

CODE OF CONDUCT

A professional organization necessitates policies that are clearly defined and requires the rules of conduct, guiding principles and values to be laid down in writing to ensure conformity to the Company's business norms.

_____ (“The Company”) is committed to certain value systems. The Vision, Mission and operating style of the company are guided by these value systems. The company is committed to being a good corporate citizen, obeying the law of the land, being a fair employer, and adopting an honest and transparent style of working.

The Company endeavours to meet reasonable expectations of its employees and expects their active participation in the development and growth of the Company and co-operation in achieving the objectives as laid down in the Company's mission, goals, objectives and its vision of achieving excellence.

The Company believes in the proficiency of the employees and relies on the employees' good judgment and the willingness to perform efficiently, with integrity and with total confidence in the management and within a sound and safe working environment.

As a professional organization it is the duty of all employees to uphold the Company's interest at all times. All employees of the company is expected to familiarise himself / herself with the corporate values and follow it in his/her day-to-day business activities. Every employee is also required to sign an undertaking to company with the corporate values, including a confidentiality, ethics and Intellectual property agreement. In times of confusion or doubt in the interpretation of this rule, the employees shall consult their superior or any other person so authorized by the company.

With a view to acquaint all the employees with the company values and to ensure homogeneity of beliefs throughout the company, these has been codified and presented as a Code of Conduct document.

Scope :

This document provides general guidelines to all _____ (“The Company”) employees on some common ethical and legal issues.

These may be encountered either on the job or at clients site/place, but in one way or the other, may be related to the company's interests.

The company expects this framework of basic values, rules and regulations to be followed and practiced by every employee in the day-to-day dealing with fellow employees, clients, vendors and customers.

CODE OF CONDUCT

I. DEFINITIONS :

Company : For the purpose of this Code, the term 'Company' shall include the delineated office premise of the Company, the vehicles provided by the Company and any other property possessed by the Company for operation of its business.

_____ ("The Company") is committed to excellence, integrity, and professionalism in all aspects of its operations. The employees of the company are its most important assets, who collectively create values and beliefs. It is the company's policy to operate to the highest ethical standards, and it is the responsibility of every employee to ensure that we do so.

Employee : For the purpose of this Code, 'Employee' shall include all persons employed with the company.

The company and its employees will abide by both the letter and spirit of all the applicable laws of the land.

All employees will abide by the company's service rules / standing order / terms and conditions applicable from time to time.

All employees will abide by the company's policies and procedures, wherever these are specifically laid down, and by normally accepted rules of corporate governance, where they are not expressly stated.

A recognised responsibility of all employees is to ensure that all of our policies, forward looking initiatives and goals are fully communicated and that all employees understand and relate to these.

- a) Adherence to company policies (As a responsible employee / superior, I will adhere to all the company's policies and rules and regulations.)
- b) Sharing of information's (As a responsible employee / superior, I will hold periodical meetings to communicate all relevant information's which is vital to enable employees perform their job in the best possible manner.)

Integrity, trust, fairness and honest are the basics that guide our strategies, our behaviour and relationships we build with people both internally and externally.

- a) Avoiding bribes, kickbacks (e.g. : I will not seek or encourage bribes, kickbacks etc. in any form. For instance, I will not deal with a supplier who offers me bribe to get a contract awarded.)
- b) Declining offers for gifts (e.g. : I will not accept gifts in any form on any occasion.)
- c) Intellectual Honesty (e.g. : I will explicitly acknowledge and also give due credit to my colleague from whom I have borrowed an idea.)
- d) Conflict of interests (e.g. : I will not pursue any activity, business or any other occupation outside my employment with the company which takes up any part of my office time or which is in direct or indirect conflict with business interest of the company.)
- e) Misuse of company resources (e.g. : I will not use any resources of the company like office staff, space, office time, telephones, cars, guest houses, stationeries etc.(Other than those legitimately allowed by virtue of conditions of my employment with the company) for personal benefits of myself, family members, relatives, friends etc.)

Every employee will exercise the highest level of professional behaviour and will conduct himself / herself in a manner that enhance the image of his position, department and company.

- a) Conduct (e.g. : I will not reprimand my team members in public.)
- b) Accountabilities (e.g. : I will be responsible for the consequences of my decision and not shift blame to any of my team members.)
- c) Handling sensitive information (e.g. : I will not divulge any information's that jeopardises the companies business or impacts on the competitive edge in the industry / sector in which we operate.)

The company respects the individual rights and dignity of all employees. The company encourages employees to grow professionally and personally to their highest capabilities regardless of nationality, caste, religion, colour or sex.

