



CODE OF ETHICAL CONDUCT

Rev No : 00
Month : April
Year : 2018

Issued : VM
Checked : VM
Approved : AS

CODE OF ETHICAL CONDUCT

XDIL CODE OF ETHICAL CONDUCT

XDIL Limited is committed to high ethical standards, transparency and accountability to all internal and external stakeholders, including its employees, personnel, beneficiaries, directors and cooperating partners. The decisions and choices you make and the actions you take reflect upon you as a person and as a representative of XDIL. The reputation of the company rests on your shoulders and those of your fellow employees. Every employee must strive to practice the highest level of ethical conduct.

Maintaining high standards of ethics and integrity requires courage, personal strength and sometimes difficult choices. It may require forgoing what appear to be personal or business opportunities. This code seeks to provide guidance concerning the ethical standards XDIL employees are expected to uphold.

Certain of XDIL operations or locations may hold standards of conduct more stringent than those outlined in this code. Those more stringent standards are to be published by management in local handbooks or code of ethical conduct. Employees subject to those codes shall comply both with standards outlined here and with the stricter standards.

YOUR'S RESPONSIBILITY

Each XDIL employee is personally responsible for observing both express language and the spirit of each policy statement outlined in this code.

It is also important that you encourage others to observe this code. XDIL can act only through its employees, so it is critical that every employee does what is right.

Employees are expected to bring to the attention of supervisors, managers, the compliance office, law department, internal audit or other appropriate personal any behavior or conduct which may be illegal, unethical or in violation of this code. If there is any question as to the appropriateness of a course of action, employees are encouraged to seek assistance. It is the policy of the company to prohibit retaliation for reports of violations or misconduct by others, made in good faith by employees. Employees are expected to cooperate in internal investigations of suspected violation and misconduct.

THE WORKPLACE

The XDIL workplace is anywhere that XDIL business and activities are conducted. In all those place, XDIL expects every one of its employees, directors, contractors and representatives to be treated with respect and likewise to treat one another, our customers, suppliers and others with whom we work, with respect. This applies to all employees regardless of race, gender, and ethnicity, religious affiliation or lack thereof, age, disability, sexual orientation, gender identity or membership in any other legally protected class. XDIL will not tolerate illegal discrimination or harassment of any person in the conduct of XDIL activities.

CONFLICTS OF INTEREST

XDIL expects all employees to conduct themselves in accordance with the highest standards of integrity, honesty and fair dealing to prevent any conflict between our personal interests and the interests of the company. A conflict of interest is any activity that is not consistent with or is opposed to the best interests of the company. The following example may assist you in identifying situations to avoid. If you are concerned that you are involved in a situation where your interests appear to conflict with those of the company, discuss the situation with the compliance coordinator at your location.





CODE OF ETHICAL CONDUCT

Rev No : 00
Month : April
Year : 2018

Issued : VM
Checked : VM
Approved : AS

Outside business activities: It is expected that you will not engage in any private business activities that interfere with your XDIL assigned duties or that compete with or may compete with XDIL.

Personal Gain: You are not to engage in any personal financial activities which could influence your judgment or actions in performing work for XDIL.

Confidential information: You may not use or reveal to other any material non-public confidential information of or concerning XDIL.

ASSETS:

Employees are expected to protect the company's assets and to use them for proper business purpose. You have a responsibility to protect XDIL property and property of others in the care of XDIL against theft, loss and improper and unauthorized use. Property includes all types of assets including, but not limited to cash, land, buildings, machinery, tools, suppliers, computers and accessories and intellectual property, including proprietary and confidential information, trademarks, patents and company logos.

CONFIDENTIAL INFORMATION AND "INSIDE INFORMATION"

Non-public information related to XDIL, its operations, products and plans may be considered inside information and is confidential. Inside and confidential information is too held in confidence and is not to be shared or used in any way that would give anyone an unfair advantage.

ENVIRONMENT

XDIL comply with all applicable laws and regulations governing the use, emission, storage and disposal of potentially hazardous materials and seek to conduct operations in a manner which minimizes the risk of injury to people and the environment. Use resource efficiently, minimize waste and reuse or recycle whenever possible. If you have reason to believe that potentially hazardous materials are not being properly handled by XDIL, contact your compliance coordinator.

SAFETY

Safety is the responsibility of every XDIL employee. XDIL will provide a safe workplace to its employees and you must work in a safe manner that does not endanger yourself or others by following safety and healthy rules and practices and reporting any accidents, injuries and any unsafe equipment, practices or condition.

APPLICABILITY

This code applies to all employees, directors, top management, agents, and representatives, contractors and consultants of XDIL.

Violations of the XDIL code of ethical conduct or any XDIL policy may result in disciplinary action up to and including termination and, if warranted, legal proceeding. XDIL reserves the right to amend, interpret and construe the code.

Nothing contained in the code shall constitute a contract of employee with any employee or conflict with XDIL's right to terminate employment relationships at will.

Mr. Sachit Kanwar
Managing Director

Date: 30/04/2018

