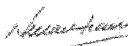


BSL GROUP

Code of Conduct Policy

REF No	: BSL/HR/COC/2013
VERSION NO	: 1.0
DATE OF ISSUE	: March 1, 2013
EFFECTIVE DATE	: March 1, 2013
DOCUMENT OWNER	: BASUDEV SINGH (HEAD – HUMAN RESOURCES)
APPROVED BY	: NEERAV HANS (MANAGING DIRECTOR)


(Neerav Hans)
Managing Director
Date: 28 Feb, 2013

Code of Conduct

1. PURPOSE

The Employee Code of Conduct outlines standards of personal and professional conduct that all employees must strive to uphold and to behave in an ethical and professional manner at all times. The Code provides a basis for all employees to maintain a working environment that is productive, positive, enjoyable, safe and free from harassment and discrimination. It will also assist managers to address any circumstances that may arise which conflict with the stated standards and values.

2. OBJECTIVE

- i. To ensure that employees maintain ethical and professional standards while at work.
- ii. To provide a framework for appropriate behavior for all employees where they can address ethical issues.

3. APPLICABILITY

This policy is applicable to all employees of BSL Group Company.

4. SCOPE

The Employee Code of Conduct provides clear standards and guidelines for the appropriate behavior expected of employees. Representative Dos and Don'ts elucidating expected behaviors at the work place and outside have been mentioned.

5. GUIDELINES FOR APPROPRIATE BEHAVIOUR

Every employee of the Company shall at all times:

- i. Maintain absolute integrity
- ii. Maintain devotion to duty
- iii. Do nothing which is unbecoming of a BSL Group employee.
- iv. Conduct at all times in a manner conducive to the best interest of the company or this will enhance the reputation of the Company.

- v. Do nothing to lower the image of the Company in the eyes of public.
- vi. Be courteous and prompt in official dealings with the public.
- vii. Every employee of the Company holding a supervisory position shall take all possible steps to ensure the integrity and devotion to duty of all employees for the time being under his control and authority.
- viii. Follow the guidelines, standards, rules, policies and practices of the company prevailing from time to time.
- ix. Every employee holding a supervisory post shall take appropriate steps to prevent sexual harassment to any woman at such work place.
- x. Every employee shall, in the performance of his official duties, or in the exercise of powers conferred on him; act in his best judgment except when he is acting under the direction of his official superior.
- xi. Employees must ensure that the safety and health of other employees, volunteers and clients are not endangered by any misuse of assets or office amenities.
- xii. Maintain strict confidentiality of remuneration details and avoid all discussions on it.
- xiii. Be responsible for the safe keeping and return in good condition and order of all the properties of the Company, which may be in the employee's use, custody, care or charge.

6. MISCONDUCT

The following is an illustrative but not limiting list of acts of omission and commission which shall be treated as misconduct:

- 1. Theft, fraud or dishonesty in connection with the business or property of the Company, or of property of another person within the premises of the Company.
- 2. Taking or giving bribes or any illegal gratification or indulging in corrupt practices.
- 3. Furnishing false information regarding name, age, father's name, qualifications, ability or previous service or any other matter germane to the employment at the time of employment or during the course of the employment.
- 4. Willful insubordination or disobedience, whether or not in combination with others, of any lawful and reasonable order of his superior.
- 5. Failure, neglect, or refusal to perform specified duties,
- 6. Absence without leave or over-staying the sanctioned leave without sufficient grounds or Proper satisfactory explanation.
- 7. Habitual late or irregular attendance.

8. Neglect of work or negligence in the performance of duty including malingering or slowing down of work.
9. Sabotage or damage to any property of the Company.
10. Engaging yourself, directly or indirectly, in to any business or service, other than company's business and service, without prior written permission of the company
11. Acting in a manner prejudicial to the interests of the Company.
12. Interference or tampering with any safety devices installed in or about the premises of the Company or violating the safety or environmental regulations in or about the premises of the Company.
13. Drunkenness or riotous or disorderly or indecent behavior in the premises of the Company or Outside such premises where such behavior is related to or connected with the employment.
14. Gambling within the premises of the Company.
15. Smoking within the premises of the Company, unless in area specified, is prohibited.
16. Collection without the permission of the Competent Authority of any money within the premises of the company except as sanctioned by any law of the land for the time being in force or rules of the Company.
17. Sleeping while on duty.
18. Absence from the employee's appointed place of work without permission or sufficient cause.
19. Engage in any procurement activities where the employee has a commercial or personal interest in the supplier/vendor.
20. Engage in any other business or commercial activities which may conflict with their ability to perform their duties to the company.
21. Commission of any acts subversive of discipline or of good behavior.
22. Subletting or unauthorized use of Company's premises, equipment, tools or any other property of the company.
23. Misuse of any amenity provided by the company.
24. Participation and/or inciting others to participate in strikes, gherao, go slow and similar other agitational activities, or abetting, inciting, instigating or acting in furtherance thereof.
25. No employee shall indulge in any act of sexual harassment at the work place. For the purpose of this rule, "sexual harassment" includes such unwelcome sexually determined behavior, whether directly or otherwise as: -
 - a. Physical contact and advances;
 - b. A demand or request for sexual favours;
 - c. Sexually colored remarks;
 - d. Showing pornography;
 - e. Any other unwelcome physical, verbal or non-verbal conduct of a sexual nature.
26. An act to lower the image of the Company in the eyes of the public.
27. Tempering with or willfully damaging or falsification of Company's records, impersonation or forgery.

