

Code of Business Ethics and Integrity (Part of Human Resource Manual)

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Business Ethics and Integrity Policy

Deki Electronics Ltd is committed to the highest standards of ethics, integrity and professionalism. All employees must act honestly, fairly and in compliance with applicable laws and company policies. The key principles of this policy are as follows:

Integrity & Compliance: Employees must uphold ethical standards and comply with all legal and regulatory requirements.

Conflicts of Interest: Employees should avoid situations where personal interests conflict with company responsibilities.

Confidentiality: Protect company, employee and customer information from unauthorized disclosure.

Anti-Corruption: Bribery, kickbacks and unethical business practices are strictly prohibited.

Fair Business Practices: Employees must engage in fair dealings with customers, suppliers and competitors.

Respect & Non-Retaliation: Harassment, discrimination and retaliation against whistleblowers are not tolerated.

Use of Company Resources: Use company assets responsibly and for legitimate business purposes.

Reporting Violations: Employees are encouraged to report ethical concerns through Incharges, Managers or HR. All reports will be handled confidentially and retaliation against those reporting in good faith is prohibited.

Failure to comply with this policy may result in disciplinary action, including termination of employment.

S/d
Vinod Sharma
Managing Director

MESSAGE FROM THE MANAGING DIRECTOR

Dear Colleagues,

At Deki Electronics Ltd., our reputation is built on a foundation of trust, integrity and ethical conduct. For over four decades, we have distinguished ourselves not just through technological innovation, but through our unwavering commitment to responsible business practices.

This Code of Business Ethics and Integrity is more than a document—it is a commitment to our stakeholders, including our employees, customers, suppliers, shareholders and the communities we serve. It represents our collective promise to conduct business with the highest standards of professional and ethical behavior.

Every employee plays a crucial role in maintaining our company's integrity. By adhering to these principles, we protect our reputation, create a positive work environment and contribute to our long-term success.

I urge each of you to read this manual carefully, understand its contents and integrate these principles into your daily work.

Vinod Sharma
Managing Director
Deki Electronics Ltd.

Chapter 1

DEKI STANDARDS OF BUSINESS INTEGRITY

Core Value

DEKI is committed to high standards of ethical and responsible conduct in compliance with applicable laws. At its most basic level, this requires dealing fairly and honestly with employees, customers, suppliers, shareholders, competitors, the public and the communities in which we work. DEKI's reputation is built on the individual actions of each of its employees and representatives and therefore you have an essential role in meeting this commitment.

In addition to being the right thing to do, enforcing strong ethical and legal compliance makes good business sense. Questionable business practices and shortcuts do not work in the long run. Only responsible, ethical behavior leads to sustainable business success.

These Standards

These standards are not intended to be all-inclusive. Nor do they purport to address every question or issue that you might encounter in the workplace. These standards, however, do highlight certain issues that you are likely to confront in your day-to-day work. They are designed to help you comply with DEKI policies and increase your awareness of key compliance and ethical issues.

If you have any questions about proper conduct in any situation that might be covered by these standards, consult with your HOD or Human Resource Department.

Applicability and Effect: These standards apply to all employees of Deki Electronics Limited.

Deki takes these standards very seriously, and non-compliance, depending upon the circumstances, will result in serious disciplinary action up to and including termination of employment.

Expectations

Employees will:

- Comply with both the spirit and letter of these standards and the laws of the India.

Managers/Supervisors will:

- Foster an atmosphere that demonstrates the importance of these standards and act as role models regarding integrity compliance.
- Ensure that all employees under your direct and indirect supervision familiarize themselves with these standards and receive appropriate training.
- Establish internal controls designed to prevent and detect non-compliance with these standards.
- Ensure that agents, representatives, and others hired to act on behalf of the Company are aware of these standards and agree to act accordingly.

****The guidelines for appropriate employee conduct are provided in Appendix A.**

Chapter 2

CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES

Avoid actual and potential conflicts of interest in performing your duties for DEKI and do not advance personal interests at the expense of DEKI.

We expect you will act in the best interests of DEKI and avoid conflicts of interest by making reasoned and impartial decisions. A conflict of interest may arise whenever a personal interest interferes with—or even appears to interfere with—the interests of DEKI. A conflict of interest can also arise when you take an action or have an interest that makes it difficult for you to perform your work objectively and effectively. While we respect your right to manage your personal business and investments, you should place DEKI's interest in any business transaction ahead of any personal interest or gain, when the opportunity to do so arises.

