

CODE OF CONDUCT

Abee Info-Consumables Limited is committed towards conducting its business in accordance with not only applicable laws, rules and regulations but also with high standards of business ethics. It believes that its Board of Directors should follow and promote honest and ethical conduct of the business along with complying with applicable laws, rules and regulations. They must abide by the policies and procedures so as to ensure its commitment to compliance and create and maintain a culture of high ethical standards and maintain a work environment that encourages not only the staff but also the stakeholders to raise their faith in the management of the Company. The Board of the Company hereby presents the Code of Conduct with an intention to provide guidance and mechanisms to help foster abidance to its above-illustrated philosophy on Code of Conduct.

These guidelines will be reviewed annually by the Governance and Board Composition Committee who shall make recommendations to the full Board. These Guidelines are subject to future refinement or changes as the Board may deem necessary or advisable.

This Board has developed corporate governance practices to help fulfill its responsibilities to the shareholders in overseeing the work of management and the Company's business results. These guidelines ensure that the Board has the necessary authority and practices in place to review and evaluate the Company's business operations, as needed, and to make decisions that are independent of the Company's management. These Guidelines are also intended to align the interests of directors and management with those of the Company's shareholders. Each director owes a duty of loyalty and good faith to the Company and is expected to act in the best interests of the Company and its shareholders.

1. Transparency in the shadow of confidentiality

The Board and the Senior Management must ensure maintainability of transparency in their conduct except in such circumstances where the needs of business security dictate otherwise. An optimum blend of transparency and confidentiality shall be adopted to give the brightest colors of dignity and pride to the business of the Company. The use of confidential information for his/her own advantage or profit is strictly prohibited

2. Attendance

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively. The Board of Directors has four (4) regularly scheduled meetings a year. Directors are expected to attend all scheduled Board and Committee meetings and a majority of any special meetings.

3. Meetings of the Independent Directors of the Board and Presiding Director

At the meetings of the Independent Directors and in other circumstances where the Independent Directors meet without the Chairman, a director shall be designated by the other Independent Directors to act as the Presiding Director. The Presiding Director may be selected in advance of or at any meeting and for duration to be determined by the Independent Directors.

Following any meeting of the Independent Directors, the Presiding Director may discuss with the Chairman, to the extent appropriate, matters emanating from such meeting.

In addition, the Independent Directors may meet in executive session in conjunction with regular meetings of the Board.

The Independent Directors may invite any consultants, advisors, executives or others to attend all or part of their meetings with the consent of the Chairman.

The Independent Directors shall not receive any compensation in addition to their normal sitting fees for attending any meeting of the Independent Directors.

4. Number of Committees

The Board has the following standing committees: (i) Audit and (ii) Governance and Board Composition (iii) Shareholders Grievance Committee (iv) Remuneration Committee. The Board has the flexibility to form a new committee or disband a current committee.

5. Frequency and Length of Committee Meetings

The Chairman of each committee, in consultation with its members and the appropriate officers, determines the frequency and length of the meetings of the committee. The schedule for meetings of each committee will be distributed to the directors by September for the ensuing calendar year.

6. Committee Agenda and Reports

The Chairman of each committee, taking into account recommendations of committee members and in consultation with the appropriate officers, will establish the agenda for each committee meeting.

Minutes of each committee meeting will be provided to each Board member to assure that the Board remains fully apprised of topics discussed and actions taken. The Chairman of each committee will also regularly report at Board meetings where significant committee matters warrant further information or discussion.

7. Selection of Agenda Items for Board Meetings

The Chairman will establish the agenda for each Board meeting, and the Secretary will distribute a preliminary agenda sufficiently in advance of each meeting to assure Board members are apprised of the principal matters to be considered.

By September of each year there will be distributed to the directors the proposed schedule of Board and Committee meetings for the ensuing calendar year.

Each Board member may recommend agenda items and is encouraged to raise at any Board meeting subjects that are not on the agenda for that meeting.

At least one Board meeting each year will review long-term strategic plans and discuss principal issues that are expected to affect the Company in the future.

8. Distribution of Board Materials

It is the sense of the Board that information and data important to the Board's understanding of the business be distributed regularly to the Board. This material is to include, but not be limited to, financial information comparing results with plan and prior year, and a information on material factors affecting the business and its strategic plans and outlook. The Management will make every attempt to see that this material is as brief as possible consistent with providing the desired information.

9. Presentations

For particular matters that are likely to benefit from advance consideration by Board members, and to conserve meeting time and focus deliberations, presentations should be sent to Board members in advance unless the subject matter is too sensitive.

When there is no prior distribution of a presentation on a sensitive subject, it is the sense of the Board that (i) each member be advised in advance of the meeting of the subject and the principal issues to be considered and (ii) the Board be provided ample time to deliberate on any action to be taken.

