



CODE OF CONDUCT

1. PREAMBLE:

This code of conduct is a written document that outlines company values, principles and guidelines in a variety of areas and enables the company to publicly state to its external stakeholders viz. suppliers, customers, consumers and shareholders, the way in which they intend to do business. All directors and senior members of management of Trade-Wings Limited.

(i) shall endeavor to act in good faith, responsibility, with due care, competence and diligence without misrepresenting material facts while dealing with the third parties and promote ethical and honest behavior within the company;

(ii) are committed for conducting the business of the company in accordance with the applicable laws, rules & regulations and with highest standards of business ethics.

2. APPLICABILITY:

This Code of Conduct and Ethics is applicable to all the Board of Directors and Senior Management. The Senior Management shall include all Executives in Top Management Cadre of the Company (hereinafter referred as Management).

3. FINANCIAL REPORTING:

Trade-Wings Limited shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, applicable accounting standards, laws and regulations of the country. Accounting and procedures shall fairly and accurately reflect all the company's business





transactions. All required information shall be accessible to Audit Committee of the Company & company auditors and other authorized parties / agencies. There shall be no willful omissions of any company transactions from the books and records, no advance income recognition, and no hidden bank account and funds.

4. CONFLICT OF INTEREST:

The Management must avoid any conflicts of interest between company and Management. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be informed promptly to the Chairman or Managing Director of the Company. Some of the more common conflicts, which management must avoid, are mentioned hereinunder: -

- 1). Financial interest of an employee of the company or his relatives including shareholding in any company or a share in any firm which is an actual or potential competitor, supplier, customer, or other alliance partner of the company.
- 2). An employee of a the company conducting business on behalf of his company/firm or being in a position to influence a decision with regard to his company's/firm's business with a supplier or customer of which his relative is an officer or representative, resulting in a benefit directly or indirectly in any form to him or his relative.
- 3). Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of an employee of the company where such an individual is in a position to influence the decision with regard to such benefits.
- 4) Acceptance of gifts, donations, hospitality and/or entertainment beyond the customary level from existing or potential suppliers, customers or other third parties which have business dealings with the company.





The above illustrations are limited. However other instances of conflict of interest exist due to any reasons, adequate and full disclosure by such interested persons should be made to the management of the Company.

5. CORPORATE OPPORTUNITIES:

The Directors or Senior Management personals are strictly prohibited from:

- 1) To take themselves or their companies opportunities which is discovered through the internal sources / insider informations or position as a director or manager of the Company.
- 2) To use assets/properties of the Company for their personal gain;
- 3) To compete with the Company for business. However the Independent directors / disinterested Directors of the Company decide that the Company will not pursue the said opportunities that relates to the Business of the Company, then Directors/senior management may then do so.

6. INSIDER TRADING & PRICE SENSITIVE INFORMATIONS:

All Directors and Senior managerial personnel must comply with the SEBI Insider Trading Regulations, 1992. All employees of the Company or their immediate relatives shall not derive any benefit from the access to and possession of price sensitive information about the Company, which is not available to the general public. Before making any transaction directly or indirectly as regard securities of the Company, without informing Compliance Officer of the Company and must strictly comply with the Insider Trading Regulations laid down by SEBI.





7. HONEST AND ETHICAL CONDUCTS & FAIR DEALING:

All officers shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct while working for the company. All officers shall fairly deal with the customers, suppliers, competitors, business associates and the employees of the group companies. They also should not take unfair advantage through concealment of information which is ought to be disclosed, manipulation, confidential, trade secret information, misrepresentation of material facts or any other unfair practice.

8. COMPLIANCE WITH LAWS, RULES, REGULATIONS. CIRCULARS ETC:

All officers of the Company must comply with all applicable laws, rules, regulations, notifications, circulars issued by the Government of India or Government of Maharashtra or any other statutory/regulatory authorities from time to time and also update themselves for latest amendments issued by the such authorities relating to their duties and responsibilities. Any officer who is uncertain about the applicability of rules/ regulations, at that time they should take expert advice before taking any decision that may cause harm to the Company.

9. PRIVACY AND CORPORATE SECRET:

All secret information like trade related & confidential information, buyer-seller information, strategic planning related information, commercial, technical, legal, marketing information that are made available or provided to the officers of the Company and has obtained by virtue of his employment with the Company. All officers must maintain the secrecy or confidentiality of above cited information and not to disclose information of any supplier, customers and business associates of the Company that the company is bound to maintain secrecy, except when disclosure is authorized on account of operation of laws.





10. PROTECTING COMPANY ASSETS:

The assets of the company should not be misused but employed for the purpose of conducting the business for which they are duly authorized by the Management.

11. SHAREHOLDERS RIGHT:

The Company shall comply with all rules, regulations and laws that govern shareholders' rights. The company shall duly and fairly disclose information in accordance with the respective regulations to its shareholders which allow them to take informed decision of their investments.

12. CONCURRENT EMPLOYMENT:

Executive Directors & Senior Management Personnel of the Company is expected to devote their full attention to the business interests of the Company. They are prohibited from engaging in any activity (unless disclosed to the Board of Directors of the Company) that interferes with their performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the interest of the Company. Our policies prohibit any employee from accepting simultaneous employment with a Company's supplier, customer or competitor, or from taking part in any activity that enhances or supports a competitor's position.

13. NON-COMPLIANCE OF THE CODE:

Suspected violations of this Code must be reported to the Board or the Chairman of the Audit Committee. All reported violations would be appropriately investigated.





Trade-wings
LIMITED

6

Bhogilal Building 1st Flr., 18/20,
K. Dubash Marg, Kala Ghoda,
Fort, Mumbai - 400 023. INDIA
Phone : + 91 (022) 4230 9434
Fax : + 91 (022) 2204 6053
6633 4223
E-mail : bomtravel@twltravel.com
Website : www.twltravel.com

14. AMENDMENT, MODIFICATION AND WAIVER OF CODE:

This Code may be reviewed, amended, modified, or waived by the Board of Directors, subject to the disclosure and other provisions of the SEBI, and the rules there under and the applicable rules of the Stock Exchanges.

15. DISCLOSURE:

The members of the Board and the Senior Management Personnel shall affirm compliance with the code on annual basis. The Annual Report of the Company shall carry a declaration to this effect signed by the Managing Director of the company.

