



INDIA

www.jesons.net

## JESONS INDUSTRIES LIMITED

## CODE OF BUSINESS CONDUCT AND ETHICS

## PREAMBLE

This Code of Business Conduct and Ethics ensures not only compliance with legal requirements, but also defines the values, principles, and standards of business conduct for all employees and directors of the Jesons Industries Limited (“JESONS” or “Company”), its subsidiaries, Associates and Joint Ventures. All employees of the Company and its subsidiaries, Associates and Joint Ventures whether temporary, contractual, or permanent are expected to adopt this Code of Business Conduct and Ethics (“the Code”), practice these standards in all activities and comply with all policies and procedures. It is also expected that all agents and sub-contractors shall be aware of, understand and adhere to this Code.

This Code should be read with all other such existing codes, policies, procedures, instructions, practices, rules or written or verbal representations.

This Code is applicable to the Board of Directors, Key Managerial Personnel (“KMP as defined in the Companies Act, 2013”) and all other employees (hereinafter referred to as “Employees”). All Employees are expected to read, understand, and comply with the contents of this Code in their day-to-day activities. They are also required to acknowledge having received, read, and understood the Code and agree to comply with its contents.

**Employee should sign the acknowledgment form at the end of this Code and return the form to the Human Resources Department indicating that you have received, read, understood and agreed to comply with the Code. The signed acknowledgment form will be stored in your personnel file.**

## COMPLIANCE WITH THIS CODE IS MANDATORY:

## Ethical business conduct is critical to JESONS business:

It is the responsibility of every employee and officer to adopt and adhere to these practices. These practices reflect legal or regulatory requirements. Violations of the laws and regulations can create significant liability for you, the Company, its directors, officers, and other employees. You should be aware of possible violations and report possible violations pursuant to the Company’s Vigil Mechanism / Whistle Blower Policy. For more details, please refer Whistle Blower Policy at [www.jesons.net](http://www.jesons.net)

Retaliation, threats, or retribution against any person who has in good faith reported a violation or against any person, who is assisting in any investigation or process with respect to such a violation, or a suspected violation of this Code, any law or other Company policies, is prohibited. Violations of this Code or other Company policies or procedures of the Company, including other HR policies, can lead to disciplinary action, including termination of employment. In all cases, if you need any clarification in interpreting the requirements of these practices or laws, please seek assistance by contacting the Secretarial Department.

## **RESPONSIBILITIES OF EMPLOYEES**

### **I. TO COMPANY AND ITS STAKEHOLDERS**

#### **A. STANDARDS OF CONDUCT**

All employees as well as consultants, agents, and contractors, who are working on a retainer basis, must exercise their good judgment to ensure the safety and welfare of employees and to maintain a cooperative, efficient, positive, harmonious, and productive work environment and business organization. These standards apply while working on JESONS premises, at off-site locations, at Company sponsored business and social events, or at any other place where you are a representative of the Company. Anyone who is engaged in misconduct, or any infraction of this Code may be subject to the disciplinary action. Such misconduct may include but is not limited to:

1. Falsifying Company or customer forms, reports, records or other documents, including employment applications, expense reports and timecards.
2. Failing to disclose any term of a Company sale, purchase or other business transaction when presenting the transaction to Finance or Operations
3. Fraudulent signature
4. Fudging of any bills, certificate, document etc.
5. Violation of any published policy of the Company, whether published in the Employee Handbook, on the internal website or via email.
6. Misappropriation of trade secrets of the Company or others, or improper handling of confidential information.
7. Use of Company resources (including employee time and effort) for personal use.
8. Indecent or unacceptable behavior, coercion, discrimination against or harassment of other Company employee(s), clients, or any third party.
9. Failure to comply with Company's health, safety, or other rules.
10. Breach of Company security.
11. Dishonesty/ Fraud/Theft/Embezzlement/etc.
12. Indulging in racial slurs, derogatory or belittling statements against one's nationality, sexual Orientation, religion, origin, caste, beliefs etc.
13. Possession or sale or distribution of illegal drugs/substances or Alcohol, coming to work intoxicated.
14. Defamation of Company or its customers or its Employees through spreading of rumors either orally or using electronic, print or any other media.