Identify and pre-clear conflicts – As an employee, it is your responsibility to identify potential conflicts when they arise and to notify the HRD or any of such person's direct reports if you are unsure whether a relationship or transaction poses a conflict before engaging in conduct or as soon as you learn of the potential conflict. The MD will be able to pre-clear or resolve certain conflicts, or will be able to contact someone else who can. Each employee is required to inform the VP/MD or any of such person's direct reports of any potential or actual conflict of interest that he or she may have with company.

Examples of conflicts – The following are examples of conflicts of interest that could arise and are prohibited unless they have been pre-cleared or resolved in advance:

- You or someone with a close relationship with you receives improper personal benefits (such as cash, gifts, entertainment, services, discounts, loans, guarantees, or selection by company as a supplier, consultant or business partner) from company's client, vendor, partner, associate, or any other party you come into contact with as a result of your position at Deki;
- Your work as an officer, director, employee, or consultant to another company interferes with your ability to do your job at Deki, or the other company competes with Deki;
- You take for yourself a business opportunity which you discovered through company property or information or through your position at Deki without first offering it to Deki, if you believe that company might reasonably have a business interest;
- You use company property, information, or your position at Deki for personal gain;
- Someone with a close relationship with you is in a direct reporting relationship with you, or you have the ability to supervise, review, or influence the job evaluation, hiring, pay, or benefits of someone with a close relationship with you who also works at Deki; or
- You allow any investments held by you or someone in a close relationship with you to influence you in your work for Deki. Except under any arrangements made for employees

by company, you must not use any company transaction for your own—or any other individual's—personal investment purposes. This does not apply to the use of a company product that is directed to the consumer market.

Keep in mind that not all conflicts are prohibited and the list above does not address every example. Some conflicts are permissible if they are disclosed and approved. Because it is impossible to describe every potential conflict, we rely on your commitment to exercise sound judgment and to seek advice when appropriate.

Chapter 3

CONFIDENTIAL INFORMATION

Protect the confidentiality of nonpublic information about DEKI and its clients and partners.

As a part of your job or position, you may learn or have access to nonpublic or inside information relating to company businesses, operations, or technology. If information is not in the public domain, you should treat it as confidential—and where there is any doubt, or if you do not have the ability to confirm whether something is confidential, treat it confidentially.

You should not share confidential information with anyone, including individuals within the company, unless there is a legitimate “need-to-know” and you are authorized to do so. Improper disclosure of confidential information could put us at a competitive disadvantage or could hurt or embarrass company or other employees.

Examples of confidential information – Confidential information includes some of our most valuable assets, such as the following examples:

- Trade secrets;
- Pricing policies and information;
- Business or strategic operating plans and outlooks;
- Nonpublic financial information about DEKI or our customers and business partners;
- New product, brand or marketing studies, developments, plans, or forecasts;
- Customer data, including contact details, specifications, and preferences;
- Contracts and agreements, including terms such as expiration dates, any exclusivity provisions, and financial conditions;
- Subscription lists;
- Employee lists with contact information;
- Software or computer programs;
- Merger, acquisition, or divestiture plans; and/or
- Personnel plans or major management changes.

Customer/Partner information and privacy – We also respect confidential information regarding other companies—especially our customers. If you learn of confidential information about another company in the course of your job or as a result of your position (and you do not report on this information as a Deki employee), you should protect it the same way that you would confidential information about Deki. Disclosure of confidential information can be harmful to company and could be the basis for legal action against company and/or the employee responsible for the disclosure.

Safeguarding confidential information – If you have confidential information, you should store or safeguard it where unauthorized people cannot see or access it.

Your obligation to safeguard Deki's nonpublic information or other confidential information applies to you even after you leave Deki for as long as the information remains confidential and is not generally available to the public.

You should only disclose confidential information outside of company after appropriate steps have been taken, such as obtaining written authorization to do so and signing a confidentiality agreement or non-disclosure agreement (NDA) to prevent misuse of the information.

Chapter 4

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Know and comply with laws, rules and regulations applicable to your job or position.

As a company, we are subject to numerous laws, rules and regulations. While we do not expect you to be a legal expert, you are expected to understand and comply with laws, rules and regulations applicable to your job or position and know when to seek advice from company's Legal Cell. Any violation of laws, rules or regulations applicable to us could jeopardize our reputation. Fraud, dishonesty, or criminal conduct will not be tolerated.