- a) Growth based on merit (e.g. : I will always recognise merit and competence and will give honest, unbiased performance feedback to my juniors / colleagues in a constructive manner.)
- b) Equal opportunity and fair treatment (e.g. : I will not indulge in sexual harassment, be gender-biased while selecting a candidate.)
- c) Competency development (e.g. : I will recognise training programmes as a competency development tool and release nominated team members. I will also invest time in my own personal development.)
- d) Open environment
e.g. :
 - (1) I will encourage open and honest information sharing / discussion / feedback.
 - (2) I will discourage bad-mouthing and loose talk and will not indulge in the same.
- e) Employees and ambassadors (e.g. : I will act as an ambassador of the company even when I am not engaged in official work.)

II. MISCONDUCT :

Without prejudice to the generality of the term 'MISCONDUCT', it shall include all acts of omission or commission of the employees and such offensive acts will result in disciplinary action against the concerned employee. The meaning of the term 'misconduct' shall include:

- i) Unauthorised destruction, removal or damage to the Company's property and of its clients.
- ii) Failure or refusal to carry out any lawful and reasonable instruction issued by the authority concerned, including refusal to perform the assigned work.
- iii) Assault on another employee/ clients/ member of the organisation or visitor on the Company's premises.
- iv) Disclosure of Company's or client's confidential or classified information to unauthorised persons.
- v) Breach of Company's Code of Ethics.
- vi) Conviction by a Court of law for any criminal offence or an offence involving moral turpitude.
- vii) Wilful misrepresentation of facts to obtain employment or promotion.

- viii) Falsification of personnel records, production reports, time sheets, records, logs or any other documents of the Company.
- ix) Use of abusive or threatening language to the members of the Company or its clients.
- x) Deliberate deviation from the standard procedures of the Company's operations or formulae. This includes any deviations from accepted and established functions & practices, without prior approval of the superior / authorised person of the company.
- xi) Misuse of company computer systems, e.g., excessive access of non-work related Internet Sites, access of pornographic sites. Deliberate tampering with or unauthorised use of computer hardware or software.
- xii) Sabotage and / or insubordination
- xiii) Gambling, while on duty, outside or within the office premises.
- xiv) Failure to report a contagious or infectious disease if suffering from one.
- xv) Possession, consumption, use or sale of liquor or narcotics within the Company premises, or while reporting to work under the influence of either of these.
- xvi) Sleeping during the work hours without permission.
- xvii) Taking pictures or bringing photographic equipment into the offices without permission.
- xviii) Excessive absenteeism or tardiness.
- xix) Unauthorised or frequent absenteeism for more than three days at a stretch.
- xx) Misuse of identity or punch card.
- xxi) Defrauding or attempting to defraud the Company or other employees.
- xxii) Possession of firearms or explosives and any other hazardous substance within the Company's premises.
- xxiii) Playing practical jokes that violate safety rules or cause a serious injury or interrupt other's work or impede the efficient operation of the Company's business activities.
- xxiv) Refusal to accept any reasonable communication from the Management.

- xxv) Habitually reporting late for work or leaving earlier than the stipulated time, without permission.
- xvi) Spreading rumours, which could bring disrepute to the Company or to, any of the employees.
- xxvii) Engaging in any illegal or unethical practices such as taking or giving bribes or receiving any illegal gratification whether in monetary terms or otherwise.
- xxviii) Engaging in unauthorised private trade within office premises.
- xxix) Engaging in any other employment/ business while in the service of the Company.
- xxx) Harassment on the grounds of sex, race, caste, religion, or disability of fellow employees, or any other person whilst on company business.
- xxxi) Any other act that defies the Company's rules, norms, values or principles or any subversive attitude to the discipline of the Company.
- xxxii) Any act, which could adversely affect the image, interest and / or reputation of the Company.
- xxxiii) Inciting other members to commit breach of the laws, rules and regulations and the established norms of the company.

III. PUNISHMENT FOR MISCONDUCT :

- i) An employee guilty of Misconduct may be :
 - a) Warned in writing or reprimanded and / or;
 - b) Suspended without salary (but shall be paid a suspension allowance during the period of suspension) by an order in writing by the designated officer for a period not exceeding four days at a time and / or;
 - c) Demoted to a lower post or lower stage in time scales or in grades or his increments or promotions may be withheld for a certain time period; or
 - d) Discharged or dismissed.
- ii) No order under clause III(i) shall be made unless the employee concerned has been served a notice in writing within a reasonable period of the alleged Misconduct and an enquiry held as provided in clause (iii) herein below. However for Misconduct considered serious, a fast-track enquiry would be conducted. If the circumstances so require the enquiry would be concluded on the same day

