



Dear Junctionites,

The Code of Conduct at mjunction that applies to all of us as well as our stakeholders stands for a set of core values, principles and ethical norms that guides how we conduct ourselves as professionals.

Customer Focus, Excellence, Innovation and Integrity form the pillars of our core values and define who we are as a company, and how we collaborate with each other, our Suppliers and our Customers. These core values rest on the foundation of personal integrity and it is expected that we will manifest these values in our everyday work lives.

In keeping with global best practices, our Code of Conduct has undergone significant changes recently, and I urge all of you to go through it carefully. Ethical practices continues to remain at the very core of mjunction, and therefore, the Code of Conduct remains the same in essence, and has been altered only to align with changing regulatory norms across the stakeholder groups that we serve.

The purpose of this document also remains unchanged. For one, it acts as a guide for all of us with respect to the principles and ethical norms that we are expected to adhere to, in our personal and professional conduct. Secondly, it also helps to create confidence in the minds of our stakeholders with respect to our business processes.

Following the Code of Conduct is not a choice that we can exercise, but our responsibility and our duty to follow it in letter and in spirit. Despite being comprehensive, at certain times it may not be able to provide answers or solutions to ethical dilemmas at the workplace. For such situations, we have an escalation matrix in place and all of us are expected to seek appropriate guidance from that.

Finally, ethical behaviour is a commitment that we make to ourselves as responsible adults and citizens of this country. Let each of us strive to maintain the atmosphere of ethics and integrity that has been mjunction's hallmark ever since it began its journey.

Sincerely,

Viresh Oberoi

CEO & MD

December 2015



CODE OF CONDUCT

“Ethics is a code of values which guide our choices
and actions
and determine the purpose and course of our lives.”

— Ayn Rand

1. National Interest

mjunction is committed through all its actions to contribute towards the economic development of the countries in which it operates and shall not engage in any activity that would adversely affect this objective. It shall conform to the trade procedures including licensing, documentation and other necessary formalities as applicable. While pursuing its growth aspirations, the Company shall always follow environment friendly policies. It shall not undertake any project or activities detrimental to the national interests or those that may have any adverse impact on the social and cultural life patterns of its citizens. mjunction shall conduct its business affairs for furtherance of the economic development and in accordance with the foreign policies, objectives and priorities of the concerned nation at the international, national and regional level as appropriate.

2. General Standards of Conduct

The Company expects every employee of mjunction (Junctionite), to exercise good judgment in ensuring the safety and welfare of fellow Junctionites, and maintaining a cooperative, efficient, positive, harmonious and productive work environment across the Organization.

The Management shall be responsible for creating a conducive work environment built on tolerance, understanding, mutual co-operation and respect for individual privacy. Everyone at the workplace shall be treated with dignity and respect. We shall have clear and fair disciplinary procedures which necessarily include an employee's right to be heard.

If a Junctionite does not meet the Company's expectations of performance and/ or conduct, corrective action up to and including termination may be taken. It shall be within Management's discretion to determine the appropriate measures under each circumstance.

Any activity that jeopardizes the good working relation amongst the Company, and/or Junctionites, and/or Suppliers, and/or Customers and/or Bidders shall be prohibited including

- ☞ Fighting, Horseplay, Boisterous Conduct
- ☞ Verbal or Physical Threatening or Intimidation of other individuals.
- ☞ Falsification of Company Records
- ☞ Dishonesty, Theft, Destruction or Damage to the Company's Property
- ☞ Willful neglect or refusal to perform work assigned or non-compliance with instructions given by any person of authority.
- ☞ Use of loud, abusive, profane or obscene language or racial epithets while at work directed at any fellow Junctionite, Customer, Bidder, Supplier in person or in any other manner/through any other medium.
- ☞ Leaving workplace during office hours without informing the Reporting Authority.

mjunction is an Equal Opportunity Employer and is committed to providing a work environment free of unfair discrimination and unlawful harassment.