15. Insubordination to reporting managers or management, riotous behavior, creating or encouraging an offensive work environment, committing civil criminal or offences (as prescribed Under Indian law and/or the law of the land in which the employee is serving) or being an A bettor to an offense.

## **B. COMPLIANCE WITH LAWS**

The Company is committed to comply with the spirit and the letter of governing laws. All Company Employees as well as consultants, agents, and contractors, must comply with all applicable laws, regulations, rules, and regulatory orders. Company employees located globally must comply with laws, regulations, rules, and regulatory orders of the countries in which the Company operates. Company expects every employee to acquire appropriate knowledge of the requirements relating to his or her duties sufficient to enable him or her to recognize potential dangers and to know when to seek advice from the Human Resource Department on specific Company policies and procedures. Violations of laws, regulations, rules, and orders may subject the Employee, agent or contractor to individual criminal or civil liability, as well as disciplinary action by the Company. Such individual violations may also subject the Company to civil or criminal liability or the loss of business.

## **C. CONFLICTS OF INTEREST**

JESONS Employee must never use his/her association with JESONS for personal gain, and must avoid activities or associations that conflict with, appear to conflict with, or are likely to, over a period, to conflict with his/her exercise of independent judgment of JESONS's best interests. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

**Examples include:**

### **(i) Outside Employment:**

You are prohibited from accepting employment from third party or engaging in any activity that interferes with your performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. Our policies prohibit any employee from accepting simultaneous employment, whether part-time or otherwise, with Company's supplier, customer, developer, or competitor, or from taking part in any activity that enhances or supports a competitor's position. Additionally, you must disclose to the Company any interest that you have that may conflict with the business of the Company.

### **(ii) Outside Directorships:**

It is a conflict of interest to serve as a director of any Company that competes with JESONS, or is a supplier, customer, developer, or other business partner or service provider. Such directorship may be accepted only after prior written approval of the Managing Director.

**(iii) Business Interests:**

Many factors should be considered, if you are investing in JESONS's customer, supplier, developer, or competitor company in determining whether a conflict exists, including the size and nature of the investment; your ability to influence JESONS's decisions; your access to confidential information of JESONS or of the other Company; and the nature of the relationship between JESONS and the other Company. You need to obtain prior approval from JESONS Managing Director, before investing in such companies. However, there is no restriction on purchase of shares of a listed Company.

**(iv) Other Situations:**

If a proposed transaction or situation raises any questions or doubts in your mind you should consult the Secretarial/Legal Department.

**D. USE OF CORPORATE OPPORTUNITIES**

Employees, officers, and directors may not exploit for their own personal gain opportunities that are discovered using corporate property, information, or position.

Any unauthorized removal or damage of property of Company or its Customers or its Employees or Misuse of property, infrastructure, and facilities at the workplace or at the customer's premises shall be a violation of this code.

**E. CONFIDENTIALITY**

All Employees must maintain the confidentiality of information entrusted to them by the Company, its customers, partners, distributors, and suppliers, except when disclosures are specifically authorized in writing by the Secretarial / Legal Department or required by law. Confidential information includes all non-public information of any party dealing with JESONS that might be of use to competitors of JESONS or harmful to JESONS or its customers, partners, distributors, or suppliers, if disclosed. The Company's own confidential information includes all trade related information, trade secrets, confidential and privileged information, customer information, employee related information, strategies, administration, research in connection with and commercial, legal, scientific, technical data that are either provided to or made available to the employee by the Company to facilitate his work or that the employee is able to know or has obtained access by virtue of his employment or position with the Company. All confidential information must be used for Company business purposes only. Every employee, agent and contractor must safeguard it. This responsibility includes not disclosing the Company's confidential information such as information regarding the Company's products or business over the internet.

