

Star Wire (India) Ltd

POLICY NO:	SWIL-01
POLICY NAME:	CODE OF BUSINESS CONDUCT AND ETHICS
	POLICY
CATEGORY:	EMPLOYMENT PRACTICES
EFFECTIVE DATE:	1ST OCTOBER 2015

INTRODUCTION

The Board of Directors has adopted the following Code of Business Conduct and Ethics Policy for officers, directors and employees of Star Wire India Limited and its other Units. This Code is intended to focus the Board and each director, officer and employee on the following areas:

- Honest and ethical conduct including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
- Full, fair, accurate, timely and understandable disclosure in reports and documents that Star Wire files with, or submits to shareholders, governmental agencies, and in other public communications.
- Protection of Star Wire's confidential and proprietary information and that of our customer's and vendors'.
- Compliance with applicable governmental laws, rules and regulations.
- The prompt internal reporting to an appropriate person or persons identified in the Code of violations of this Code.
- Accountability for adherence to this Code.

PURPOSE

Star Wire is committed to conduct business ethically and according to law. All Star Wire employees are expected to conduct themselves in an ethical manner, with responsibility, integrity, fairness, transparency and honesty.

The purpose of this Code of Business Conduct and Ethics is to summarize key policies and procedures. We expect that anyone carrying out work for Star Wire will adhere to the same provisions of this Code while acting on Star Wire's behalf. Managers and Supervisory personnel have a responsibility to create and sustain a work environment in which employees know that ethical and legal behavior is expected of them.

In the event of any conflict between this Code of Business Conduct and Ethics and any other policy, memoranda, letters or oral descriptions related to issues herein, this Code of Business Conduct and Ethics shall govern.

For reporting any violations, or issues which violate the spirit of this Code as outlined in this document, you can communicate the same to any of the Directors using any of the following two methods:

E-mail

Phone

This Code is only a summary of certain key Star Wire Policies and Procedures, and is not intended to be a comprehensive rulebook or to address every situation that you may face. If you are faced with a difficult business decision, ask yourself the following questions:

- Is it honest and fair?
- Is it in the best interest of Star Wire?
- Is it legal?
- Does this make me feel good about myself and Star Wire?
- Would I feel comfortable if an account of these actions were published with my name on the front page of any local newspaper?
- If your answer to anyone of these questions is “No”, don’t do it. If you are not sure about the answers to these questions, or have any doubts about whether the proposed decision is consistent with Star Wire’s ethical standards, seek help. We encourage you to contact your superior for help. If your superior cannot answer your questions or if you are not comfortable discussing the questions with your superior, or with your superior’s answer, contact your Business Unit Head.

AVOIDANCE OF CONFLICT OF INTEREST

General Policy

All directors, senior management and employees must avoid situations in which their personal interest could conflict with the interest of the Company. This is an area in which it is impossible to provide comprehensive guidance but the guiding principle is that conflict, if any, or potential conflict must be disclosed to higher management for guidance and action as appropriate.

Employees may generally engage in outside activities that are not related to the Company, if they:

- Do not involve a conflict of interest
- Do not interfere with the performance of their Company responsibilities
- Do not call for the use of of the Company’s influence, resources or facilities; and
- Do not discredit the name or reputation of the Company

Employees of the Company are expected to devote their attention to the business of the Company, and are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company, or is otherwise in conflict with, or prejudicial to the Company.

You should avoid situations in which your personal, family or financial interests conflicts or even appear to conflict with those of the Company. The following are examples of actual or potential conflicts:

- You, or a member of your family, receive improper personal benefits as a result of your position in the Company.
- You use Company’s property for your personal benefit
- You engage in the activities that interferes with your loyalty to the Company or your ability to perform Company duties or responsibilities effectively
- You, or a member of your family, have a financial interest in a customer, supplier, or competitor which is significant enough to cause divided loyalty with the Company
- You work simultaneously, whether as an employee or Consultant, for another Company
- You use your personal influence to get Star Wire to do business with a Company in which you, a family member or friends have an interest.
- You divulge or use the Company’s confidential information, or computer programmes, for your own personal or business purposes

- You make gifts or payments or provide special favors, to customers, suppliers or competitors (or their immediate family members) with a value significant enough to cause the customer, supplier or competitor to make a purchase or take or forego other action, which is beneficial to the Company and which the customer, supplier or competitor would not otherwise have taken.

Outside Employment

Employees may not accept simultaneous employment with a supplier, customer or competitor of the Company unless they obtain prior and express written approval of the Directors in writing

Gifts and Entertainment

Though business gifts and entertainment are customary in many parts of the world they need to be viewed with caution. The Directors and senior executives may accept and offer nominal gifts which are customarily given and/or are of commemorative in nature for special events. Except for above, as per the Code of Conduct employees are strictly forbidden to accept or receive nor offer or make or give, directly/indirectly, any illegal payments, gifts or any benefits which are intended to obtain unethical favour for the Company.

Wealth Creation

The Directors and senior executives shall be committed to enhance the shareholders' worth/value and shall strictly comply with all regulations and laws that govern shareholders' rights. The Board shall duly and fairly inform the shareholders all relevant aspects about the Company's business and disclose such information as may be required, from time to time, in accordance with the applicable rules and regulations.

Misrepresentation of Facts and fair Dealing

Misrepresenting facts about the company, its services or products, or other aspects office business are against company's policy.

Other Situations

Because other conflicts of interests may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any question or doubt in your mind, you should consult the Directors.