28. Making representations in order to bring any political or any outside influence to bear upon any superior authority to further employee's interest in respect of matters pertaining to employment, postings or transfers.
29. Attending or holding meeting other than in the course of duty within the Company's premises without prior written permission of the Competent Authority.
30. Distribution or exhibition of any newspapers, handbills, pamphlets, etc.
31. Deliberately making any false statement before a superior knowing it to be false.
32. Proxy registering of attendance or abetting in the act of registering attendance of another employee.
33. Interference or riotous or disorderly or indecent behavior in the premises of the company.
34. Being involved in bullying. Bullying is unreasonable behavior that is directed against an individual or group by another individual or group .This may include:
 - a. Verbal abuse, shouting.
 - b. Excluding or isolating behavior.
 - c. Deliberately withholding information vital for effective work performance
 - d. Giving employees impossible assignments.
 - e. Physical abuse.
35. Writing of anonymous or pseudonymous letters or associating oneself in writing such letters in respect of Company affairs.
36. Leaking or allowing to be leaked - any proprietary/commercial information to any outside agency or a competitor.
37. Securing any other job either for remuneration or on honorary basis, while in employment of the company.
38. The following actions pertaining to behavior exhibited by the employees in their personal domain would also amount to misconduct:
 - a. Spreading or encouraging casteism, regionalism or communalism.
 - b. Spreading false rumors or spreading false information.
 - c. Carrying on money lending or any other private business without the written permission of the Company.
 - d. Habitual indebtedness or insolvency.
 - e. Possession of pecuniary resources or property disproportionate to the known sources of income by the employee or on his behalf by another person, which the employee cannot satisfactorily account for.
 - f. Commission of any act, which amounts to a criminal offence involving moral turpitude.
39. Submission of wrong claims.
40. Adverse criticism of any policy or action of the Company by the employee in any radio broadcast or telecast through any electronic media or in any document published under his name, which is capable of embarrassing the relations between the Company and the public.
41. Communicating, directly or indirectly, any official document or any part thereof or information to any employee or any other person to whom he is not authorized to communicate such document or information except in accordance with any general or special

order of the company or in the performance in good faith of the duties assigned to him.

42. Not communicating any discovery, invention or modification to any process or method or equipment resulting in improvement of the Company's services, operations and products. Letter of patent, if taken out shall belong to the Company, and any remuneration payable to the employee for any such invention, discovery or modification shall be at the discretion of the company.

43. Accepting or permitting any member of his family or any other person acting on his behalf, to accept any gift other than that of nominal/token value from a person with whom he has official dealings and except during festivals or ceremonial occasions. The expression "Gift" shall include free transport, boarding, lodging or other service or any other pecuniary advantage exceeding a value of rupees One thousand only.

44. Using his position or influence directly or indirectly to secure employment for any person related, whether by blood or marriage to the employee or to the employee's spouse. The employee shall, as soon as, he becomes aware of the acceptance of an employment by a member of his family in any such company or firm with whom BSL Group has official dealings, and might create a conflict of interest, intimate such acceptance to the HR.

45. Repeatedly not replying to official mails in spite of being made aware of the fallouts of not doing so.

7. RELATIONSHIP WITH STAKEHOLDERS

DO's

To the best of one's ability, use reasonable endeavors to ensure that records, reports, data created / made are true and conform to the company's reporting standards and internal controls.

DON'Ts

- X Enter into transactions or make commitments on behalf of the company that the company does not intend to honor;
- X Indulge in any financial dealings/transaction with the stakeholders.

8. MECHANISM FOR DEALING WITH MISCONDUCT

Responsibility for the following steps have been listed at item number 11.