Employee policies and practices shall be fair, transparent and clear and shall promote diversity and equality. They shall be administered in a manner consistent with applicable rules and provisions framed under this Code, respect for the right to privacy and the right to be heard, and that in all matters equal opportunity will be provided to those eligible and decisions will be based solely on performance, merit, competence and potential. The employee policies and practices as and when changed/amended will be intimated to the employees. The changes will be made keeping in mind the greater interest of Organisation, changes in the governing principles, laws and practices or to benchmark with the best policies and practices of other companies.

2A Discrimination

mjunction's goal shall be to employ, develop, promote and retain the best people from all cultures and segments of the society based on individual ability because diversity in workplace shall promote an environment where each Junctionite shall be empowered to contribute to the overall success of Organization. There shall be no unfair discrimination against any Junctionite or applicant for employment on the basis of age, race, religion, colour, gender, , ancestry, marital status, disability or any other category protected by applicable law. mjunction shall follow Zero Tolerance Policy towards discrimination of any kind.

2B Harassment

The Company's **Prevention of Sexual Harassment (POSH)** Policy shall apply to all Junctionites and shall protect from harassment by co-workers, seniors, customers, bidders and suppliers and any other individual that they may encounter at the workplace.

Harassment shall include the following but not limited to

- ☞ Misconduct which creates a hostile work environment because of a Junctionite's race, caste, colour, sex, religion, national origin or age
 - ☞ Posting or showing of photographs, calendars, cartoons or any other literature in soft and hard copy form which may be considered derogatory based on appropriate material inserted of an offensive nature.
 - ☞ Communication of jokes which are of a distasteful, racial, immoral, sexual or gender biased nature.
 - ☞ Any other conduct that may create a hostile work environment.
- i. **Sexual Harassment** – Consists of unwelcome sexual advances, requests for sexual favours or other physical acts of sexual or sex based nature where
- ☞ Submission to such conduct is explicitly or implicitly a condition of employment (explicit shall mean definite, clearly stated, and implicitly shall mean implied).
 - ☞ Submission to or rejection of such conduct is used as the basis for employment decision.
 - ☞ Such behaviour has the purpose or effect of unreasonably interfering with an individual's performance on the job or creating an intimidating, hostile, or offensive work environment.
- ii. **Physical Harassment** – Includes hitting, pushing or other aggressive physical contact or threats of physical harm that are either implicit or explicit.
- iii. **Verbal Harassment** – Includes derogatory or vulgar comments or the distribution of written or graphic material regarding a person's sex, religion, caste, age, ethnic heritage, physical appearance, or threatening physical harm or the distribution of written or graphic material having such effects.
- mjunction will not tolerate any form of retaliation against Junctionites who report such violation of the Policy or cooperate in the investigation of such reports in accordance with this Policy.

2C Drug and Alcohol Abuse

mjunction shall maintain an alcohol and **prohibited** drug free workplace. Hence, misusing controlled substances or selling, manufacturing, distributing, possessing, using or being under the influence of prohibited drugs and alcohol on the job shall be absolutely prohibited.

2D Safety, Health and Environment

mjunction shall conduct its operations with the highest degree of regard for the safety and health of its people, suppliers, customers, bidders and the society at large. mjunction shall strive to provide a safe, healthy, clean and ergonomic working environment for its people. It shall prevent the wasteful use of natural resources and be committed to improving the environment. It shall be the responsibility of each Junctionite to maintain a safe workplace by complying with all the safety rules and regulations. mjunction shall maintain compliance with all local laws to help maintain secure and healthy work surroundings.

2E Dress code and other personal standards

As every Junctionite is a representative of mjunction in the eyes of the public, Junctionites shall report to work properly groomed, wearing appropriate clothing which enhances self-respect and makes an individual presentable. Junctionites shall dress neatly and in the manner consistent with the nature of the work performed.

2F Business Travel and Expense claims

All business travel and expense claims made by Junctionites shall be consistent with the need of the business and shall be pre-approved by the Reporting Head. The Approving Authority for such travels and expenses shall be responsible for the propriety and justification of such expenditure. Junctionites shall spend the Company's money as carefully as they would do their own.

