



Ethics & Integrity Policy

	Process Owner	Authorized by
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Leading by Example

Smartlink is making great strides shaping into a lean and productive company through restructuring efforts, improving operations and growing our business. This transformation is only made possible through the diligence and a concerted effort of our greatest asset – our employees. Despite the challenging environment in which we operate, one thing must remain steadfast – our employees' commitment to maintaining the highest degree of integrity and ethical behaviour and to our values as outlined in this policy. This applies to employees at all levels, as well as members of Smartlink's board of directors. I am proud not only that Smartlink is making progress, but that we are achieving it by doing things the right way in all aspects of our business.

Every single day – whether at work or outside the workplace – our actions create an impression with our customers, our colleagues and our society at large. How we conduct ourselves determines how we are viewed and appreciated.

At Smartlink, we pride ourselves on operating under the guiding principles that we call our values. They include: innovation, safety, customer, people, profitability and citizenship. Additionally and most importantly, the one value that transcends all others is integrity.

I urge you to review these important principles outlined in this policy and reflect on how they impact you personally and in your work. I'm confident that by conducting ourselves with integrity, we can maintain high ethical standards while achieving solid business results that will lead to Smartlink's success.

For the Smartlink Family,

Kamalaksha Naik,

Executive Chairman

Scope: All Full time employees of the company including retainers and consultants.

Ethics and Integrity Policy

1. Company Property and Information: All employees are responsible for safeguarding Smartlink's assets from misuse or misappropriation, whether those assets are intangible, such as business information and intellectual property, or tangible, such as Office Infrastructure, Products or working equipments. Smartlink and its subsidiaries constitute herein referred as "Smartlink".

Company records, property, technical information, communications and business opportunities constitute valuable assets that can be critical to Smartlink's performance and competitive advantage. These materials are the property of the company and – like all assets – should be safeguarded against misuse or misappropriation and used only to further Smartlink's business objectives.

Safeguarding these assets includes taking the appropriate steps to prevent and identify accidental disclosure. These responsibilities and restrictions apply equally to electronic information methods (e-mail, Internet, etc.) and prohibit accessing or creating any electronic communications that contradict Smartlink's HR policies and policy guidelines.

2. Intellectual Property, Confidentiality and Privacy, is often entrusted with confidential or proprietary information by customers, suppliers and other business contacts. This information should be safeguarded in the same manner as Smartlink information.

Inventions, ideas and other forms of intellectual property are a vital part of Smartlink's success. As a result, we are diligent about protecting valuable company technology through patents, trade secret protection, copyrights, trademarks or other such methods. Smartlink is equally committed to avoiding the unauthorized use of the intellectual property of other companies, vendors, clients or individuals.

Smartlink also protects corporate data and knowledge through a comprehensive IT policy. These policies provide guidance on safeguarding the company's business information and assets from unauthorized access or disclosure and ensure that information transmitted over our communication systems is properly controlled.

3. Conflicts of Interest Employees should avoid conflicts between personal and Smartlink's interests. If actual or apparent conflicts are unavoidable, seek guidance on the best course of action and fully disclose any transaction or relationship that reasonably could be expected to give rise to a conflict.

Employees are expected to exercise good judgment and the highest ethical standards in our activities on behalf of Smartlink and also to be mindful that our activities outside the company impact how Smartlink is viewed by others. We should avoid any actions, investments or interests which reflect unfavourably on ourselves or the company. More specifically, employees should avoid any action that has the potential or appearance of impacting the company adversely or interfering with our objectivity about what is in Smartlink's best interest.

Examples of potential conflicts of interest include but are not limited to:

- Having financial interest in a competitor, customer, supplier or other for-profit entity doing business with Smartlink;
- Outsourcing work to a company in which a relative has a position of leadership or stands to make a monetary gain;
- Having a consulting, managerial or employment relationship with a competitor, customer, supplier or other entity doing business with the company;
- Acquiring property rights that Smartlink has or may reasonably have an interest in;
- Accepting gifts, entertainment or other favours of more than nominal value (which in no case should exceed a fair market value of Rs 1000/-) from those who do business – or seek to do business – with Smartlink;
- Accepting cash, product or service discounts, loans or co-signature arrangements for you or your family from such individuals;
- Accepting offers to pay for travel, lodging or similar accommodations;
- Soliciting any gifts, entertainment or other favours;
- Any form of illegitimate entertainment.

Employees also must be aware of customer and supplier policies regarding gifts and entertainment, and abide by such policies. Smartlink recognizes that some forms of corporate-sponsored entertainment can be a legitimate way to build stronger working relationships. Keep in mind that business entertainment should be legal, reasonable, infrequent and justifiable. A modest business lunch or dinner, which is occasionally picked up by one party, is generally acceptable, but a frequent lunch or a dinner in which the supplier always pays is not.

Any questions regarding the appropriateness of a gift or favour, or an offer of entertainment should be directed to the Human Resource Department.

4. Fair Dealing and Competition: We seek to compete strongly and deal fairly. We avoid taking unfair advantage through manipulation, theft, concealment, abuse of confidential information, misrepresentation or other unfair practices.

Smartlink policy, as well as statutory laws, prohibits price fixing, unfair competition or any other activity which unfairly impacts or restricts competition in the marketplace. Seeking or receiving competitive information or gaining a competitive advantage through illegal means is prohibited. Activities that might give rise to violations of Statutory Laws and a breach of Smartlink policy include, but are not limited to:

- Discussions with competitors about prices, costs, production levels, bids or bidding practices, territories, limits on import or export, distribution channels or customers;
- Restrictions on a customer's ability to sell or lease a product at or above price.

Mistrust and fair dealing issues can be very complex. Determining what action is permissible and what is improper can be highly technical and dependent on market structure. Whenever any doubt exists, please contact the Secretarial & Legal Department.

Underlying objective

Integrity is about people doing the right thing – not looking for personal gain or to reward others by taking advantage of ambiguity or uncertainty in the law or in this policy. We are each expected to not only champion the policy, but also to protect it – questioning and reporting any practice or activity that conflicts, or appears to conflict, with the company's ethical standards. Those who report suspected violations of this policy will help further the business interests of

Smartlink and ensure that the public continues to regard Smartlink as a company committed to integrity.

Smartlink encourages the communication of concerns relating to the lawful and ethical conduct of business, and financial reporting, accounting practices, internal controls or audits. It is Smartlink's policy to protect those who communicate bona fide concerns from any retaliation for such reporting. Confidential and anonymous mechanisms for reporting concerns are available and are described below.

All employees, including company executives, officers and senior level managers, as well as members of Smartlink's board of directors, are expected to conduct their activities in compliance with this policy. Those who engage in conduct that is contrary to the ethical standards set forth in the policy may be subject to discipline, up to and including, termination of employment. In addition, if circumstances warrant, the company may notify the appropriate authorities.

If any employee is in a situation that he/she is of the belief that it involves or lead to a violation of this policy, they have a duty to disclose the situation and seek guidance.

Employees who have questions or concerns regarding compliance should discuss them with their managers, Human Resources, or Ms. Arati Naik, COO. The final call on any ambiguity will be taken by Human resources in consultation with COO and Executive Chairman.

This policy constitutes the Company's Code of Business Conduct and Ethics in compliance with the requirements of the Smartlink Internal Controls and is in line with Company Code of Conduct for Senior Management designed to promote honest, ethical and lawful conduct by all employees (including retainers and consultants) of the Company. Any waivers of this policy for will be discretion of Executive Chairman of the company.