**cde asia limited**

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To the people of CDE Asia

CDE is 200% committed to uphold its core values. As a fast developing company, it is imperative to reinforce strongest ethical virtues across the employees by embracing Code of Conduct and best moral practices of doing business.

Our commitment to integrity is a vital part of our culture and has earned us the trust of our clients, shareholders and business partners as we carry out our commitment to conduct business responsibly, ethically and legally.

This Code is designed to be a guide in making decisions that will properly reflect our fundamental principles, and the practices which follow these ideals. It is our duty to ensure that our behaviour, attitude and the decisions we make live up to the principles and core values that govern this code.

**Our reputation, and our future success, depends on each of us taking personal responsibility for putting our Code into practice. Do the right thing. There is no other way we want to grow!**

Sincerely,

Manish Bhartia

On Behalf of Board of Directors and Shareholders

CDE Asia Limited

|  |  |
| --- | --- |
| **APPROVED BY :**  **MANAGING DIRECTOR** | **SIGNATURE & ISSUE DATE:** |

# Purpose

1. This Code of Conduct and Ethical Values Policy (the “Policy”) sets out standards of behaviour required by all employees of the Company, in conducting the business and affairs at CDE Asia Ltd. (“Company”).
2. All employees are expected to maintain and enhance the Company’s standing as an ethical member of the business community, and are therefore accountable for compliance with this policy.
3. Although the various matters dealt with in this Policy do not cover the full spectrum of employee activities, they are indicative of the Company’s commitment to the maintenance of high standards of conduct and are a description of the type of behaviour expected from employees in all circumstances. Breaches of this policy which could have a serious impact on the Company and its reputation may be grounds for disciplinary action, including but not limited to termination of employment for just cause without notice or payment in lieu of notice.
4. To ensure a proper understanding of the policy, any questions as to its application to the area of responsibility and jurisdiction of individual employees will be explained fully by his or her superior.

# General Principles

1. The Company and its employees, personally and on behalf of the Company, shall comply with the laws, policies and other regulations applicable to the Company and its business.
2. Whenever an employee is in doubt about the application or interpretation of any legal or regulatory requirement, the employee shall refer the matter to his or her superior who, if necessary, shall seek the advice of Managing Director. Many of the Company’s activities are subject to complex and changing laws, affecting both local and foreign trade and commerce. Ignorance of the law is not, in general, a defence if such laws are contravened. A contravention could occur even if the agreements or arrangements are not in writing, since it is possible for a contravention to be inferred from the conduct of the parties.
3. Accordingly, employees must diligently ensure that their conduct cannot be interpreted as being in contravention of laws and regulations governing the affairs of the Company in any jurisdiction where it carries

# Employee Relations

1. The Company believes that the well-being and health of employees are a condition for success and the Company shall work proactively to eliminate health risks and to develop safe workplace environments and the Company shall adhere to the following principles:
   1. Safety in the Company’s workplaces is an uncompromised condition and a mutual and shared responsibility for all our employees.
   2. Employees are expected to improve operations to avoid injury, sickness or death, or damage to property or to the environment by giving due regard to all applicable safety standards and regulatory requirements. Any problems or concerns about environmental or safety matters shall be reported.
   3. Employees shall be treated with respect and dignity.
   4. The Company provides equal opportunities to people without regard to race, colour, gender, sexual orientation, nationality, religion, ethnic affiliation or any other characteristic protected by local law, as applicable.