10. Attendance of Non-Directors at Board Meetings

The Board considers it desirable that senior Management selected by the Chairman regularly attends Board meetings. The Chairman may, as particular circumstances warrant, invite other executives, counsel or other consultants or advisors to attend Board meetings or appropriate portions thereof.

Board members have complete access to the Management and the Company's counsel and auditors.

Furthermore, the Board encourages bringing into Board meetings from time to time managers who can provide additional insight into the items being discussed.

The Board may retain and have access to outside counsel or other advisors of its choice with respect to any issue relating to its activities.

11. Size of the Board

The Governance and Board Composition Committee shall assess periodically whether the size of the Board meets the needs of the Company and shall make recommendations for change as it deems appropriate.

12. Mix of Inside and Outside Directors

The Board believes that as a matter of policy there should be a substantial majority of Independent Directors, as well as the CEO, on the Company's Board.

On matters of corporate governance, decisions will be made by the Independent Directors i.e the Governance and Board Composition Committee in consultation with the Chairman.

13. What Constitutes Director's Independence

The Board will follow the same definitions of director independence as they exist in the rules and regulations of the stock exchange(s) on which the Company's shares may be listed.

The Board and the Senior Management must be scrupulous in avoiding 'conflicts of interest' with the Company and take all necessary steps to ensure that any conflict or potential conflict must be disclosed to the Company for guidance and appropriate action. It must be observed that no such circumstances shall arise that may jeopardize the interests of the Company. Corporate opportunities shall never be forgone in any case to facilitate any personal gain

14. Board Membership Criteria

The Governance and Board Composition Committee shall work with the Board on an annual basis to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members. In evaluating the suitability of individual Board members, the Governance and Board Composition Committee and the Board take into account many factors, including general understanding of the industry, sales and marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment, understanding the company's business on a technical level, and educational and professional background. The goal of the Governance and Board Composition Committee is to have a Board that can

best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment. Board members are expected to rigorously prepare for, attend and participate in all Board and applicable committee meetings. Each Board member is expected to ensure that other commitments do not materially interfere with the member's duties to the Company and services as a Director.

15. Selection of New Director Candidates

The Board is responsible for selecting its own members. The Board delegates the screening process involved to the Governance and Board Composition Committee with the active participation of the Chairman.

16. Extending the Invitation to a New Potential Director to Join the Board

The invitation to join the Board should be extended by one or more directors designated by the Board, including the Chair of the Governance and Board Composition Committee.

17. Assessing the Board's Performance

The Governance and Board Composition Committee, using such resources or methods as it determines, is responsible to report annually to the Board an assessment of the Board's performance. Its report will be discussed with the Board at the same time as it makes recommendations of nominees for inclusion in the proxy statement for the next annual meeting. This assessment should be of the Board's contribution as a whole. Its purpose is to increase the effectiveness of the Board, not to target individual Board members.

18. Directors who Change their Present Job Responsibility

Directors whose personal circumstances or job responsibilities change meaningfully from those they held when they were elected to the Board should promptly inform the Chairman and offer not to stand for reelection as a Director.

It is not the sense of the Board that such Directors should necessarily leave the Board. There should, however, be an opportunity for the Board via the Governance and Board Composition Committee to review the continued appropriateness of Board membership under these circumstances.

A Director generally must not engage in conduct, or make any public statement likely to prejudice the Company's business or likely to harm, defame or otherwise bring discredit upon or denigrate the Company, fellow Directors or staff. A Director may make such a statement only if the Director

believes in good faith that it is in the best interests of the Company as a whole to make such a statement.

19. Other Directorships

Directors, who are offered directorships at other companies, shall inform the Chairman in advance of accepting such positions so that the Chairman in consultation with the Governance and Board Composition Committee may assess whether this would cause any conflicts of interests.

20. Board Interaction with Institutional Investors, the Press, Customers

The Board believes that the Management speaks for the Company. While individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, it is expected that Board members would do this with the knowledge of the Management and, absent unusual circumstances, only at the request of Management.

21. Director Attendance at the Annual Meeting of Shareholders.

Directors are expected to attend the Annual Meeting of Shareholders of the Company when such meeting is held in conjunction with a regular Board meeting.

22. Shareholder Communications with Directors.

In the event that a shareholder wishes to communicate with one or more directors, the shareholder should write to such director(s) care of the Secretary of the Company, who shall promptly forward any such communication to the director(s) indicated.

23. Compliance with the Code of Conduct

Any Director, officer or employee who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, must immediately report the same to the Managing Director/Board of Directors. The Company recognizes that resolving such problems or concerns will advance the overall interests of the Company that will help to safeguard the Company's assets, financial integrity and reputation. Violations of this Code of Conduct/ Ethics would result in suitable disciplinary action against the individual concerned.