

**SIGMA ELECTRIC MANUFACTURING CORPORATION PVT LTD.
CODE OF CONDUCT POLICY**

PURPOSE:

The purpose of this Policy on Code of Conduct is to clarify, to the extent possible, the standards of behavior that are expected of employees, agents, contractors and third parties of / dealing with SIGMA ELECTRIC MANUFACTURING CORPORATION (“**SIGMA**”) in the performance of their duties. It attempts to provide *inter alia* guidance in areas where employees, agents, contractors and such third parties dealing with SIGMA need to make personal and ethical decisions.

SCOPE:

This Policy is applicable to all employees, including Probationers & Trainees in Staff & Associates category, agents, contractors and such third parties dealing with SIGMA (for ease of reference hereinafter collectively referred to as the “Employees”) at SIGMA.

POLICY:

This policy on Code of Conduct must be followed by all of SIGMA’s Employees, No one, regardless of rank or position, may allow personal preference, inconvenience, or business pressures to compromise adherence to the standards set forth herein, nor should anyone pressure others to do so.

Employees shall maintain integrity and quality in their job performance, using their work time to the advantage of SIGMA’s customers and interested parties and always providing their best effort on the job.

Employees are responsible for reporting to their supervisor or manager all deficiencies or errors, so as not to jeopardize the working and safety of all of SIGMA’s Employees including workmen, customers and other persons associated with SIGMA. Employees must also report any violations or potential violations of applicable laws, regulations, and SIGMA policies. SIGMA protects whistleblowers, and will not tolerate any discrimination or retaliation against employees who, in good faith, report their concerns. Anyone who retaliates against an individual under such circumstances is subject to disciplinary action.

Employees shall comply with all applicable laws, regulations, and standards.

Employees shall protect the property and other assets of SIGMA against loss, theft, or abuse.

Employees are expected to make decisions concerning SIGMA’s business based only upon SIGMA’s best interests. This means that you cannot consider whether the decisions you make will provide an additional benefit (or detriment) to you or an

immediate relative (or close business associate). Thus, employees may not accept a gift or other benefit offered with the intent or even appearance of trying to influence their business judgment.

Any information learnt during the performance of an Employee's work at SIGMA that is not commonly available to the public must be kept confidential by the Employee to the extent permitted by applicable law.

Employees shall not make any promise, offer, or payment – direct or indirect – of anything of value to any party in order to obtain an improper benefit or advantage from any internal or external person or agency, or with the appearance of seeking to obtain such benefit or advantage.

Notwithstanding the generality of the foregoing, it shall be the responsibility of SIGMA's Employees to, at all times, ensure that they:

- Uphold values such as trust, teamwork, mutuality, collaboration, meritocracy, objectivity, self respect and human dignity in their work at SIGMA including in their dealings with colleagues, co-workers and third parties;
- Refrain from practicing any form of discrimination whether based on gender, sex, caste, race, ethnicity or otherwise;
- Build relationships with customers, vendors and co-employees to further the good reputation of SIGMA;
- Do not accept gifts or anything of value which exceeds a nominal value;
- Do not accept gratuity payments or any other payments from customers or vendors;
- Do not compromise with SIGMA's reputation of business interests owing to any of their act / omission;
- Comply with SIGMA's policies on Non-Disclosure, Whistleblower, Sexual Harassment, Ethical Business Practices, Conflict of Interest, Acceptable Use and / or any other policies as framed / revised by SIGMA.

The failure by any employee(s) to comply with the terms of this Policy shall result in disciplinary action being taken against such employee(s) as provided by the relevant law.

SIGMA reserves the right to modify or amend this policy at any time as it may deem necessary.

Should you have any questions in relation to this policy, please contact Head, Human Resources at your location or company Compliance Officer.

CCPv.2
August 2013