# Business Ethics

1. The Company shall deal fairly and lawfully with all customers, suppliers and independent contractors when purchasing or furnishing goods or services. In awarding contracts, the Company and its employees will consider factors such as the need for the services, total cost, quality and reliability.
2. The direct or indirect use of Company funds, goods or services as contributions to political parties, campaigns or candidates for election to any level of government requires the approval of the Managing Director of CDE Asia Ltd. Contributions include money or anything having value, such as loans, services, excessive entertainment, trips and the use of Company facilities or assets.
3. The Company will not provide financial support to political parties without the prior consent of the Managing Director of CDE Asia Ltd.
4. The Company will make no illegal payments of any kind, directly or indirectly, from corporate funds or assets. Even the appearance of impropriety in dealing with public officials is improper and unacceptable. Any participation, whether directly or indirectly, in any bribes, kickbacks, indirect contributions or similar payments is expressly forbidden, whether or not they might further the business interests of the Company.
5. The use of the Company funds or assets for any unlawful or improper purpose is strictly prohibited and those responsible for the accounting and record-keeping functions are expected to be vigilant in ensuring enforcement of this prohibition.
6. All dealings between employees of the Company and public officials are to be conducted in a manner that will not compromise the integrity or negatively impact the reputation of any public official or the Company, or its affiliates.
7. Employees must avoid all situations in which their personal interests might conflict with their duties to the Company or with the economic interest of the Company. A conflict of interest arises when an individual’s personal economic activity conflicts with the best interests of the Company or when it adversely influences the proper discharge of his or her obligations, duties, and responsibilities to the Company and its shareholders.
8. Employees must avoid acquiring any interest or participate in any activities that would:
9. Deprive the Company of the time or attention required to perform their duties properly during working hours;
10. Create an obligation or distraction which would affect their judgment or ability to act solely in the Company’s best interest; or
11. Conflict with the economic interest of the Company

# Accuracy of Books and Records

Employees, officers and directors must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company’s ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and should accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company’s accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company’s books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

# Equality in Employment

The Company seeks to develop a diverse workforce and provide a work environment in which everyone is treated fairly and with respect. Merit is the primary basis for employment with the Company. All employees and applicants for employment should be treated and evaluated according to their job‐related skills, qualifications, abilities and aptitudes only. Any decisions based on characteristics such as gender, age, race, religion, marital status, sexual preference, political belief may constitute discrimination and will not be tolerated at the Company.

Active discrimination and harassment in the workplace in any form is unacceptable. The Company regards any actions by an employee that constitute harassment or discrimination as serious misconduct.

# Prevention of Harassment

CDE Asia Ltd. is committed to promoting a productive and decent work environment that respects and maintains human dignity. Each employee is expected to conduct himself/herself in a manner that does not cause mental or physical discomfort to others in the organization.

The Company will tolerate no form of harassment including harassment for race, caste, religion, spiritual beliefs, disability, age, or gender by management and supervisory staff, co-workers, employees, customers, vendors, business associates and non-employees [over whom the Company exercises some measure of direct control] on or off Organization premises. No verbal or physical conduct by any employee, that harasses, disrupts, or interferes with another’s work performance or that creates an intimidating, offensive, or hostile environment, will be tolerated.

Sexual Harassment deserves a special mention here. Unwelcome sexual advances, request for sexual favours, and other physical, verbal, or visual conduct based on sex, constitute sexual harassment when these acts are unilateral, whether intentional or unintentional, and unwelcome by the other person. A conduct will be deemed as sexual harassment if:

The harasser, either implicitly or explicitly suggests career advancement or other work related favours if the one harassed submits to his/her advances.

Conduct has a purpose or effect of unreasonably interfering with the individual’s performance or creating an intimidating, hostile or offensive work environment.

* No supervisor is to threaten or suggest, either explicitly or implicitly, that an employee’s refusal or willingness to submit to sexual advances will affect the employee’s terms or conditions of employment.
* Other sexually harassing or offensive conduct in the workplace that can be called sexual harassment includes:
  + Unwanted physical contact or conduct of any kind, including sexual flirtations, touching, advances, or propositions.
  + Verbal harassment of a sexual nature, such as lewd comments, sexual jokes or references, and offensive personal references.
  + Demeaning, insulting, spreading rumours about lewd behaviour, intimidating, or sexually suggestive comments about an individual.
  + The display in the workplace of demeaning, insulting, intimidating, or sexually suggestive objects, pictures, or photographs.
  + Demeaning, insulting, intimidating, or sexually suggestive written, recorded, or electronically transmitted messages, including e-mails and SMS that are not appreciated by the receiver.
  + Physical confinement against one’s will and any other act likely to violate ones dignity and privacy.
  + Any other instance of sexual harassment as may be defined under the local laws of the land where such offence may have been committed.

# Child Labour is not accepted

1. CDE Asia does not accept child labour. No person shall be employed at an age younger than 18 or younger than the legal age of employment if this age is higher than 18.
2. We acknowledge that a person is a child until the age of 18. We recognize the rights of every child to be protected from economic exploitation and from performing any work that is likely to be hazardous or to interfere with the child’s education, or to be harmful to the child's health or physical, mental, spiritual, moral or social development.