The employees shall abide by the non-disclosure agreement that they have entered with the Company and adhere to the Policy on Protection of Confidential Information and Intellectual Property of the Company. Employee shall ensure the following:

## **PROPRIETARY INFORMATION AND NON-DISCLOSURE AGREEMENT**

When Employee joins JESONS, they shall sign an agreement to protect and hold confidential the Company's proprietary information. This agreement remains in effect during the tenure and after their cessation of tenure in the Company. Under this agreement, you may not disclose the Company's confidential information to anyone or use it to benefit anyone other than the Company without the prior written consent of Secretarial/Legal Department and in following situations:

### **i. Disclosure of Company Confidential Information:**

Disclosure of any confidential data should be done on a need-to-know basis and never disclosed without carefully considering its potential benefits and risks. You must abide by JESONS's Policy on Confidentiality and Protection. You must not sign a third party's nondisclosure agreement or accept changes to the Company's standard nondisclosure agreements without review and approval by the Company's Secretarial / Legal Department. In addition, all Company materials that contain Company's confidential information, including presentations, require approval by the Company's Secretarial / Legal Department prior to publication or use. Furthermore, any employee publication or publicly made statement that might be perceived or construed as attributable to the Company, made outside the scope of his or her employment with the Company, must be reviewed and approved in writing in advance by the Company's Secretarial / Legal Department and must include the Company's standard disclaimer that the publication or statement represents the views of the specific author and not of the Company. Any social blogging or publishing in any media any information on the Company or the management of the Company which is derogative in nature by any employee is punishable with penalty and is liable to prosecution under civil and criminal procedure code.

### **ii. Disclosure to Regulatory Authorities:**

The Company and its Employees, agents and contractors must cooperate with appropriate government inquiries and investigations. In this context, however, it is important to protect the legal rights of the Company with respect to its confidential information. All government requests for information, documents or investigative interviews must be referred to the Company's Secretarial / Legal Department. No financial information may be disclosed without the prior approval of the Company's Managing Director.

### **iii. Media / Communication policy:**

Specific policies have been established regarding who may communicate information to the press and the financial analyst community. All inquiries or calls from the press and financial analysts should be referred to the Company's Managing Director and/or Chief Financial Officer. The Company has designated its Managing Director and Chief Financial Officer as official Company spokesperson for financial matters. These designees are the only people who may communicate with the press on behalf of the Company.

1. While blogging or indulging in social networking activities, JESONS Employees must remember that the audience viewing such posts can include current clients, potential clients as well as current/past/future employees of JESONS.
2. Respect Ccpyrights and fair use, refrain from comments that can damage the Company's, its customer's, or its employee's reputation.
3. Misrepresentation, misinterpretation or tampering JESONS's views or statements on personal blogs, websites or social networking sites will attract legal action. Employees / contractors / trainees associated with JESONS should refrain from making statements concerning JESONS unless authorized to do so.
4. In any blog or tweet, no employee shall refer to the Company by name, or otherwise; neither shall any other party dealing/associated with JESONS (whether pastor present, or whether shareholder, directors, management executives, other employees, clients, auditors, consultants, etc.) be referred to by name.

#### **iv. General Provisions:**

Unless specifically instructed, Employees are not authorized to speak on behalf of JESONS or any of its business matters. Employees shall not publicly discuss clients, products, employees or any work-related matters, whether confidential or not, outside Company-authorized communications. Employees are expected to protect the privacy of JESONS and its employees and clients and are prohibited from disclosing personal employee and non-employee information and any other proprietary and non-public information to which employees may have access. Such information includes but is not limited to customer information, trade secrets, financial information, and strategic business plans.

#### **v. Employer Monitoring:**

Employees are cautioned that they should have no expectation of privacy while using the Internet. Company equipment or facilities. Your postings can be reviewed by anyone, including JESONS. The Company reserves the right to monitor the usage of any website by any employee, including comments or discussions about the Company, its employees, clients and the industry, including products and competitors, posted on the Internet.

#### **vi. Reporting Violations:**

The Company requests and strongly urges employees to report any violations or possible or perceived violations to supervisors or the HR department. Violations include discussions of JESONS and its employees and clients, any discussion of proprietary information and any unpermitted activity related to blogging or social networking.

