transparency in a boundary less organization.

We are intellectually honest in advocating proposals, including recognizing risks.

Innovation: Continuous innovation in products and processes is the basis of our success.

Integrity: We are committed to the achievement of business with integrity. We are honest with vendors, consumers, business partners and with each other. We shall strive to achieve the highest quality, effectiveness and dignity in all that we are responsible for each day.

We shall participate in setting standards for appropriate levels of competence, and strive to achieve those standards.

Conduct ourselves in a manner that reflects credit to the Company: All of us are expected to conduct ourselves, both on and off-duty, in a manner that reflects credit to the Company. The sum total of our personal attitude and behaviour has a bearing on the standing of ASPIRE and the way in which it is perceived within the organization and by the public at large.

Be accountable to our stakeholders: All of those whom we serve, be it our customers, without whom we will not be in business, our shareholders, who have an important stake in our business and the employees, who have a vested interest in making it all happen-are our stakeholders. And we must keep in mind at all times that we are accountable to our stakeholders.

"Inside information" gained from the Company or otherwise must not be used for personal gains and Code of Conduct for handling Insider Information must be complied with to letter and spirit. We undertake to comply with the Company's Code of Conduct for Prevention of Insider Trading.

Identify, mitigate and manage business risks: It is our responsibility to follow our ASPIRE Risk Management Policy to identify the business risks that surround our function or area of operation and to assist in the Company wide process of managing such risks, so that ASPIRE may achieve its wider business objectives. All of us should continuously ask ourselves "What can go wrong and what am I doing to prevent it from going wrong."

Protect Company's properties: As Trustees of Company's properties, funds and other assets, we owe fiduciary duty to each stakeholder, as their agent, for protecting the Company's assets. We, therefore, must safeguard and protect the Company's assets against any misappropriation, loss, damage, theft,

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etc. by putting in place proper internal control systems and procedures and effectively insuring the same against any probable fire, burglary, fidelity and any other risk.

Meetings of Board / Senior Management Personnel: We undertake to actively participate in meetings of the Board, of the Committees thereof and the meetings of Management Committee on which we serve.

1. We undertake to inform the Board of Directors of any changes in our other board positions, relationship with other businesses (including charitable) and other events / circumstances / conditions that may interfere with our ability to perform our Board / Board Committee duties or may impact the judgment of the Board as to whether we meet the independence requirements of Listing Regulations i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. We undertake that without prior approval of the disinterested members of the Board, we will avoid apparent conflict of interest. Conflict of interest may exist when we have personal interest that may have a potential conflict with the interest of the Company at large, such as:-

Related Party Transactions: Entering into any transactions or relationship with ASPIRE in which we have a financial or other personal interest (either directly or indirectly such as through a family member or other person or other organisation with which we are associated).

Outside Directorship: Accepting Directorship on the Board of any other Company that compete with the business of ASPIRE.

Consultancy / Business / Employment: Engaging in any activity (be it in the nature of providing consultancy service, carrying on business, accepting employment) which is likely to interfere or conflict with our duties / responsibilities towards ASPIRE. We should not invest or associate ourselves in any other manner with any supplier, service provider or customer of the Company.

Use of official position for our personal gains: We should not use our official position for our personal gains.

DUTIES OF INDEPENDENT DIRECTORS:

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;

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- (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.

This code of conduct is subject to modification. The Board of Directors has requisite powers and authority to update and amend the code of Conduct from time to time.

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