



CODE OF CONDUCT

The Company and its Officers which inter alia includes the Board of Directors and the management officials especially the senior management shall strictly follow the Code of Conduct as enumerated hereunder:

1. National Interest
2. Financial Reporting and Records
3. Competition
4. Equal-opportunities Employer
5. Gifts and Donations
6. Government Agencies
7. Political Non-alignment
8. Health, Safety and Environment
9. Quality of Products and Services
10. Corporate Citizenship
11. Co-operation of Group Companies
12. Public Representation of the Company and the Group
13. Third-party Representation
14. Use of the Company Brand
15. Ethical Conduct
16. Legal Compliances
17. Group Policies
18. Shareholders
19. Honest & Ethical Conduct
20. Regulatory Compliance
21. Concurrent Employment
22. Corporate Opportunities
23. Confidentiality
24. Representation
25. Intellectual Property Rights
26. Conflict of Interest
27. Securities Transactions and Confidential Information
28. Protecting Company Assets
29. Citizenship
30. Integrity of Data Furnished
31. Reporting Concerns

1. National Interest

The Company and its Officers shall be committed in all its actions to benefit the economic development of the countries in which it operates. It shall not engage in any activity that would adversely affect such an objective. It shall not undertake any project or activity to the detriment of the nation's interests, or those that will have any adverse impact on the social and cultural life patterns of its citizens. The Company and its Officers shall conduct its business affairs in accordance with the economic, development and foreign policies, objectives and priorities of the nation's government, and shall strive to make a positive contribution to the achievement of such goals at the international, national and regional level, as appropriate.

2. Financial Reporting and Records

The Company and its Officers shall prepare and maintain accounts of the Company's business affairs fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company conducts its business affairs. Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to Company auditors and other authorized parties and government 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. Any willful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of this code, apart from inviting appropriate civil or criminal action under the relevant laws.

3. Competition

The Company and its Officers shall fully strive for the establishment and support of a competitive, open market economy in India and abroad and shall cooperate in the efforts to promote the progressive and judicious liberalization of trade and investment by a country. Specifically, The Company shall not engage in activities, which generate or support the formation of monopolies, dominant market positions, cartels and similar unfair trade practices. The Company and its Officers shall market the products and services of the Company on its own merits and shall not make unfair and misleading statements about competitors' products and services. Any collection of competitive information shall be made only in the normal course of business and shall be obtained only through legally permitted sources and means.

4. Equal-opportunities Employer

The Company and its Officers shall provide equal opportunities to all its employees and all qualified applicants for employment, without regard to their race, caste, religion, colour, ancestry, marital status, sex, age, nationality, disability and veteran status. Employees of the Company shall be treated with dignity and in accordance with the Company policy to maintain a work environment free of sexual harassment, whether physical, verbal or psychological. Employee policies and practices shall be administered in a manner that ensures that in all matters equal opportunity is provided to those eligible and the decisions are merit-based.

5. Gifts and Donations

The Company and its Officers or employees shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business. However, the Company and its employees may accept and offer nominal gifts, which are customarily given and are of a commemorative nature, for special events provided the same shall be disclosed appropriately to the management.

6. Government Agencies

The Company and its Officers or employees shall not offer or give any Company funds or property as donation to any government agencies or their representatives, directly or through intermediaries, in order to obtain any favourable performance of official duties.

7. Political Non-alignment

The Company and its Officers shall be committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India. The Company and its Officers shall not support, directly or indirectly, any specific political party or candidate for political office. The Company shall not offer or give any company funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign.

8. Health, Safety and Environment

The Company and its Officers shall strive to provide a safe and healthy working environment and comply, in the conduct of the business affairs of the Company, with all regulations regarding the preservation of the environment of the territory it operates in. The Company and its Officers shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

"SMOKE FREE POLICY"

Employees are the organization's strength and their strength is their good health. Personnel & Administration Department at Aplab Limited is concerned about the health of their employees and to make a move in this direction we have decided to implement / Introduce / launch "SMOKE FREE POLICY".

Objectives / Purpose

- * This policy has been developed to protect all employees, service users, customers and visitors.
- * To avoid Exposure to secondhand smoke and to assist compliance with the Ministry of Health and family Welfare 2008.

- * Exposure to secondhand smoke increases the risk of lung cancer, heart disease and other serious illnesses.
- * Ventilation or separating smokers and non-smokers within the same airspace does not completely stop potentially dangerous exposure.