2G Employees's Right to Privacy

We respect our employee's right to privacy. The Company shall have no concern with their conduct outside the work environment, unless such conduct impairs their work performance, creates conflicts of interest or adversely affects the reputation or business interests of the Company. Junctionites shall ensure the integrity of personal data or information provided by them to the company. Employees shall safeguard the privacy of all such data or information given to the Company in accordance with applicable Company policies or laws.

2H Human Rights

mjunction shall neither employ child labour at workplaces nor use forced labour in any form. Company shall neither confiscate personal documents of employees nor force them to make any payments to the Company or to anyone else in order to secure employment with the Company.

2I- Bribery and Corruption

Junctionites and those representing the Company including agents and intermediaries shall not directly or indirectly, offer or receive any illegal or improper payments or comparable benefits that are intended or perceived to obtain undue favours in the conduct of business. Junctionites shall comply with all applicable Anti Money Laundering, Anti-Fraud and Anti-Corruption laws and shall establish processes to check for and prevent breach of any such law.

2J-Insider Trading

Junctionites shall neither indulge in any form of insider trading nor assist others including immediate family, friends or business associates to derive any benefit from access to and possession of price sensitive information that is not in the public domain. Such information would include information about the Company, Group Companies, Company's clients and suppliers.

2K- Investment, Lending and Borrowing:

No Junctionite shall, save in the ordinary course of business with a bank, Life Insurance Company or a firm of standing, borrow money from or lend money to or otherwise place him/herself under pecuniary obligation to any person with whom he/she has or is likely to have official dealings or permit any such borrowing, lending or pecuniary obligation in his/her name or for his/her benefit or for the benefit of any member of his/her family.

3. Use of Company's Assets

Protecting the assets of mjunction shall be the key responsibility of every Junctionite, agent, contractor, customer and bidder engaged in business with mjunction. Care will be taken that the assets are not misappropriated, The assets shall be loaned to others, sold or donated only with proper authorization.

3A Physical Access Control

To ensure privacy of communication, security of the Company's communication equipment and to safeguard Company assets from theft, misuse and destruction, policies shall be developed covering physical access control on a continuous basis. Every Junctionite shall have to comply with the level of access control that has been implemented in the facility where a Junctionite works on a temporary or permanent basis.

3B Company Funds

Every Junctionite shall be personally responsible for all Company funds over which he/she exercises control. It shall be used only for Company's business purpose and under no circumstance for personal purpose. Company shall receive good value for Company funds that are spent and the concerned individuals must maintain accurate and timely records of each and every such expenditure.

3C Electronic Communication Resources

It shall be the responsibility of every Junctionite to ensure that the electronic communication devices provided to them by the Company for effective and efficient performance of their job are used for business purpose only (other than brief incidental uses for personal reasons), that the system is operated in a cost effective manner, that the Company's reputation is protected and that the Company is not subjected to any legal risk. Such devices shall be provided by the Company not as perks but for the purpose of communication; switching off these devices after office hours and on holidays without valid reasons will be treated as violation of this code. All data stored on mjunction's computers, including e-mail sent or received on mjunction's network is Company property and is not private. Junctionites shall not be allowed to use Company resources to send, receive, access or save electronic information that is sexually explicit, promotes hatred, violence, gambling, illegal purchase of drugs or weapons. mjunction shall monitor computer use by junctionities including Internet and email use. Monitoring shall be conducted for managing the Company's computer network, assurance of system security and verification that Junctionites are complying with mjunction's policy.

3D Software

All software used by Junctionites to conduct Company business shall be appropriately licensed. Use of unauthorized copies of any software at office, home or on the road by any junctionite shall be strictly prohibited as it may cause copyright infringement and may expose the Company to potential civil and criminal liability. All software installation of the Company shall be done strictly by the IT Department of the Company who shall make periodic checks to verify that only approved and licensed software has been installed.