# Drugs and Alcohol

Our position on substance abuse is simple: It is incompatible with the health and safety of our employees, and we don’t permit it. Consumption of alcohol is not permitted at our offices. Illegal drugs in our offices or at sponsored events are strictly prohibited. If a manager has reasonable suspicion to believe that an employee’s use of drugs and/or alcohol may adversely affect the employee’s job performance or the safety of the employee or others in the workplace, the manager may request an alcohol and/or drug screening. A reasonable suspicion may be based on objective symptoms such as the employee’s appearance, behaviour or speech.

# Confidentiality

1. Employees, officers and directors must maintain the confidentiality of information entrusted to them by the Company or other companies, including our suppliers and customers, except when disclosure is authorized by a supervisor or legally mandated.
2. Unauthorized disclosure of any confidential information is prohibited.
   1. **“Confidential information”** shall mean: any and all information in whatever form whether disclosed orally or in writing or whether eye readable, machine readable of in any other form including, without limitation, the form, materials and design of any relevant equipment or any part thereof, the methods of operation and the various applications thereof, processes, formulate, plans, strategies, data, know-how, designs, photographs, drawings, specifications, technical literature, pricelist, customer and vendor information and any other material made available by the Company to you or gained by the visit by you to any establishment of the Company, its vendors or customers.
3. Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another Company, is not communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company.
4. The Company retains all intellectual property rights and other property rights in the Confidential Information at all times and for all purposes including copyright in any materials produced by you relating to the Confidential Information and any other documents, files and other items containing any Confidential Information.
5. In consideration of Confidential Information being made available to you by the Company, you undertake with the Company without limitation of time:
   1. To respect the secrecy of the Confidential Information received or held by you or on behalf and to receive, to hold and continue such Confidential information in the strictest confidence.
   2. To take all necessary steps and security precautions in the safe keeping of the Confidential Information and in preventing its unauthorized disclosure to third parties
   3. Not to make any copies of the Confidential Information or any further copies of documents incorporating the Confidential Information or otherwise reproduce or reduce to writing the Confidential Information without the Company’s prior written consent provided that if such copying reproduction or reductions to writing are authorised by the Company you shall ensure that the same shall be duly identified as confidential and proprietary to the Company
   4. Not to use reproduce or store any confidential information in an externally accessible computer or electronic information retrieval system.

# Illegal or Improper Payment by CDE or Employees

1. No personal payments of any kind, whether of money, services or property, may be offered or made directly or indirectly to any domestic or foreign public official (including employees or agents of or consultants to governmental organizations) or to any employee, agent or representative of any labor union or any organization seeking or doing business with CDE or with which CDE seeks to do business, except for incidental nominal gratuities described below. Bribes, kickbacks or gifts to obtain business concessions from any individual or organization are prohibited.
2. Normal and properly authorized business expenses, such as reasonable business travel and entertainment, non-cash gifts of nominal value provided openly and according to established business practice, and product demonstrations or visits to CDE operations, are permitted.

# Gifts and Entertainment

1. Employees will not accept gratuities, favours or gifts of any sort having more than a nominal and limited value (INR 500). Employees should neither seek nor accept gifts, payments, services, fees, strictly leisure trips or accommodations, special valuable privileges, or loans from any person (except from persons in the business of lending and then on conventional terms) or from any organization or group that do, or is seeking to do, business with the Company or any of its affiliates, or from a competitor of the Company or any of its affiliates.
2. Employees, whose duties permit them to do so, may furnish modest gifts, favours and entertainment to persons provided all of the following are met:
3. They are not in cash, bonds or negotiable securities and are of limited value so as not to be liable of being interpreted as a bribe, payoff or other improper payment;
4. They are made as a matter of general and accepted business practice
5. They do not contravene any law and are made in accordance with generally accepted ethical practices; and
6. If subsequently disclosed to the public, their provision would not in any way embarrass the Company or their recipients.
7. Employees or members of their immediate families should not accept any gifts of cash entertainment, services, travel, lodging, accommodations, or other forms of compensation or personal benefit from any actual or potential supplier, competitor or customer which could reasonably be interpreted to influence the employee’s judgments or actions in performing his or her duties for the benefit of CDE (“prohibited gifts”). Any prohibited gifts should be returned (or refused in the case of entertainment, accommodations and other services that are not returnable) and reported to the employee’s supervisor. Following are examples of prohibited activity:
8. Receipt of gifts of cash or cash equivalents in any amount
9. Acceptance of paid commercial transportation or lodging
10. Acceptance of the free use of any vehicle, appliance or other property
11. Borrowing of money from providers (other than from financial institutions on competitive terms) or having a supplier act as guarantor for any loan, mortgage or lien
12. Acceptance of entertainment that substantially exceeds either prudent business standards or normal reciprocal business entertainment by CDE
13. Acceptance of gifts of more than token value (INR 500).
14. Acceptance of perishable or other gifts of nominal value, such as advertising or promotional materials clearly marked with supplier brand names, is not improper unless it influences the employee’s judgment or action in performing his or her duties.
15. Acceptance of reasonable and infrequent business meals or entertainment from suppliers and reciprocal provision of similar courtesies are not improper unless it influences the employee’s judgment or actions in objectively performing his or her duties for the benefit of CDE.