- iii) The enquiry proceeding shall, so far as practicable, adhere to these norms:
 - a) The Business Head /Head of HR/Corporate Functional Head shall constitute an Enquiry Committee to look into the charges of misconduct. The Enquiry Committee shall comprise of one Enquiry Officer and one or more members.
 - b) An employee against whom enquiry is to be held shall be given a charge sheet clearly setting forth the misconduct committed and the evidence/material available against him within a reasonable time period.
 - c) The person charged of misconduct shall be given an opportunity to answer the charge and permitted to be defended by his representative, who must be an employee from the same establishment.
 - d) Except for the reasons to be recorded in writing by the Enquiry Officer, the employee shall be permitted to produce witnesses in his defence and cross-examine any witness on whose evidence the charges rest, unless in the opinion of the Enquiry Officer, a witness is being called merely to delay the enquiry proceedings or to embarrass someone.
 - e) The Enquiry Officer shall prepare a concise summary of the evidences on either side and the employee's pleas shall be recorded and a copy thereof shall be given to the employee on his request.
- iv) If as a result of the enquiry held or explanation rendered, the Enquiry Committee decides not to take any action under clause III (i), the employee will be deemed to have been on duty and shall be entitled to full salary and full privileges for the suspension period excluding the subsistence allowance already paid to him during the suspended period. If, on the other hand, the employee is found guilty, the employee shall be deemed to have been absent for the period of suspension and shall not be entitled to any salary or any other benefits/ privileges entitled to for such period.
- v) The enquiry shall ordinarily be completed as expeditiously as possible within a reasonable period of time and no adjournments should be granted except for extremely unavoidable reasons. If the delinquent employee fails to appear before the Enquiry Committee on the time fixed, the Enquiry Committee shall proceed *ex parte* against the delinquent employee.
- vi) In awarding punishment under clause III (iv), the designated officer shall take into account :
 - a) The gravity of the misconduct;

- b) The past record and general conduct of the employee, and any other extenuating or aggravating circumstances that may exist.
- vii) Notwithstanding anything contained in the above-mentioned sub-clauses, an employee, who has been convicted by a court of law for any criminal offence, may be discharged without any notice or compensation in lieu of notice.
- viii) An employee charged with a criminal offence, whether in connection with the Company's business or not, shall during the period, if any, when he is under police custody be liable to be suspended without salary and allowances. If the Court adjudges him guilty, his services shall be liable to be terminated without notice, from the date of conviction. If, however, he is acquitted, he may be allowed to resume work and the period of his suspension may be treated as leave without pay. However, if the crime/misconduct is committed by the employee during the course of his employment then notwithstanding the acquittal by the Court, the Company may proceed against the employee in the manner herein before prescribed in regard to the crime/misconduct alleged to have been committed by him and acquittal by a criminal court shall not prejudice the enquiry proceedings. The Company may in compliance with the procedure mentioned in the clauses above thereafter dismiss the employee if it comes to the conclusion that it would not be in the interest of the company to keep the employee.

ENFORCEMENT MECHANISM

Even though the company hopes that there will be voluntary compliance by all the employees of the code of conduct, it feels it necessary to have a mechanism in place to deal with deviations. Such a mechanism will provide an outlet for conscientious employees to help the company enforce this code of conduct adequately and take disciplinary action against those diluting the same.

The company views any violation of the code of conduct and the supporting practices extremely seriously, and will take whatever action(s) it deems necessary to deal with the situation.

All reports of violations will be treated with utmost confidentiality.

Any attempt by an employee to pressurize someone to violate the code of conduct or not to report violations will result in the most serious measures being taken against them, including dismissals.

It is the responsibility of all employees, when they become aware of a violation, to report the incident to their immediate superior / Department Head / Head HR. If there is no answer or satisfactory resolution within 24 hrs, then the employee should report the incident to the next higher authority, Business Head, Head – HR, Corporate Functional Heads, or finally to the MD. If the violations are relating to organizational issues and / or compromising personal integrity the same may be reported directly to the MD.

FORMAT OF UNDERTAKING

I _____ s/o _____ presently working in _____ (“The Company”) acknowledge that I have received and read the Code of Conduct and fully understood its contents. I understand the importance of the policy, and my own activities in regard to these. I subscribe to the policy (and its various components) of the company and hereby declare that I will be bound by the provisions of the policy.

I hereby further declare & confirm that :

- 1) I have read and understood the Code of Conduct and I will seek advice from appropriate higher authorities where I have a question concerning the application of those policies.
- 2) I will never knowingly violate the Code of Conduct.
- 3) I have understood that the company may initiate appropriate action, including legal proceedings, in case of violation of the code of conduct.
- 4) I will promptly report to my immediate superior / Head HR any knowledge I may have any violation of the code of conduct by others.

Employee Name :

Place :

Signature :

Date :

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