3E Intellectual Property

It shall be the responsibility of every Junctionite and his or her immediate family to protect the proprietary information of the Company as inappropriate disclosure of the same may harm Company's competitive position, violate laws or constitute breaches of agreements of the Company. Proprietary information shall include financial data of mjunction, its customers, bidders or suppliers, source codes, business procedures, roadmaps, customer list, bidder list, supplier list, wage and salary data of the Junctionites, projected earnings of the Company, acquisition and divestiture of businesses or business units new development initiatives, investment decisions or plans, asset revaluations, restructuring plans and other information as decided and communicated from time to time.

Documents may be "Confidential" or "Proprietary" even though they are not labeled so. Junctionites shall remain alert to inadvertent disclosure of Proprietary information. This obligation shall include all confidential information of third parties which the Company has rightfully received under Non-Disclosure agreements. Corporate Communications with the press, media and other external agencies regarding the affairs of the Company shall only be carried out by the authorized representative as nominated by the Managing Director. All communications over the social networking forums shall be in line with the Company's "Social Computing Guidelines". Disclosure of all company or business- related information shall be made in accordance the company's media and communication policy.

4. Conflict of Interest

It is expected that all Junctionites shall work together for the common good of the Company and never make decisions based on self-interest. A conflict of interest can occur when an individual's private interests interfere in any way or even appear to interfere with the interests of mjunction as a whole. It can arise whenever an activity, association or relationship might influence the exercise of judgement in mjunction's best interest.

The main areas of such actual or potential conflict of interest would include the following

- ☞ When a Junctionite takes action or has interests that may make it difficult to perform his or her work objectively and effectively.
- ☞ The receipt of improper personal benefits by a member of his/her family as a result of one's position in the Company
- ☞ Any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company.
- ☞ The receipt of expensive gifts or excessive entertainment from any person/company with which the Company has current or prospective business dealings.
- ☞ Any significant ownership interest in any supplier, customer, bidder, development partner or competitor of the Company.
- ☞ Any consulting or employment relationship with any supplier, customer, bidder, business associate or competitor of the Company.
- ☞ Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of a Junctionite of the Company where such an individual is in a position to influence the decision with regard to such benefits.

Notwithstanding that such or other instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested Junctionite shall be made to the Company's Management. It shall also be incumbent upon every Junctionite to make a full disclosure of any interest which the Junctionite or the Junctionite'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 Junctionite who is required to make a disclosure as mentioned above shall do so, in writing, to his immediate superior who shall forward the information along with his comments to the person designated for this purpose by the MD and CEO who in turn will place it before the MD and CEO and/

or the Board of Directors and/or an Executive Committee appointed by the Board. Upon a decision being taken in the matter, the Junctionite concerned shall be required to take necessary action as advised to resolve/avoid conflict.

At the time of appointment in the Company, every junctionite shall make a full disclosure of any interest leading to an actual or potential conflict that such persons or their immediate family (including parents, siblings, spouses, partner, children) or persons with whom they enjoy close personal relationships, may have in a family business or a company or firm that is a competitor supplier, customer or distributor of or has other business dealing with the company.

If a Junctionite fails to make a disclosure as required herein and the Management on its own becomes aware of an instance of conflict of interest that ought to have been disclosed by the Junctionite, the management shall take a serious view of the matter and consider suitable disciplinary action against the Junctionite.

5. Financial Reporting and Records

mjunction shall prepare and maintain its accounts 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. Accounting and Internal Audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets and shall have internal controls to provide assurance to the Company's Board and Shareholders that the transactions are accurate and legitimate. All required information shall be accessible to Company auditors and other authorized parties and government agencies. There shall be no willful omissions of any 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 will be regarded as a violation of the Code of Conduct apart from inviting appropriate civil or criminal action under the relevant laws.