#### **vii. Guidelines to Emails/Internet Usage:**

Professional and Business writing standards must be adhered to in emails. Viewing sites that are racists, pornographic or offensive in nature, use of bad language, sending or forwarding emails that are offensive in nature is considered violation of this code.

Emails pertaining to your separation/resignation should be sent only to the concerned Stakeholder (your reporting manager) at JESONS. Communications pertaining to Compensation/status of employment etc. should be shared only with your reporting Manager or delivery head or the HR representative. The employee should also follow the Confidential & IP Protection Policy.

**viii. Disclosure to Clients:**

JESONS cannot share Customer data or information / confidential information / JESONS's plans or processes with JESONS's customers. Discussing salary / increment / promotion details with the client via emails or other means of communication is not allowed.

**ix. Employee / Client Interaction upon Separation:**

Employees who separate (resignation or termination) from JESONS may not notify their client(s) directly or indirectly regarding separation from the Company. If you intend to resign from the Company, notify your immediate supervisor and Human Resources department by providing a resignation letter.

Your supervisor will notify the client(s) and handle the transition directly with the client at the appropriate time. JESONS reserves the right to discipline employees up to and including termination or acceleration of the notice period for resignation for not following this procedure.

Where an employee is subject to a restrictive covenant, JESONS reserves the right to take legal action where necessary against employees who engage in this prohibited conduct and JESONS may seek compensatory and liquidated damages from the employee.

**F. USE OF COMPANY'S ASSETS**

**(i) General:**

You must endeavor to protect the Company's assets and property and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. You must report any suspected incident of fraud or theft immediately for investigation. Executive officers or members of the Board must report such suspected fraud or theft to the Board or a Committee of the Board. All assets and property of the Company must be used for legitimate business purposes only, in accordance with Company policies.

**(ii) Physical Access Control:**

The Company has and will continue to develop procedures covering physical access control to ensure privacy of communications, maintenance of the security of the Company, communication equipment, and safeguard Company assets from theft, misuse, and destruction. You are personally responsible for complying with the level of access control that has been implemented

in the facility where you work on a permanent or temporary basis. You must not defeat or cause to be defeated the purpose for which the access control was implemented.

**(iii) Company Funds:**

Company funds, which include anything that has or represents financial Value, must be handled responsibly, honestly and in accordance with applicable Company Policies. Every Company employee is personally responsible for all Company funds over which he or she exercises control. Company agents and contractors should not be allowed to Exercise control over Company funds. Company funds must be used only for Company business purposes. Every Company employee, agent and contractor must take reasonable steps to ensure that the Company receives good value for Company funds spent and must maintain accurate and timely records of all the expenditures. Expense reports must be accurate and submitted in a timely manner. Company employees, agents and contractors must not use Company funds for any personal purpose.

**(iv) Computers and Other Equipment:**

You must take care of the systems and Company equipment's and use it responsibly only for Company business purposes. If you use Company equipment at your home or off site, take precautions to protect it from theft or damage, just as if it were your own. If the Company no longer employs you, you must immediately return all Company equipment. While computers and other electronic devices are made accessible to employees to assist them to perform their jobs and to promote Company's interests, all such computers and electronic devices, must remain fully accessible to the Company and, to the maximum extent permitted by law, will remain the sole and exclusive property of the Company. To the extent permitted by applicable law, the Company retains the right to gain access to any information received by, transmitted by, or stored in any such electronic communications device, by and through its employees, agents, contractors, or representatives, at any time, either with or without an employee's or third party's knowledge, consent or approval.

**(v) Software:**

All software used by employees to conduct Company business must be appropriately licensed. Never make or use illegal or unauthorized copies of any software, whether in the office, at home, or on the road, since doing so may constitute copyright infringement and may expose you and the Company to potential civil and criminal liability. In addition, use of illegal or unauthorized copies of software may subject the employee to disciplinary action, up to and including termination. The Company's IT Department will inspect Company computers periodically to verify that only approved and licensed software has been installed. Any non-licensed / supported software will be removed.