Policy

- * It is the policy of Aplab Ltd. that all our workplaces are smoke free.
- * All Aplabians / employees have a right to work in a smoke free environment.
- * Smoking is prohibited in all enclosed and substantially enclosed premises in the workplace, this includes company vehicles.
- * This policy applies to all employees, consultants, contractors, customers or members and visitors.

9. Quality of Products and Services

The Company and its Officers shall be committed to supply goods and services of the highest quality standards, backed by efficient after sales service consistent with the requirements of the customers to ensure their total satisfaction. The quality standards of the Company's goods and services will conform to the required national and international standards.

10. Corporate Citizenship

The Company shall be committed to be a good corporate citizen, not only in compliance with all relevant laws and regulations, but also by actively assisting in the improvement of the quality of life of the people in the communities in which it operates, with the objective of making them self reliant. Such social responsibility would comprise, to initiate and support community initiatives in the field of community health and family welfare, water management, vocational training, education and literacy and encourage application of modern scientific and managerial techniques and expertise. This will be reviewed periodically in consonance with national and regional priorities. The Company would also not treat these activities as optional ones, but would strive to incorporate them as integral part of its business plan. The Company is encouraged to develop social accounting systems and to carry out social audit of their operations.

11. Cooperation of Group Companies

The Company shall cooperate with other Group companies by sharing physical, human and management resources as long as this does not adversely affect its business interests and shareholder value. In the procurement of products and services, the Company shall give preference to another Group company as long as it can provide these on competitive terms relative to third parties.

12. Public Representation of the Company and the Group

The Company and its Officers honors the information requirements of the public and the stakeholders of the Company. In all its public appearance with respect to disclosing Company and business information to public constituencies such as the media, the financial community, employees and shareholders, the Company or the Group shall be represented only by specifically authorized directors and employees. It will be the sole responsibility of these authorized representatives to disclose information on the Company.

13. Third-party Representation

Parties which have business dealings with the Group but are not members of the Group, such as consultants, agents, sales representatives, distributors, contractors, suppliers, etc. shall not be authorized to represent the Company if their business conduct and ethics are known to be inconsistent with this Code.

14. Use of the Company Brand

The use of the Company name and trademark owned by the Company shall be governed by manuals, codes and agreements to be issued by the Company.

15. Ethical Conduct

Every Officer of the Company, which shall include its Directors, Executive and Non Executive Directors, Managing Director, CFO and CCO shall deal on behalf of the Company with

professionalism, honesty and integrity, as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties.

16. Legal Compliances

The Officers shall comply with all applicable government laws, rules and regulations. The employees and directors shall acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable themselves to recognize potential dangers. Violations of applicable governmental laws, rules and regulations may subject them to individual criminal or civil liability, as well as to disciplinary action by the Company. Such individual violations may also subject the company to civil or criminal liability or the loss of business.

17. Group Policies

The Company and its Officers shall recommend to its board of directors the adoption of policies and guidelines periodically formulated by the Company.

18. Shareholders

The Company shall be committed to enhance shareholder value and comply with all regulations and laws that govern shareholders' rights. The board of directors of the Company shall duly and fairly inform its shareholders about all relevant aspects of the Company's business, and disclose such information in accordance with the respective regulations and agreements. Every employee shall be responsible for the implementation of and compliance with this code in his professional environment. Failure to adhere to the code could attract the most severe consequences, including termination of employment or directorship, as the case may be.

19. Honest & Ethical Conduct

The Officers are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working on the Company's premises, at offsite locations where the Company's business is being conducted, at Company sponsored business and social events, or at any other place where they are representing Company. Honest conduct is conduct that is free from fraud or deception. Ethical conduct is ethical handling of actual or apparent conflicts of interest between personal and professional relationship.

20. Regulatory Compliance

The Company, its Officers and every employee of the Company shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he or she operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the code, then the standards of the code shall prevail.

21. Concurrent Employment

The Officers and employees of the Company shall not, without the prior approval of the Managing Director of the Company, accept employment or a position of responsibility (such as a consultant or a director) with any other Company, nor provide 'freelance' services to anyone. In the case of a Managing Director, such prior approval must be obtained from the Board of Directors of the Company.

22. Corporate Opportunities

The Officers 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 disclosed fully in writing to the Company's Board of directors and the Board declines to pursue such opportunity.