- ☞ No Junctionite shall participate in creating records that have the effect of misleading or concealing improprieties.
- ☞ Company financial reports, accounting reports, customer and bidder invoices, sales reports, expense accounts and other such documents shall accurately and clearly represent the relevant facts or the true nature of the transaction.
- ☞ Most forms of inaccurate reporting are illegal. These include listing of fictitious expense on an expense account, intentional misclassifications, assigning an inappropriate item to cost versus capital expenditure, improperly accelerating or deferring expenses or revenues etc.
- ☞ Company shall maintain records of all series of integrally connected cash transactions within one calendar month, monitor and report suspicious transactions discourage and identify money laundering or terrorist financing activities and take adequate and appropriate measures to follow the spirit of the Prevention of Money Laundering Act, 2002.

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6. Third Party Representation

Company's value chain partners who have business dealings with mjunction such as consultants, agents, sales representatives, distributors, contractors, suppliers, etc. shall not be authorized to represent mjunction without the written permission of the Company and if their business conduct and ethics are known to be inconsistent with the Code.

7. Regulatory Compliance

Every Junctionite shall in his/her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he/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.

8. Concurrent Employment

A Junctionite 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 case of the Managing Director, such prior approval must be obtained from the Board of Directors of the Company. Taking employment, accepting a position of responsibility or running a business outside employment of the Company in one’s own time, with or without remuneration, could interfere with one’s ability to work effectively within the Company or create conflict of interest. Any such activity shall not be with any bidder, supplier, distributor or competitor of the company. Junctionites shall seek prior approval for any such activity as per the Conflict of Interest Clause of this code and in accordance to the Company policies and laws.

9. Citizenship

A Junctionite shall in his private life be free to pursue an active role in civic or political affairs as long as it does not create an actual or potential conflict with the interests with the Company. Junctionites shall notify and seek prior approval for any such activity as per the Conflict of Interest Clause of this Code and in accordance with applicable Company policies and laws.

10. Co-operation with Other Associate Companies

mjunction shall co-operate with associate 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, mjunction shall give preference to another associate company as long as it can provide these on competitive terms compared to third parties. Company shall strive to achieve amicable resolution of any dispute if it at all arises with any associate company through appropriate dispute resolution mechanism so that it does not adversely affect our business interests and stakeholder value.

11. Gifts and Donations

mjunction and Junctionites shall neither receive nor offer nor make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits intended to obtain business or uncompetitive favours for the conduct of its business. However, mjunction and Junctionites in line with the Company’s Gift Policy may accept and offer nominal gifts which are customarily given and are of commemorative nature for special events. Same will be guided by the Gift Policy of the Company.

12. Selection of Value Chain Partners

Company shall select the suppliers and service providers fairly and transparently. Company shall engage with suppliers and service providers who demonstrate that they share similar values.

As Company’s suppliers and service providers play a significant role in the day to day functioning of mjunction, they shall be selected and treated ethically and lawfully so that they have an incentive to work with the Company. All Company purchases will be based on need, quality, service, price and terms and conditions. The Company Policy shall be to select significant suppliers and service providers or enter into significant supplier/service provider agreement through competitive process only. The confidential information of any supplier /service provider is entitled to the same protection as that of any other third party. In certain cases where the products or services have been designed or developed to mjunction’s specifications, the agreement between the suppliers/service provider and the Company will contain restrictions on sale.

13. Competition

mjunction shall fully strive for the establishment and support of a competitive open market economy in India and abroad and shall co-operate in the efforts to promote the progressive and judicious liberalization of trade and investment by a country. Specifically, mjunction shall not engage in activities which generate or support the formation of monopolies, cartels and similar unfair trade practices.

mjunction shall market its products and services 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.

14. Stakeholders

Stakeholders are our Company's asset and it shall be the responsibility of every Junctionite to remember that they should act with them in a manner that helps to create value for them and build a relationship based on trust. The goodwill of mjunction that results from it is our asset and all effort shall be made to preserve and enhance this reputation.

mjunction's policy shall be to provide the best possible services to its stakeholders. Company is committed to supplying products and services of world-class quality that meet all applicable standards. Credibility will depend on our ability to fulfill the commitments made to them. Hence, every time a Junctionite does not meet a commitment some hard earned TRUST is lost.

