

CODE OF CONDUCT AND BUSINESS ETHICS

(APPLICABLE TO ALL EMPLOYEES OTHER THAN BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL)

INTRODUCTION

The Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics.

This code is intended to establish common and uniform procedure for the management of employee code of conduct (rules & regulations) and to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. This code does not attempt to describe all potential problem areas that could develop, but some of the more common problems are described below:

The matters covered in this Code are of utmost importance to the Company. Each and every employee (as defined herein below) shall be duty-bound to follow the provisions of this Code in letter and spirit. Any instance of non-compliance of any of the provisions shall be a breach of ethical conduct and shall be viewed seriously by the Company. Accordingly, the employee (as defined herein below) are expected to read and understand this Code and uphold these standards in their business dealings and activities.

I). APPLICABILITY

This Code of Conduct applies to all employees of the organization except;

- All Members of the Board of Directors of the Company including Chief Executive (herein after referred to as the “Directors”)
- All other officers including;
 - a) Company Secretary;
 - b) Chief Financial Officer ;
 - c) All Departmental/Functional heads of different functions of the Company

II). CODE OF CONDUCT (RULES & REGULATIONS)

1. MINOR FORMS OF MISCONDUCT

- An employee, who is guilty of one of the following, or similar forms of misconduct, may be given a verbal warning at the first occurrence thereof. The issuing of a severe or written warning may be alternative forms of disciplinary action for misconducts depending on the evidence, circumstances and seriousness of each situation. An employee may even be dismissed for repeated minor forms of misconduct. Each transgression will be dealt with on own merit in all instances.

- The following are examples of such misconduct: -
 - Absence from the work without permission
 - Lending money to fellow employees for gain during working hours
 - Minor violations relating to the driving and/or cleaning and/or use of the Company vehicles
 - Photocopying documents without permission
 - Late coming or overstaying in restrooms at tea or lunch breaks
 - Use of telephones without permission for overseas calls
 - Throwing refuse and/or any other objects on the floor or out of the windows
 - Eating in prohibited areas
 - Not wearing prescribed clothing/ uniform
 - Smoking in prohibited areas and/or at prohibited times
 - Failing or neglecting to advise about absence
 - Leaving the department or plant during working hours without permission and/or without an authorised exit permit
 - Stopping work or preparing to leave work (e.g. such as washing up or changing clothes) before the specified quitting time. (Note: time lost will be unpaid in addition to any disciplinary action which may be taken)
 - Wasting time or loitering in toilets or on company premises during working hours
 - Unauthorised meetings
 - Placing of notices on notice boards without permission from Management
 - Removing notices, signs or writing in any form from bulletin boards or any other surface on company property at any time without specified authorisation from Management.
 - Creating or contributing to unsanitary conditions on companies premises
 - Unauthorised soliciting or collecting contributions for any purpose whatsoever on company premises
 - Disruptive behavior
 - Rough, scuffling, running or throwing objects at any time on company premises

- Causing unnecessary distractions to fellow employees or causing unnecessary confusion in the work place by, inter alia, unnecessary shouting, catcalls or demonstrations of any nature
- Making of unnecessary scrap
- Gambling, conducting a lottery or any other game of chance on company premises or whilst on duty at any time
- Unauthorised operation or interference with company machines, tools or equipment at any time
- Climbing over company fences at any time
- Failure to produce identity card whilst on company premises or whilst driving or being conveyed in or on a company motor vehicle

2. MISCONDUCT OF A MORE SERIOUS NATURE

- At the occurrence of any of the following forms of misconduct, or others of a similar nature, an employee may receive a warning (written or severe), or face dismissal or summary dismissal at the option of Management, depending on the evidence, circumstances and seriousness of each situation.
 - Addressing abusive and/or obscene language at a fellow employee or Management representative, or a client, or in a client's presence
 - Sleeping on the job
 - Negligence or gross negligence in the performance of duties or functions
 - Failure to report an accident or damage to machinery, vehicles or other property belonging to the Company.
 - Possession of intoxicating liquor and/ or habit forming drugs on the Company premises
 - Intimidation
 - Fraud
 - Using another person's identity card or permitting another person to use their identity card to enter company premises
 - Failure to report employee's own communicable disease to the Company doctor or their immediate superior
 - Bribery
 - Dishonesty
 - Unauthorised removal of Company and/ or fellow employee's property
 - Theft of company property and/or a fellow employee's property
 - Unauthorised possession of company property and/or a fellow employee's property
 - Misappropriation of Company property and/or a fellow employee's property
 - Falsification of the Company records
 - Assault
 - Threatening behavior
 - Willful damage to property of the Company
 - Gross insubordination or blatant disrespect to management or clients

- Possession of a firearm or dangerous weapon on the Company premises
- Negligent or reckless driving of vehicles of the Company
- Driving of any motor vehicle at an unsafe speed on company or client's premises by self or one's driver.
- Traffic violations by drivers
- Driving, alighting upon or tampering with a company motor vehicle without proper authorization
- Intentional interfering with or obstructing other employees in the performance of their duties
- Unauthorised interference or tampering with or damaging safety equipment
- Refusal or failure to obey a lawful instruction
- Disregarding or breaching the safety rules and regulations or standard/common safety practices
- Failure to report an injury on duty
- Consumption of liquor or alcoholic beverage or habit forming drugs on company premises at any time and/or whilst on duty
- Reporting for duty under the influence of alcohol or habit forming drugs and/or suffering from alcoholic hangover
- Absence from work without permission or without reasonable cause for over 10 working days.
- Any conduct prejudicing the integrity of the product and manufacturing rules and regulations
- Fighting
- Desertion
- Loss or destruction of the Company property through malice, carelessness or negligence
- Any action or omission, which may lead to stock not being accepted by the customer through the employee's carelessness or negligence
- Disposing of or concealing defective work or workmanship, either directly or indirectly, and/or any other deception in regard to defective work or workmanship
- Any other misconduct constituting breach of contract under the common law or any other legal provisions
- Refusing to submit to a search of person, clothing, locker or vehicle when required or requested to do so by one of the Company authorised officials, including the personnel of any security company contracted to the Company
- The making or publishing of false, vicious or malicious statements concerning any employee, the Company or its products
- Misuse or removal from the Company premises without proper authorisation, of employee lists, blue prints, company records or the conveying of any confidential company information to third parties, which shall include information in respect of wages and other substantive conditions of employment