#### **(vi) Electronic Usage:**

The Company ensures that employees utilize electronic communication devices in a legal, ethical, and appropriate manner. This policy addresses the Company's responsibilities and concerns regarding the fair and proper use of all electronic communications and devices within the organization, including computers, emails, connections to the Internet, intranet and extranet and any other public or private networks, voice mail, video conferencing, facsimiles, and telephones. Posting or discussing information concerning the Company's products or business on the Internet without the prior written consent of the Company's Legal Head is prohibited. Any other form of electronic communication used by employees currently or in the future is also intended to be encompassed under this policy. It is not possible to identify every standard and rule applicable to the use of electronic communications devices. Employees are therefore encouraged to use sound judgment whenever using any feature of our communications Systems. You are expected to review, understand, and follow such policies and procedures in this regard.

### **G. MAINTAINING AND MANAGING RECORDS**

JESONS is committed to maintaining and providing truthful information that fully satisfies applicable legal disclosure requirements. The purpose of this policy is to set forth and convey the Company's business and legal requirements in managing records, including all recorded information regardless of medium or characteristics. Records include paper documents, CDs, computer hard disks, emails, floppy disks, microfiche, microfilm, or any other media. The Company is required by central, local, state, federal, foreign, and other applicable laws, rules, and regulations to retain certain records and to follow specific guidelines in managing its records. You must create accurate records that reflect the true nature of the transactions and activities that they record. You must resolve discrepancies in any records and make appropriate corrections. If you suspect or learn that records are misleading or contain errors, you must promptly report such issues. JESONS does not tolerate falsification or improper alteration of records. Civil and criminal penalties for failure to comply with such guidelines can be severe for employees and the Company, and failure to comply with such guidelines may subject the employee to disciplinary action, up to and including termination of employment or business relationship at the Company's sole discretion.

### **H. RECORDS ON LEGAL HOLD**

Company records must be retained according to applicable laws and Company policy. You may never destroy, alter, mutilate, or conceal any record if you have been directed to retain it or if you know or contemplate or reasonably believe there is a possibility of any litigation, or any internal or external investigation concerning that record. If any person directs you to violate this policy, you must immediately contact the Secretarial / Legal Department and use all reasonable measures to protect the record. Every Company employee must comply with this policy. Records or supporting documents that have been placed under a legal hold must not be destroyed, altered or modified under any circumstances. A legal hold remains effective until it is officially released in writing by the Company's Secretarial / Legal Department. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document while you check with the Company's Secretarial / Legal Department. Failure to comply with this

policy may subject the employee, agent or contractor to disciplinary action, up to and including termination of employment or business relationship at the Company's sole discretion.

## **I. PAYMENT PRACTICES**

### **Accounting Practices:**

JESONS is committed to transparency in financial reporting to enhance investors understanding of the Company's business and to facilitate informed investment decisions. All disclosures made in financial reports and public documents filed with the other public communications must be full, fair, accurate, timely and understandable. The Company's responsibilities to its stockholders and the investing public require that all transactions be fully and accurately recorded in the Company's books and records in Compliance with all applicable laws. False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval are strictly prohibited and violate Company policy and the law. Additionally, all documentation Supporting a transaction should fully and accurately describe the nature of the transaction and be processed in a timely fashion.

#### **(i) JESONS expects you to:**

Ensure that accurate financial and business records are maintained at all times; Cooperate with our internal and external auditors; Refuse all cash transactions, if there is no other possibility, cash transactions must be expressly authorized by Managing Director, properly recorded and documented and; Make sure we do not sell, transfer or dispose of any JESONS's assets without proper authorization and documentation.

#### **(ii) Political Contributions:**

No funds or assets of the Company may be used for contributions to any political party or candidate, whether in India, federal, state, or local, or any other country. A political contribution includes both direct and in-kind contributions. The Company is prohibited from compensating or reimbursing any Employee or individual associated with the Company, directly or indirectly, in any form, for political contributions that the person intends to make or has made.

#### **(iii) Prohibition of Inducements:**

Under no circumstances may employees, agents or contractors offer to pay, make payment, promise to pay, or issue authorization to pay any money, gift, or anything of value to customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to improperly influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. Inexpensive gifts, infrequent business meals, celebratory events, and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy. Questions regarding whether a particular

payment or gift violates this policy should be directed to Human Resources or the Legal Department.