23. Confidentiality

The Officers shall not disclose/reveal any facts/ figures/ information/ trade secrets or confidential documents in written/verbal form, obtained during the course of business relationship with Company to any person(s) / authority / organization / statutory body unless required by law and/or with specific written permission of company.

24. Representation

The Officers shall not write/appear or represent himself to any third party unless authorized by the Company in writing specifically, except while performing routine duties with respect to position in the organization.

25. Intellectual Property Rights

All documents, processes, manuals, Literature, Systems etc. or any other intellectual property developed or created by the Officers during the association of the Officers with the company are sole property and Intellectual Property Rights of the Company.

26. Conflict of Interest

The Officers and employees of the Company shall not engage in any business, relationship or activity, which might detrimentally conflict with the interest of his company or the group. A conflict of interest, actual or potential, may arise where, directly or indirectly:

- a) An employee or an officer of the Company engages in a business, relationship or activity with anyone who is party to a transaction with his or her company;
- b) An employee or an officer is in a position to derive a personal benefit or a benefit to any of his or her relatives by making or influencing decisions relating to any transaction;
- c) An independent judgment of the company's or group's best interest cannot be exercised. The main areas of such actual or potential conflicts of interest would include the following:

Financial interest of an employee or an officer of the Company or his relatives, including the holding of an investment in the subscribed share capital of any company or a share in any firm which is an actual or potential competitor, supplier, customer, distributor, joint venture or other alliance partner of the Company. (The ownership of up to 1 per cent of the subscribed share capital of a publicly held Company shall not ordinarily constitute a financial interest for this purpose).

An employee or an officer of the Company conducting business on behalf of his or her company, or being in a position to influence a decision with regard to his or her company's business with a supplier or customer of which his or her relative is a principal, officer or representative, resulting in a benefit to him/her or his/her relative.

Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of an employee or an officer of the Company, where such an individual is in a position to influence the decision with regard to such benefits.

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 Notwithstanding that such or other instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested employees should be made to the Company's management It is also incumbent upon every employee to make a full disclosure of any interest which the employee or the employee's immediate family, which would include parents, spouse and children, may have in a company or firm which is a supplier, customer, distributor of or has other business dealings with his company. Every employee who is required to make a disclosure as mentioned above shall do so, in writing, to his or her immediate superior, who shall forward the information along with comments to the person designated for this purpose by the MD, who in turn will place it before the MD and/or the board of directors/executive committee appointed by the board and, upon a decision being taken in the matter, the employee concerned will be required to take necessary action as advised to resolve/avoid the conflict If an employee or an officer fails to make a disclosure as required herein, and the management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the employee or the officer, the management would take a serious view of the matter and consider suitable disciplinary action against the employee or the officer.

27. Securities Transactions and Confidential Information

The Officers and employees of the Company and his or her immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company or the group, which is not in the public domain and thus constitutes insider information. The Officers and employees of the Company shall not use or proliferate information which is not available to the investing public and which therefore constitutes insider information

for making or giving advice on investment decisions on the securities of the respective company on which such insider information has been obtained. Such insider information might include the following:

- * Periodical financial results of the Company;
- * Acquisition and divestiture of businesses or business units;
- * Financial information such as profits, earnings and dividends;
- * Announcement of new product introductions or developments;
- * Asset revaluations;
- * Investment decisions/plans;
- * Restructuring plans;
- * Major supply and delivery agreements;
- * Raising finances;
- * Issue of new securities and buy back of its own shares;
- * Expansion/new projects;
- * Disposal of whole or substantial part of the Undertaking; and
- * Amalgamation, merger or takeover.

28. 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. These include 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.

29. Citizenship

The Officers and employees of the Company shall in his or her private life be free to pursue an active role in civic or political affairs as long as it does not adversely affect the business or interests of the Company or the group and provided that the same have been appropriately disclosed by the employee or the officer and prior written approval of the Managing Director has been obtained. If an employee or an officer fails to make a disclosure as required herein, and the management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the employee or the officer, the management would take a serious view of the matter and consider suitable disciplinary action against the employee or the officer.

30. Integrity of Data Furnished

Every officer and employee of the Company shall ensure, at all times, the integrity of data or information furnished by him or her to the Company.

31. Reporting Concerns

Every officer and employee of the Company shall promptly report to the management any actual or possible violation of this code, or an event he or she becomes aware of that could affect the business or reputation of his/her or any other Group company.