STANDARDS FOR CONDUCTING STAR WIRE'S BUSINESS

Dealing with People in the Organization

The Company's vision is based on inspiring and unleashing creative potential in human assets of the Company. This is possible only in an environment where the rights of those around us are respected. In dealing with each other, directors, senior management and employees shall uphold the values which are at the core of our HR Philosophy - trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self-respect and human dignity. Indeed, these values form the basis of our HR management systems and processes. In this direction, the Company shall treat individuals in all aspects of employment solely on the basis of ability irrespective of race, caste, creed, religion, age, disability, gender, sexual orientation or marital status, and not tolerate racial, sexual or any other kind of harassment.

Ethical Trading Initiative

The Company stand in this regard has been outlined in the Ethical Trading Policy.

Honest and Ethical Conduct

The Directors and all employees of the company shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct. Honest conduct is conduct i.e. free from any fraud or deception. Ethical conduct is the conduct confirming to the accepted professional standards of conduct and shall include ethical handling of actual or apparent conflicts of interest between personal and professional relations.

Government Contracts

It is the company's policy to comply fully with all applicable laws and regulations that apply to Government Contracting. The Directors/nominated representative must review and approve all contracts with any Government entity.

Protection of Confidential Information

No director, senior management and employee shall disclose or use any confidential information gained in the course of employment/ association with the Company for personal gain or for the advantage of any other person. No information either formally or informally shall be provided to the press, other publicity media or any other external agency except within approved policies.

PERSONAL CONDUCT

All directors, senior management and employees have the obligation to conduct themselves in an honest and ethical manner and act in the best interest of the Company at all times. They are expected to demonstrate exemplary personal conduct through adherence to the following:

Transparency and Auditability

All directors, senior management and employees shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes, including as appropriate, segregation of duties, tiered approval mechanism and involvement of more than one manager in key decisions and maintaining supporting records. It shall be necessary to voluntarily ensure that areas of operation are open to audit and the conduct of activities are totally auditable.

Protection of Company's Assets

No director, senior management and employee shall misuse Company's assets. The assets include tangible assets such as equipment and machinery, facilities, systems, materials, resources etc. as well as intangible assets such as proprietary information, process, design etc. whether patented or not, relationships with customer and supplier etc. In the use of Company facilities, care shall be exercised to ensure that costs are reasonable and there is no wastage.

Bribery

The payment of bribes, kickbacks or any other payment of any nature, whether in cash or kind, to obtain business or otherwise gain advantage for the Company is strictly prohibited, irrespective of whether such payments or offers are made directly or indirectly.

Sometimes, clients or vendors wish to express appreciation for services or assistance provided by employees by giving of some form of bribe, kickbacks, whether in cash or kind. It is strictly prohibited. The purpose is to ensure there should be no sense of obligation/favor by the employee or the Company and to ensure that we act with integrity and make our decisions based on legitimate, business-appropriate considerations.

The Company stand in this regard has been outlined in the "Prohibition of Bribery Policy".

Leading by Example

The organization's directors and senior management set the professional tone for the Company. Through both their words and their actions, the organization's leadership conveys what is acceptable and unacceptable behavior. Star Wire's directors, senior management and employees must constantly reinforce through their actions and behavior that Star Wire's stated beliefs of responsible corporate citizenship are rooted in individual conviction and personal integrity.

CORPORATE SOCIAL RESPONSIBILITY

The Company is committed to serve the community around its area of operations. The Company believes that no organization can survive in isolation and it has a responsibility towards public at large. The Company aims to reach out to the neighboring communities, conserve the environment and nurture young people. The Company shall continuously take requisite community development initiatives around the areas of its operations.

COMPLIANCE PROCEDURES

The existence of a code does not ensure that all employees will comply with it or act in a legal or ethical manner. To achieve optimal legal and ethical behavior, the individuals subject to the code must know and understand the code as it applies to them and as it applies to others. You must champion the code and assist others in knowing and understanding it. The following are specific compliance procedures that will be followed by the company:

Compliance – You are expected to become familiar with and understand the requirements of the Code. Most importantly, you must comply with it.

- **Head of Business Unit Responsibility** – The Company's Unit Business Head shall be responsible for ensuring that the code is established and effectively communicated to all employees, officers and directors. Although day to day compliance issue will be the responsibility of the company's supervisors, the Director responsible has ultimate accountability with respect to the overall implementation of and successful compliance with the code.
- **Internal Reporting of Violations** – The Company's efforts to ensure observance of, and adherence to, the goals and policies outlined in this code mandate that all employees of the company report suspected violations as set forth herein.
- **Access to the Code** – The Company shall ensure that all employees may access the code. New employees will receive a copy of the code as part of their new hire information. From time to time, the company will sponsor employee training programmes in which the code and other company policies and procedures will be discussed.
- **Monitoring** – The officers of the company shall be responsible for reviewing the code with all of the company's supervisors. In turn, each of the company's supervisors should review the code with his/her direct report.
- **Internal Investigation** – When an alleged violation of the code is reported, the company shall take prompt and appropriate action in accordance with the law and regulations and otherwise consistent with good business practices.

- **Disciplinary/Corrective Actions** – The Directors/Nominated Persons as appropriate will be responsible for implementing the appropriate disciplinary action in accordance with the company’s policies and procedures for any employee who is found to have violated the code.
- **Retention of Reports** – All reports and complaints made to or received by the Directors/Nominated Persons shall be logged into a record maintained for this purpose and this report shall be maintained for a minimum of three years.

Conclusion

- This code of Business Conduct and Ethics does not and cannot cover every situation. Questions about the ethical or legal propriety of a situation should be first brought to the attention of their immediate supervisor or the Business Head/Directors. Certain questions about the ethical or legal propriety of a situation may ultimately be evaluated by the Board of Directors.
- Nothing in this Code of Business Conduct and Ethics, in any Company policies and procedures, or in other related communications (verbal or written) modifies any at-will employment relationship Star Wire (I) Ltd has with its employees, nor creates or implies third party contract, an employment contract or form of employment.

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Date of Revision:	NA				