# Conflicts of Interest & Annual Disclosure Requirement

1. A Conflict of Interest situation can arise when
   1. An employee engages in activities which make it difficult to perform his or her work objectively and effectively.
   2. An employee or a member of his/her immediate family receives any direct or indirect remuneration that is improper from a third party as a result of the employee’s position in the Company. For the purpose of this policy, the term ‘Immediate Family’ refers to parents, grandparents, spouse, in-laws, children, grandchildren, siblings, their spouses and children, cousins, aunts and uncles.
   3. An employee receives, or permits members of their immediate family to receive improper personal benefits from the Company, including loans from or guarantees of obligations by undue means from the Company.
   4. An employee fails to disclose to the Company that a member of his/her family is in a position to receive any direct or indirect remuneration that is not insubstantial as a result of a transaction in which the Company is involved.

The above definition is merely illustrative and employees are encouraged to use their good judgment to avoid any Conflict of Interest situations. The Company relies on the sound judgment of its employees to prevent many such Conflict of Interest situations. If there are any questions about this Policy or its application, it is recommended that they exercise sound judgment and if required, seek advice from the responsible personnel in the Company’s Managing Director as specified hereunder, prior to entering into such transactions.

1. All employees during their employment or otherwise must avoid situations that may create or even appear to create a conflict between their personal interests and the interests of CDE. A "conflict of interest" occurs when an individual's private interest interferes in any way with the interests of the Company as a whole. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her company work objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits (e.g., from potential or actual business transactions) because of his or her position with CDE. Loans to, or guarantees of obligations of, employees, officers and directors are of special concern to CDE.
2. Each employee should avoid personal favour of any kind from any firm or person having anticipated, current or ongoing dealings with CDE if such favour actually or potentially produces or appears to produce conflicts with CDE’s interests or reflects unfavourably on its integrity.
3. Special rules apply to executive officers and directors who engage in conduct that creates an actual, apparent or potential conflict of interest. Before engaging in any such conduct, executive officers and directors must make full disclosure of all facts and circumstances to the Managing Director.
4. Annually, each CDE employee occupying a designated sensitive position, including all officers, general managers and purchasing personnel, shall complete the Annual Declaration of Compliance with the Code of Conduct (please refer Annexure 2) which will be submitted to the HR Head. Such statement shall, in turn, be submitted to the Managing Director in cases of potential or actual conflict and shall be available to auditors for their review. The Managing Director shall designate all “sensitive” positions and may approve certain disclosed “conflicts” for all officers except him/her on the basis of immateriality or adequate management oversight.

# Protection and Proper Use of Corporate Assets

1. Only use company assets as authorised. The Company’s assets are critical to business competitiveness and success. These assets include office equipment, computer systems, and the data on those systems (including the passwords allowing access to that data), the Company’s brands and corporate charge cards, telephones and SIM cards.
2. The Company’s assets are provided to directors, executive, officers and employees for conducting the Company’s business. Except as specifically authorized, CDE assets, including equipment, materials, resources and proprietary information, must be used for business purposes only.
3. Intentional mishandling and damage of the company assets, wilful disobedience/insubordination, theft of Company funds, misbehaviour towards customers, smoking /spitting in company premises, refusing to accept company memo, notice ,conviction for any offence by court, indulgence in assaulting or “Gheraoing” any superior or workman will lead to disciplinary action.