## **J. PREVENTION OF CORRUPTION**

The Company requires full compliance with the Prevention of Corruption Act, 1988, or any Statute or Regulation in any country of the world which has the objective of prevention of corruption of any nature whatsoever by all its employees, agents, and contractors. The employees, agents and sub-contractors shall not either directly or indirectly make or attempt to make any payment, offer for payment, or offer or promise to make any payment or take or attempt to take or agree to take in currency, property or anything else of value including any commission, payments, share in profits or commission, loans, services to any Government official, third person, customer or potential customer or previous customer, firm, entity, individual, organization of Company in seeking or for making a favor in the course of conduct of business of, either in violation of the Prevention of Corruption Act, 1988 or any Statute or Regulation in any country of the world which has the objective of prevention of corruption of any nature whatsoever.

## **II. RESPONSIBILITIES TO OUR CUSTOMERS/SUPPLIERS**

### **A. CUSTOMER / SUPPLIER RELATIONSHIPS**

JESONS believes that honest dealing with customers and suppliers is essential to sound, lasting Relationships. The employee shall treat customers and suppliers as partners and give all potential suppliers fair and uniform consideration. Decisions are based on objective criteria such as price and quality as well as a vendor's reliability and integrity. If your job requires you to be in contact with any Company customers or potential customers, it is critical for you to remember that you represent the Company to the people with whom you are dealing. Act in a manner that creates value for our customers and helps to build a relationship based upon trust. The Company and its employees have provided products and services for many years and have built up significant goodwill over that time.

This goodwill is one of our most important assets, and the Company employees, agents and contractors must act to preserve and enhance our reputation.

### **B. PAYMENTS/ RECEIVING GIFTS AND ENTERTAINMENT**

Although the exchange of gifts and entertainment can promote successful working relationships and goodwill, you must follow all applicable laws and specific Company rules and procedures for such exchanges. Under no circumstances may employees, agents or contractors accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. A "gift" is anything of value, including

promotional trinkets, food, beverages, and tickets to cultural or sporting events that you or someone in your family or household either give or receive. Entertainment includes meals and cultural and sporting events that you attend with a customer or business provider. JESONS strictly discourages its employees to accept any gift. Failure to follow these provisions could harm the Company's reputation or result in fines or criminal penalties.

### **C. PUBLICATIONS OF OTHER OBLIGATIONS ON NON-PLAGIARISM**

The Company subscribes to many publications that help employees do their jobs better. These include newsletters, reference works, online reference services, magazines, books, and other digital and printed works. Copyright law generally protects these works, and their unauthorized copying and distribution constitute copyright infringement. You must first obtain the consent of the publisher of a publication before copying publications or significant parts of them. When in doubt about whether you may copy a publication, consult the Secretarial / Legal Department.

### **D. CONFIDENTIAL INFORMATION OF THIRD PARTIES**

The Company has many kinds of business relationships with many companies and individuals. Sometimes, they will volunteer confidential information about their products or business plans to induce the Company to enter a business relationship. At other times, we may request that a third party provide confidential information to permit the Company to evaluate a potential business relationship with that party. Whatever the situation, we must take special care to handle the confidential information of others responsibly. We handle such confidential information in Accordance with our agreements with such third parties.

### **E. APPROPRIATE NON-DISCLOSURE AGREEMENTS**

Confidential information may take many forms. An oral presentation about a Company's product development plans may contain protected trade secrets. A customer list or employee list may be a protected trade secret. A demo of an alpha version of a Company's new software may contain information protected by trade secret and copyright laws. You should never accept information offered by a third party that is represented as confidential, or which appears from the context or circumstances to be confidential, unless an appropriate non-disclosure agreement has been signed with the party offering the information. The legal department can provide non-disclosure agreements to fit any particular situation and will coordinate appropriate execution of such agreements on behalf of the company. Even after a non-disclosure agreement is in place, you should accept only the information necessary to accomplish the purpose of receiving it, such as a decision on whether to proceed to negotiate a deal. If more detailed or extensive confidential information is offered and it is not necessary, for your immediate purposes, it should be refused.