- ☞ We need to give our commitments judiciously.
- ☞ Offers/Contracts made with them shall be so framed that they are clear on the offers made and the commitments they are considering.
- ☞ If unforeseen circumstances make it impossible to meet a commitment, care shall be taken for notification of the same in advance.
- ☞ All actions which may create confusion and abuse the trust of the customer and bidders shall be strictly prohibited.
- ☞ All references to testimonials and endorsements made with them shall be truthful, currently applicable and authorized by mjunction.
- ☞ No attempt shall be made to induce them to cancel a contract made by them with another company.
- ☞ Being a service provider, quality of our service is the backbone of our business. Hence, all queries of our stakeholders shall be attended with equal responsibility or courtesy.
- ☞ No employee shall make, authorize, abet or collude in an improper payment, unlawful commission or bribing.
- ☞ Dealings with all stakeholders shall be professional, fair and transparent.
- ☞ Company shall respect the right to privacy in relation to their personal data. Company shall safeguard their personal data in accordance with applicable law.

14A Confidential information of our stakeholders

While entering into business relationship with our stakeholders, mjunction may come across their confidential information, their patents, intellectual property rights & trademarks. Such confidential information received from others shall be handled as per the agreement with them. Hence while accepting or coming across such confidential information

- ☞ Appropriate non-disclosure agreement shall be signed with the party offering the confidential information.
- ☞ Only information necessary to accomplish the purpose of receiving it, such as a decision on whether to proceed to negotiate a deal shall be accepted.
- ☞ Terms and conditions agreed upon in the non-disclosure agreement shall be strictly adhered to.
- ☞ The confidential information accepted through the non-disclosure agreement shall be retained only long enough to complete the business deal. Subsequently it shall be destroyed.

15. Government agencies & Political non-alignment

mjunction shall not offer or give any Company funds or property as donations to any government agencies or their representatives, directly or through intermediaries, in order to obtain official favour. mjunction shall be committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India. mjunction shall not support directly or indirectly any specific political party or candidate for political office. mjunction shall not offer or give any Company funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign. Any financial contributions considered by the Board of Directors in order to strengthen democratic forces through a clean electoral process shall be extended only through the Progressive

Electoral Trust in India or by similar transparent duly authorized non-discriminatory and non-discretionary vehicle outside India.

Company shall engage with the Government and regulators in a constructive manner in order to promote good governance and shall conduct interactions with them in a manner consistent with the Code. Company shall not impede, obstruct or improperly influence the conclusions of or affect the integrity or availability of data or documents for any government review or investigation.

16. Ethical conduct

Every individual of mjunction, including the Managing Director, shall deal on behalf of the Company with professionalism, honesty, 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. Each shall be responsible for the implementation of and compliance with the Code in his/her professional environment. Failure to adhere to the Code of Conduct and ethics may attract the most severe consequences including termination of job or business contract.

Reporting Concerns

Every Junctionite shall promptly report to the Ethics Team any actual or possible violation of the Code or an event he becomes aware of that could affect the business or reputation of his/her or any other associated company. Provision for registering unethical concern has been provided online as well as through email or phone and also under the Whistle Blower Policy of the Company. The Company shall ensure protection to the whistleblower and any attempts to intimidate him / her would be treated as a violation of the Code.

Nonexclusivity

Nothing expressed in the Code of Business Conduct and Ethics can represent all the policies and procedures Junctionites should follow. This code of conduct does not provide a full comprehensive and complete explanation of all the rules that Junctionites are bound to follow. Junctionites have a continuing obligation to familiarize themselves with all the applicable laws and Company policies and procedures.

**mjunction believes that all junctionites, customers, suppliers and partners shall practice the highest ethical standards in their daily operations.
Report concern if any to ethics@mjunction.in.**

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