Step 1 : Reporting of Misconduct

Reporting of the violation of the Code of Conduct by an employee may be by any superior, colleague, peer or even a subordinate employee. The report of the misconduct may be done by mail or in writing. **Anonymous complaints will not be acted upon.** All complaints will be treated with utmost confidentiality. Employees may report the matter to either to the employee's Reporting manager / Function Head/CHRO/HR SPOC or the Directors or the Ethics Committee as he may feel comfortable about. Ethics Committee shall comprise of one Director, the CHRO/HR SPOC and one senior level employee of Grade M2 and above who will also be the Convener. He may also consider reporting the matter on phone number of which will be notified and adequately publicized from time to time.

Step 2 : Determining Probable Level of Misconduct

A. Typical examples of misconduct could include:

Minor (breaches of the rules or required standards, but not of a nature serious enough to warrant dismissal or more formal action initially) Major (breaches of the rules or required standards of a nature serious enough to warrant dismissal). Repeated offences of minor misconduct may also be treated as serious misconduct.

B. An assessment of the category of misconduct will depend upon:

- i. Kind of Misconduct: Whether counseling has been tried/will be effective in reforming the employee.
- ii. The impact of Misconduct
- iii. Whether it compromises any of BSL Group values which are non-negotiable.
- iv. The example it sets out for others to follow. RM (Reporting Manager) /Function Head in consultation with the CHRO/HR SPOC will determine the probable level of misconduct.

Step 3: Minor Misconduct

Matter will be addressed through informal discussion with the HR and RM (Reporting Manager).

Step 4: Appears to be Major Misconduct

If it appears to be a major misconduct the CHRO/HR SPOC issues a notice of charges to the employee that he/she is suspected to be guilty of.

Step 5: Consider sending the employee on "forced leave"

In case of serious/gross misconduct the matter is discussed with Skip level manager/Function-Head. Approval for "forced leave" will be given by the Skip level manager post CHRO consent.

Step 6: Formal Investigation/Substantiation of Charges by the Disciplinary Committee

A Disciplinary Committee comprising of the Reporting Manager (Unless he is a respondent), A Manager of equivalent level of a unit not in the line of reporting but well conversant with the Business process and CHRO/HR SPOC will meet and investigate/conduct an inquiry. While conducting an inquiry, Principles of natural justice shall be followed i.e. "*nobody shall be a judge in his own cause*" to prevent bias or conflict of interest or duty; and "*hear the other side*", by giving the charged employee a fair opportunity to present his case. Once an investigation has been concluded, the action to be taken against the employee will be determined. This will either be: To treat the matter as minor misconduct that can be dealt with by an informal discussion; To proceed with disciplinary charges against the employee (in these cases, the management should again consider whether forced leave is appropriate); Or to conclude that there is insufficient evidence to proceed.

Step 7: Substantiated Disciplinary Charges Drafted and Issued

Disciplinary charge with full details set-out in writing to the employee by the CHRO or HR SPOC. The letter should also invite the employee to a disciplinary meeting/discussion.

11. Dealing with Misconduct – Roles and Responsibilities

Action	Responsibility
Reporting the Misconduct on mail/writing /phone followed by written report	Reported By : Supervisor/Colleague/Peer/Subordinate/Partner <u>To Be Reported To:</u> RM/FH/CHRO, HR SPOC/Directors/Ethics Committee (composed of one Director, CHRO/HR SPOC, one member of grade M2 and above level).
Determining the probable level of misconduct	RM /Function Head in consultation with the CHRO/HR SPOC
Issues notice of charge that is suspected to be guilty of.	CHRO/HR SPOC
Consider sending employee on forced leave.	Skip level manager in consultation with CHRO/HR SPOC/Function Head.
Investigation/Substantiation of charges by Disciplinary Committee	Disciplinary Committee members : ✓ RM (unless he is a respondent) ✓ Manager of equivalent level of the unit ✓ CHRO/HR SPOC of appropriate level.
Drafting and Issue of substantiated charges to employee	CHRO/HR SPOC
Decision on penalty and advise to employee	Decision by: CHRO/HR SPOC. Advice to Employee By: CHRO/HR SPOC.
Appeal	Made By : Employee Made To : RM/Ethics Committee
Outcome	Decided By: Ethics Committee in consultation with Communicated By : CHRO/HR SPOC



12. MANAGEMENT DISCRETION

Subject to the provisions of applicable law, this policy may be altered, varied, modified or amended for all or any portion of the terms and conditions contained in this policy at the sole discretion of the Management from time to time.