# Use of Electronic Communication

The organization’s electronic information resources and telephonic communication systems should be used primarily for business-related purposes. Employees have the responsibility to use the organization’s electronic information resources and telephonic communication systems in a professional, ethical, and lawful manner. You are expected to read and understand the details from the policy on use of cell phones.

# Internet Use Guidelines

The internet system is provided by the company for employees to facilitate the performance of company work and their contents are the property of CDE ASIA Ltd. Limited Personal use of internet by employees is allowable but should not interfere with or conflict with business use. Employees should exercise good judgment regarding the reasonableness of personal misuse. The impact is definitely negative, as this lowers employees’ productivity and the company incurs costs associated with wasted time.

However, Employees are not expected to indulge in use of Internet for playing games, downloading questionable software, online shopping, conducting personal business online, checking sports, stories or gambling. Other red flag areas include but are not limited to:

Sending of offensive messages, sending pornographic mails or mails promoting one’s religion ,political activity , visiting of pornographic sites( upload or download pornographic material, that is, writings, picture, films, video clips of a sexually explicit or arousing nature),copyright violations; uploading any official document ,information or picture that belongs to CDE Asia etc.

The company has designed software for monitoring the misuse of internet and management reserves the right to retrieve the contents for legitimate reasons, such as to find lost messages or to comply with investigations of wrongful acts.

Violation of above mentioned guidelines /any action that may expose the Company to risks of unauthorized access to data ,disclosure of information, legal liability, or potential system failure is prohibited and may result in disciplinary action up to and including termination of employment and/or criminal prosecution.

You are expected to read and understand the details from the company’s IT policy.

# E-Mail System Integrity

CDE Asia is committed to respecting the rights of its employees, including their reasonable expectation of privacy. CDE ASIA will not monitor electronic mail as a routine matter but it may do so for purposes of maintaining the integrity and effective operation of the electronic mail system. If instances of abuse of Internet access becomes more prevalent, more active monitoring will be done.

Inspection and Disclosure of Communication: CDE Asia reserves the right to inspect and disclose the contents of computer and electronic mail in the course of an investigation triggered by indications of misconduct or misuse. The IT department may install filters to block access to inappropriate Internet sites. However, the fact that access to a particular site is not blocked does not necessarily mean that it is an appropriate site. Employees are expected to use common sense when they use the Office Internet or e-mail facilities.

Message forwarding: Recognizing that some information is intended for specific individuals and may not be appropriate for general distribution, electronic communications users should exercise caution when forwarding message. CDE Asia sensitive information must not be forwarded to any party outside CDE Asia without the prior approval of the Head of the Department.

# Social Media

1. Social media, should be broadly understood for purposes of this policy to include blogs, wikis, microblogs, message boards, chat rooms, electronic newsletters, online forums, social networking sites, and other sites and services that permit users to share information with others in a contemporaneous manner.
2. The following principles apply to professional use of social media on behalf of [Company] as well as personal use of social media when referencing [Company].
3. Employees should be aware of the effect their actions may have on their images, as well as [Company’s] image. The information that employees post or publish may be public information for a long time.
4. Employees should be aware that [Company] may observe content and information made available by employees through social media. Employees should use their best judgment in posting material that is neither inappropriate nor harmful to [Company], its employees, or customers.
5. Although not an exclusive list, some specific examples of prohibited social media conduct include posting commentary, content, or images that are defamatory, pornographic, proprietary, harassing, libellous, or that can create a hostile work environment. •
6. Employees are not to publish, post or release any information that is considered confidential or not public. If there are questions about what is considered confidential, employees should check with the Human Resources Department and/or supervisor.
7. Social media networks, blogs and other types of online content sometimes generate press and media attention or legal questions. Employees should refer these inquiries to authorized [Company] spokespersons.
8. If employees encounter a situation while using social media that threatens to become antagonistic, employees should disengage from the dialogue in a polite manner and seek the advice of a supervisor.
9. Employees should get appropriate permission before you refer to or post images of current or former employees, members, vendors or suppliers. Additionally, employees should get appropriate permission to use a third party's copyrights, copyrighted material, trademarks, service marks or other intellectual property.
10. Social media use shouldn't interfere with employee’s responsibilities at [Company]. [Company’s] computer systems are to be used for business purposes only. When using [Company’s] computer systems, use of social media for personal use or personal blogging of online content is discouraged and could result in disciplinary action.