As is appropriate for your job responsibilities and position, you should:

- Learn about laws, rules and regulations that affect what you do at Deki;
- Attend periodic training and keep informed about any relevant legal or regulatory developments; and
- Consult with an expert if you have any question about the applicability, existence, or interpretation of any law, rule or regulation.

Comply with environmental laws and regulations that apply to Company– You have a responsibility to conduct our operations in a manner that complies with environmental laws and regulations and that minimizes any adverse effect on the environment. We believe that protecting the environment is an important part of being a good corporate citizen. If your job involves contact with regulated materials or if you are involved in decisions about them, you should understand how those materials can be safely handled to protect you and your fellow employees from harm.

Reporting – If you find yourself in a position that you believe may violate a law, rule, regulation, this policy, or another Deki policy, you must report the violation, or what you believe or suspect is a possible violation. You can report your concerns to the MR-EHS or any of such person's direct report.

Chapter 5

GIFTS, ENTERTAINMENT, BRIBES AND KICKBACKS

Gifts and entertainment

You should be very careful about accepting business courtesies from companies who do business or seek to do business with Deki. Business courtesies include meals, drinks, entertainment, sports tickets, transportation, promotional items and the like. Generally, company policy requires an employee to obtain written approval from his or her supervisor before accepting any business courtesy from a vendor or supplier with a value greater than INR 1000. No employee shall solicit or accept for personal use, or for the use of others, any gift, favor, loan, gratuity, reward, promise of future employment, or any other thing of monetary value that might influence, or appear to influence, the judgment or conduct of the employee in the performance of their job.

Employees can accept occasional unsolicited courtesy gifts or favors (such as business lunches, tickets to sporting events or cultural events, holiday baskets, flowers, etc.) as long as the gifts or favors have a market value that is considered reasonable and customary in the industry, and do not influence or appear to influence the judgment or conduct of the employee. Any such monetary favor should be discussed with the Management of the Company.

Employees are not to give, offer, or promise directly or indirectly anything of value to any representative of a customer, potential customer, vendor, potential vendor, financial institution, or potential financial institution with whom the Company has or may have a business relationship.

What is inappropriate gifts or entertainment: The appropriateness of a gift, entertainment, or favor, whether given or received, depends upon many factors, including its value, purpose, and the setting in which it is given or received. If the gift, meal, or entertainment is lavish or unusual in relation to customary business practices, it is probably not acceptable. If you are in the middle of transaction negotiations, bid evaluations, or dealing with a government employee, it is probably not acceptable for you to receive a gift. Prohibited gifts, entertainment, or favors, either given or received, include but are not limited to:

- Gifts of cash, or cash equivalents
- Gifts to government officials and employees
- Entertainment of an offensive, or illegal nature

Bribes and kickbacks

A bribe refers to anything of value offered or given with the intent of securing undue favor or preferential treatment. Kickbacks involve payments—whether in cash, goods, services, or debt forgiveness—provided to a customer or vendor to improperly influence or reward favorable treatment in a business transaction.

If you are unsure whether a payment or benefit could be considered a bribe or kickback, you should consult with Management for clarification.

Bribes and kickbacks are strictly prohibited and can create legal exposure for the Company and for you personally. The giving or acceptance of a bribe or kickback will result in possible criminal prosecution. The Company will cooperate with any government investigation or criminal prosecution regarding illegal bribes or kickbacks, whether or not the employee believed the acts were in the best interest of the Company.

Expectations

Employees will:

- Not request personal gifts, favors, entertainment, or other services from an existing or prospective vendor, contractor, supplier, or customer.
- Refuse any business courtesy offered to you or any family member that is not consistent with the company policy or otherwise appears to be given in order to obtain undue influence.
- Not offer or accept any bribe or kickback, either directly or indirectly.

Reporting: Bribery should be reported to the appropriate authority within the organization.