- Deliberately making false reports or making false entries on any official company documents or records, e.g. log sheets
- Immoral conduct or indecency on company premises and/or whilst on duty and/or whilst representing the Company
- Making false statements when applying for employment with the Company and/or when undergoing a medical examination
- Conduct detrimental to the image, performance or profitability of the Company.
- Divulging information, without proper authorisation, concerning the Company business
- Direct or indirect discrimination on grounds including, but not limited to, race, gender, sex, pregnancy, marital status, family responsibility, ethnic or social origin, colour, sexual orientation, age, disability, religion, HIV status, conscience, belief, political opinion, culture, language, birth
- Harassment or victimisation based on grounds included, but not limited to, race, gender, sex, pregnancy, marital status, family responsibility, ethnic or social origin, colour, sexual orientation, age, disability, religion, HIV status, conscience, belief, political opinion, culture, language, birth.
- Conviction on any criminal offence and/or sentence to a prison term for a conviction and/or sentence related to a rule or standard regulating conduct in, or of relevance to, the workplace
- Misappropriation of Company property
- Misrepresentation.
- Unauthorised use of another employee's password of any nature whatsoever
- Unauthorised use and/or negligence in the use of and/or use for purposes not related to the business or job function and/or abuse of Internet, e-mail, computer hardware, software facilities and other company facilities.

III). HONEST AND ETHICAL CONDUCT

- We expect all the employee to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working at the Company premises, at offsite locations, at Company sponsored business and social events, and/or at any other place where the employee represent the Company. We consider honest conduct to be conduct that is free from fraud and/or deception. We consider ethical conduct to be conduct conforming to the accepted professional standards of conduct. Ethical conduct includes ethical handling of actual or apparent conflicts of interest as specified in IV below between personal and professional relationships.

IV). CONFLICTS OF INTEREST

- A conflict situation arises:

- a. When an employee takes action or has interests that may make it difficult to perform his or her work objectively and effectively,
 - b. The receipt of improper personal benefits by a member of his or her family as a result of one's position in the Company,
 - c. Any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company,
 - d. The receipt of non-nominal gifts or excessive entertainment from any person/company with which the Company has current or prospective business dealings,
 - e. Any significant ownership interest in any supplier, customer, development partner or competitor of the Company,
 - f. Any consulting or employment relationship with any supplier, customer, business associate or competitor of the Company.
- The employee should be scrupulous in avoiding 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the management and a prior written approval should be obtained from the management.
 - The employee should also ensure the following so that a situation of conflicting interests does not arise:
 - In consideration of employment with the Company, employees are expected to devote their full attention to the business interests of the Company.
 - Employees are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company, or otherwise in conflict with or prejudicial to the Company.
 - Employees shall not exploit for their own personal gain, opportunities that are discovered through the use of Company property, information or position, unless the opportunity is first disclosed in writing to the Company.

V). COMPLIANCE WITH APPLICABLE LAWS, RULES AND REGULATIONS

- All employees must comply with all applicable governmental laws, rules and regulations.
- Employees must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers, and to know when to seek advice from the Finance and/or Legal Advisor / Legal Council. Violations of applicable governmental laws, rules and regulations may subject employee to individual criminal and/or civil liability. Such individual violations may also subject the Company to civil and/or criminal liability and/ or the loss of business.

VI). CONFIDENTIALITY

- The employees shall maintain the confidentiality of confidential information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The Confidential information includes all non-public information (including private, proprietary, and other) that might be of use to competitors or harmful to the Company or its associates. The use of confidential information for his/her own advantage or profit is also prohibited.

VII). FAIR DEALING

- Each employee should deal fairly with customers, suppliers and competitors. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

VIII). PROTECTION AND PROPER USE OF COMPANY'S ASSETS

- All employees should protect Company's assets and property and ensure its efficient use. Theft, carelessness, and waste of the Company's assets and property have a direct impact on the Company's profitability. Company's assets should be used only for legitimate business purposes.

IX). INTERPRETATION OF CODE

- Any question or interpretation under this Code of Ethics and Business Conduct will be handled by the Management of the Company. The Management has the authority to waive compliance with this Code of business conduct for any employee of the Company. The person-seeking waiver of this Code shall make full disclosure of the particular circumstances to the Management.

X). NO RIGHTS CREATED

- This Code of conduct is a statement of certain fundamental principles, ethics, values, policies and procedures that govern the employee of the Company in the conduct of the Company's business. It is not intended to and does not create any rights for any employee, customer, client, supplier, competitor, shareholder or any other person or entity.

XI). COMPLIANCE WITH CODE OF CONDUCT:

- If any employee who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, he/she must immediately report the same to the Management. Such person should as far as possible provide the details of suspected violations with all known particulars relating to the issue. 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 Ethics will result in disciplinary action, which may even include termination of services of the employee. The management shall determine appropriate action in response to violations of this Code of Ethics.

AMENDMENTS OF THE CODE

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to modification. Any amendment of any provision of this Code must be approved by the Management.