# Dress Code and Personal Appearance

Employees shall be suitably attired and groomed during working hours, when attending district-sponsored activities and when representing CDE Asia. To maintain a professional appearance, facial, ear gauges, tongue piercings and visible tattoos may be subject to covering. Dress shall be professional and modest.

If a supervisor determines that an employee’s attire and/or grooming is out of place,

the employee may be asked to leave the workplace until he/she is properly attired

and/or groomed. Supervisors shall counsel staff assigned to their location on

appearance and conduct. Employees who violate dress code standard may be

subject to disciplinary action.

# Government agencies

The Company and its employees shall not, unless mandated under applicable laws, offer or give any company funds or property as donation to any government agency or its representative, directly or through intermediaries, in order to obtain any favourable performance of official duties. The Company shall comply with government regulations and shall be transparent in all its dealings with government agencies

# Political non-alignment

The Company shall be committed to and support the constitution and governance systems of the country in which it operates. The Company shall not support any specific political party or candidate for political office. The company’s conduct shall preclude any activity that could be interpreted as mutual dependence / favour with any political body or person, and shall not offer or give any company funds or property as donations to any political party, candidate or campaign.

# Whistle-blower guidelines

1. Every employee, officer and director has the responsibility to ask questions, seek guidance, and report suspected violations and express concerns regarding compliance with this Code.
2. Any employee, officer or director who knows or believes that any other employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code should report such information to his or her supervisor who may proceed further as per this policy.
3. You may also report violations of the Code, on a confidential or anonymous basis, by sending an email at codeofconduct@cdeasia.com. In addition, you can approach Managing Director or any member of board of directors about any violation or suspected violation of this Code.
4. While we prefer that you identify yourself when reporting violations so that we may follow up with you, as necessary, for additional information, you may leave messages anonymously if you wish. In the event that a complaint made in good faith is subsequently found to be untrue, no action would be initiated against the Whistle-blower. However, Whistle-blowers must be cautious to avoid baseless allegations.
5. Open Communication: Senior management must be informed at all times of matters which are important in preserving CDE’s reputation. Accordingly, there shall be full communication with senior management. Likewise, there shall be no concealment of any information from either internal or independent auditors.

# Disciplinary Action

Employees violating this Policy are subject to disciplinary action up to and including termination of employment or other legal action including claim for damages.

Anytime during the past during the employment with the company, if the employee feels that he or she has been in violation or deemed to be in violation with terms of the code of conduct, he or she should report the details to Managing Director within 3 days of issue of this document failing which the management may initiate disciplinary action at their discretion.

**Annexure 1 - Declaration of Compliance with the Code of Ethics**

I, the undersigned, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, declare that I have received, read and understand the meaning and scope of the CDE Asia Ltd.’s Code of Conduct and undertake to comply with its requirements. I understand that my signature entails an undertaking to comply with the policies and directives in effect, including those regarding information security, access to documents and privacy protection.

I hereby declare all outside interests or activities so as to comply with the rules regarding conflict of interest and limitations on outside activities. I have included any companies, organizations or non-profit bodies for which I act as an officer or director, or in any other capacity.

I certify that the information provided in this Declaration is complete and accurate

Signature:

Name:

Job Title:

Department:

Date:

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# Annexure 2 - Annual Declaration of Compliance with the Code of Conduct

I, the undersigned, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, declare that I have received, read and understand the meaning and scope of CDE Asia Ltd.’s Code of Conduct. I hereby certify that I complied with the Code in the last calendar year and I undertake to respect its requirements in the future. More specifically, I declare that I have complied with the policies and directives in effect, including policies on information security, access to documents and privacy protection.

I hereby declare all outside interests or activities so as to comply with the rules regarding conflicts of interest and limitations on outside activities. I have included any companies, organizations or non-profit bodies for which I act as an officer or a director, or in any other capacity.

I have declined all gifts, entertainment, donations, services or benefits, other than those that are non-recurring, symbolic and of minimal value. I hereby acknowledge that I am fully aware of my obligation to report any deviation from this standard using the prescribed form. I also declare that I am not aware of nor have I witnessed any act that could be considered an act of fraud or corruption. I acknowledge my obligation to report any suspected act of fraud or corruption.

**Comments**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature:

Name:

Job Title:

Department: Date