Here's a structured approach to reporting bribery:

1. **Immediate Supervisor or Manager** – If you suspect or witness bribery and corruption report it to your direct supervisor unless they are involved.
2. **Human Resources Department (HRD)** – If you are uncomfortable reporting to your supervisor, escalate the matter to HR verbally or writing email to rajesh@dekielectronics.com
3. **Whistleblower or Anonymous Reporting Mechanism** – You may report to confidential reporting channels through email to vice president at shanker@dekielectronics.com and Managing Director at vinod@dekielectronics.com

****The anti-bribery audit procedure is detailed in Appendix B.**

Chapter 6

WHISTLE BLOWER AND NON-RETALIATION POLICY & PROCEDURE

Deki is committed to conducting its business with the highest standards of professional integrity and ethical behavior. The Whistle Blower and Non-Retaliation Policy serves as a channel to reinforce the Company's Code of Conduct by providing employees and patrons with a structured procedure to report any unethical or improper practices within the Company.

Whistleblower: A whistleblower is an individual who reports unethical, illegal or improper activities within an organization. This could include fraud, corruption, safety violations, discrimination or any breach of company policies or laws. Whistleblowers may be employees, suppliers, customers or other stakeholders who raise concerns in good faith to protect the integrity of the organization.

Non-Retaliation: Company strictly prohibits retaliation against employees, suppliers or visitors who report violations in good faith or cooperate in investigations. Any retaliation is itself a violation of this policy and may result in disciplinary action including termination of employment or services. Employees are expected to report suspected ethical misconduct and protect those who raise concerns.

Procedure for Confidential Reporting & Protection against Retaliation

This procedure aims to:

- Encourage employees to raise serious concerns without fear of retaliation or victimization.
- Provide alternative avenues for reporting concerns.
- Ensure appropriate action and responses to reported concerns.
- Reassure employees that they will be protected against victimization.
- Address concerns that fall outside regular grievance mechanisms, such as legal or regulatory violations, health and safety risks, environmental damage, fraud and corruption, sexual or physical abuse, and other unethical conduct.

Retaliation, Harassment and Victimization:

Employees should not fear retaliation if they report concerns truthfully. The Company will not tolerate harassment, victimization or retaliation and will take necessary action to protect whistleblowers.

How to Raise a Concern

Reporting Channels: Employees should report concerns verbally or in writing (marked 'Confidential') to his HOD or HR Head. HR head email id is rajesh@dekielectronics.com.

Alternative Reporting: If the HOD or HR Head is the subject of concern, the matter should be raised to the Vice President.

Vice President Contact: 0120-2585457/58 (Extn. 101)
Email: shanker@dekielelectronics.com

Escalation to MD: If an employee finds it inappropriate to report to the HOD, HR Head or Vice President, they may directly approach the Managing Director.

MD Contact: 0120-2585457/58 (Extn. 127)

Email: vinod@dekielelectronics.com

Response from HOD, HR Head or Vice President

The HOD, HR Head or Vice President will assess the concern and recommend MD for independent inquiry order.

Initial inquiries will determine whether a full investigation is necessary and what form it should take. Within 10 working days of receiving a report, the responsible authority will:

- Acknowledge receipt of the concern.
- Explain how the matter will be handled.
- Provide updates on any initial inquiries.
- Inform the whistleblower whether further investigation is needed.
- If further investigation is required, the whistleblower will be kept informed of the progress and expected timelines.
- The Company will provide support to whistleblowers required to give evidence in criminal or disciplinary proceedings.
- Subject to legal constraints, the whistleblower will be informed of the outcome of the investigation.

Investigation:

An officer or investigating team appointed by the Managing Director will generally complete the investigation within 45 days of disclosure.

Anonymous Reporting:

While anonymous disclosures are allowed, the Company encourages whistleblowers to share their identity. The Company ensures complete confidentiality of the whistleblower's identity.

Confidentiality:

All concerns will be handled with strict confidentiality. Employees requesting anonymity will have their identity protected. However, in some cases, they may need to act as witnesses during formal investigations.

Untrue Allegations:

If an allegation made in good faith is not confirmed by the investigation, no action will be taken against the whistleblower. However, employees who make false or malicious allegations for personal gain may face disciplinary action.

Protection for Whistle Blowers:

The Company guarantees protection against any form of discrimination, retaliation or unfair treatment to whistleblowers who report concerns in good faith.

This policy is intended to foster an open, ethical, and transparent work environment at Deki, ensuring that all employees and stakeholders can report concerns without fear of retaliation.

