

Code of Conduct

This Code envisages that the Board of Directors of the Company and Senior Management Personnel (collectively referred to as “Officers”) must act within the bounds of the authority conferred upon them and with a duty to comply with the requirements of applicable law.

The purpose of this Code is to enhance an ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence reposed in the Officers by the shareholders of the Company. Officers are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.

HONEST AND ETHICAL CONDUCT

The Officers are expected to comply with all applicable laws, rules and regulations and all applicable policies and procedures adopted by the Company with the highest standard of personal and professional integrity, honesty and ethical conduct.

OBJECTIVES OF THE CODE

The Officers have to secure, preserve, safeguard and use discretely, confidential information in the best interest of the Company. They should not divulge or communicate such information to third parties except when authorized for business reasons.

CORPORATE BUSINESS OPPORTUNITIES

- a. Appropriating corporate business opportunities for themselves that are discovered through the use of the Company’s property or information or their position;
- b. Using the Company’s property or information, or their position, for personal gain; and
- c. Competing with the Company directly or indirectly, for business opportunities that the Company is pursuing.
- d. A corporate business opportunity is an opportunity in the Company’s line of business or proposed expansion or diversification, which the Company is financially able to undertake and which may be of interest to the Company.

The Officer who learns of such a corporate business opportunity and who wishes to participate in it should disclose the opportunity to the Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in the opportunity, then, and only then, may the Officer participate in it, provided that the Officer has not wrongfully utilized the Company’s resources in order to acquire the opportunity.

PUBLIC REPRESENTATION

No employee, except specifically authorized directors and employees, shall interface with the media and other public constituencies, such as the financial community and shareholders, or disclose any information pertaining to the business affairs of the Company, to any external agency.

CONCURRENT EMPLOYMENT / ASSIGNMENT

The Senior Management of the Company shall not, without the prior approval of the Board, accept employment or a position of responsibility (such as a consultant or a director) with any one during the course of his employment with the Company. Further, any presentation / hand-outs proposed to be distributed to outsiders should not contain any confidential information and should be approved by Board.

GIFTS

Directors, Senior Management Personnel and members of their immediate families should not accept gifts from persons or firms who deal with the Company where the gift is being made in order to influence the director’s actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest. Any gift so received from any customer, commission agents, supplier or from any other person or organization with whom the Company has business dealings, other than near relatives or personal friends having no official dealings with the Company, shall immediately be declared and/or surrendered to the Management.

PROTECTION AND PROPER USE OF COMPANY'S ASSETS & RESOURCES

The Officers shall not misuse, for personal gain or otherwise, the assets of the Company, including tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers, etc., and shall employ them for the purpose of conducting the business for which they are duly authorized.

WORKPLACE BEHAVIOUR

Employees shall ensure that their behaviour at work is aligned with the Company values and they conduct themselves with discipline and decorum; exhibit respect for others in their dealings; and do not subject any employee, associate, customer, supplier or visitor to any harassment, sexual or otherwise, verbal or physical abuse or intimidation.

CONSUMPTION OF ALCOHOL/ABUSE OF DRUGS

No Officer shall consume alcohol or indulge in drug abuse at any office or location of the Company, or be present at the workplace under the influence of alcohol or drugs.

CONFLICTS OF INTEREST

The Officers are expected to dedicate their best efforts to advancing the Company's interests and to make decisions that affect the Company based on the Company's best interests and independent of outside influences. The Officers shall avoid conflicts of interest with the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company shall be disclosed promptly to the Board.

FAIR DEALING

In carrying out their duties and responsibilities, the Officers should endeavour to deal fairly, and should promote fair dealing by the Company, its employees and agents, with customers, vendors and employees.

Directors / Senior Management and other Employees should not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

INSIDER TRADING

Directors/Senior Management should observe all applicable laws and regulations including the Company policies and Codes as applicable to them with respect to the purchase and sale of the Company's securities.

It is the responsibility of each Director / Senior Management to become familiar with and understand these laws, regulations, policies and codes and each should seek further explanations and advice concerning their interpretation and if required, Directors / Senior Management should direct questions regarding the application or interpretation of these guidelines to the Company Secretary and Compliance Officer.

FINANCIAL REPORTING AND RECORDS

The Company shall prepare and maintain its accounts fairly and accurately in accordance with applicable accounting and financial reporting standards and principles of good corporate governance. All required information shall be accessible to the Company's auditors and other authorized parties and government agencies.

NON-COMPLIANCE OF THE CODE

Suspected violations of this Code must be reported to the Board of Directors or the Managing Director. All reported violations shall be appropriately investigated.