#### **(i) Need-to-Know:**

Once a third party's confidential information has been disclosed to the Company, we have an obligation to abide by the terms of the relevant non-disclosure agreement and limit its use to the specific purpose for which it was disclosed and to disseminate it only to other Company

employees with a need to know the information. Every employee, agent and contractor involved in a potential business relationship with a third party must understand and strictly observe the restrictions on the use and handling of confidential information. When in doubt, consult the Legal Department.

**(ii) Notes and Reports:**

When reviewing the confidential information of a third party under a non-disclosure agreement, it is natural to take notes or prepare reports summarizing the results of the review and, based partly on those notes or reports, to draw conclusions about the suitability of a business relationship. Notes or reports, however, can include confidential information disclosed by the other party and so should be retained only long enough to complete the evaluation of the potential business relationship. Subsequently, they should be either destroyed or turned over to the Legal Department for safekeeping or destruction. They should be treated just as any other disclosure of confidential information is treated marked as confidential and distributed only to those Company employees with a need to know.

**(iii) Competitive Information:**

You should never attempt to obtain a competitor's confidential information by improper means, and you should especially never contact a competitor regarding their confidential information. While the Company may, and does, employ former employees of competitors, we recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.

**F. Vendor Selection**

The Company's suppliers make significant contributions to our success. To create an environment where our suppliers have an incentive to work with the Company, they must be confident that they will be treated lawfully and in an ethical manner. The Company's policy is to purchase supplies based on need, quality, service, price and terms and conditions. The Company's policy is to select significant suppliers or enter into significant supplier agreements through a competitive bid process where possible. Under no circumstances should any Company employee, agent or contract or attempt to coerce suppliers in any way. The confidential information of a supplier is entitled to the same protection as that of any other third party and must not be received before an appropriate non-disclosure agreement has been signed.

**G. Government Relations**

It is the Company's policy to comply fully with all applicable laws and regulations governing contact and dealings with government employees and public officials, and to adhere to high ethical, moral, and legal standards of business conduct. This policy includes strict compliance with all central, local, state, federal, foreign, and other applicable laws, rules, and regulations. If

you have any questions concerning government relations, you should contact the Company's Secretarial / Legal Department.

### **III. WAIVERS**

Any waiver of any provision of this Code of Business Conduct and Ethics for any Directors or Managing Director must be approved in writing by the Company's Board of Directors and promptly disclosed. Any waiver of any provision of this Code of Business Conduct and Ethics with respect to any other employee, agent or contractor must be approved in writing by the Company's Secretarial / Legal Head.

### **IV. DISCIPLINARY ACTIONS FOR VIOLATION OF CODE**

The matters covered in this Code of Business Conduct and Ethics are of the utmost importance to the Company, its stockholders, and its business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values. We expect all our employees, agents, contractors and consultants to adhere to these rules in carrying out their duties for the Company.

The Company will take appropriate action against any employee, agent, contractor, or consultant whose actions are found to violate these policies or any other policies of the Company. Disciplinary actions may include immediate termination of employment or business relationship at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

The employee shall hold JESONS harmless from any loss or damage, whether tangible or otherwise (including loss of reputation and goodwill), suffered by the Company due to any breach of this code, policies or practices, or any act or omission by the employee.

**V. ACKNOWLEDGMENT OF RECEIPT OF CODE OF BUSINESS CONDUCT AND ETHICS**

I have received and read the Company's Code of Business Conduct and Ethics. I understand the standards and policies contained in the Company Code of Business Conduct and Ethics and Understand that there may be additional policies or laws specific to my job. I further agree to comply with the Company Code of Business Conduct and Ethics.

If I have questions concerning the meaning or application of the Company Code of Business Conduct and Ethics, any Company policies, or the legal and regulatory requirements applicable to my job, I know I can consult my manager, the Human Resources Department, or the Secretarial Department, knowing that my questions or reports to these sources will be maintained in confidence.

Employee Name:

Signature:

Date:

Location:

Please sign and return this form to the Human Resources Department.

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