APPENDIX - A

GUIDELINES FOR APPROPRIATE CONDUCT FOR EMPLOYEES OF THE COMPANY

As a Company team member, employees are expected to accept certain responsibilities, follow acceptable business principles in matters of conduct and exhibit a high degree of integrity at all times. This not only involves sincere respect for the rights and feelings of others, but also demands that employees refrain from any behavior that might be harmful to themselves, co-workers, the Company, or that might be viewed unfavorably by current or potential customers or by the public at large. Employee conduct reflects on the Company. Employees are, consequently, encouraged to observe the highest standards of professionalism at all times.

Types of behavior and conduct that the Company considers inappropriate include, but are not limited to, the following:

- Falsifying employment or other Company records;
- Violating the Company's Anti-Harassment Policy;
- Violating applicable laws and regulations including those that are voluntarily adhered to as policy of the Company;
- Violating security or safety rules or failing to observe safety rules or the Company's safety practices; failing to wear required safety equipment; tampering with the Company's equipment or safety equipment;
- Soliciting gratuities from customers or clients;
- Exhibiting excessive or unexcused absenteeism or tardiness;
- Possessing firearms, weapons, or explosives on Company property without authorization, in violation of Company policy or while on duty;
- Using Company property and supplies, particularly for personal purposes in an excessive, unnecessary, or unauthorized way;
- Engaging in criminal conduct or acts of violence, or making threats of violence toward anyone on Company premises or when representing the Company; fighting or provoking a fight on Company property, or negligent damage of property;
- Reporting to work under the influence of drugs or alcohol, and/or illegally manufacturing, possessing, using, selling, distributing, or transporting drugs;
- Committing theft or unauthorized possession of Company property or the property of fellow employees; possessing or removing any Company property, including documents, from the premises without prior permission from management; using Company equipment or property for personal reasons without proper authorization; using Company equipment for profit;

- Giving confidential or proprietary Company information to competitors or other organizations, or to unauthorized Company employees; working for a competing business while an employee of the Company; breaching confidentiality of personnel information;
- Using obscene, abusive, or threatening language or gestures;
- Acting in an insubordinate manner;
- Spreading malicious gossip and/or rumors; engaging in behavior which creates discord and lack of harmony; interfering with another employee on the job; restricting work output or encouraging others to do the same;
- Sleeping or loitering during working hours;
- Soliciting during working hours and/or in work areas; selling merchandise or collecting funds of any kind for charities or others without authorization during business hours, or at a time or place that interferes with the work of another employee on Company premises;
- Posting, removing, or altering notices on any bulletin board on Company property without the permission of an officer of the Company or in violation of procedures related to same;
- Smoking in restricted areas or at non-designated times, in accordance with Company policy.

Should an employee's performance, work habits, overall attitude, conduct, or demeanor become unsatisfactory based on violations either of the above or of any other Company policies, rules, or regulations, the employee will be subject to disciplinary action, up to and including termination.

Before or during imposition of any discipline, employees may be given an opportunity to relate their version of the incident or problem at issue and provide any explanation or justification they consider relevant.

APPENDIX-B

ANTI-BRIBERY AUDIT PROCEDURE

1. Purpose

The purpose of this Anti-Bribery Audit Procedure is to establish a structured process for detecting, preventing and responding to bribery risks within the organization. The procedure ensures transparency, accountability and compliance with anti-bribery policies by implementing a double verification system and conducting audits on estimates, bills and proposals where necessary.

2. Scope

This procedure applies to all financial transactions, including procurement, vendor payments, project estimates, bills and proposals. It is applicable to all employees, vendors, contractors and business partners involved in financial dealings with the organization.

3. Double Verification System

A double verification system will be followed for the approval of financial documents to reduce the risk of bribery and fraud. The key components include:

3.1 Estimates and Proposals

All cost estimates and project proposals must be verified by two independent approvers or VP/MD before submission.

Any estimate exceeding a pre-defined threshold must undergo additional review by senior management.

3.2 Bills and Payments

Every bill or invoice submitted for payment must have supporting documents, including purchase orders, contracts and receipts.

Two separate individuals must approve each bill: one from the initiating department and one from the finance department.

Payments above a certain amount will require VP/MD validation before processing.

3.3 Vendor and Supplier Verification

Vendors and suppliers must undergo due diligence before being onboarded.

A secondary verification of vendor credentials and past business dealings will be conducted by the HOD, Head Purchase or authorized representative.

Any red flags or discrepancies in vendor history will require additional scrutiny and approval from senior management.

4. Audit and Investigation

Finance department or authorized person by management will identify and investigate suspicious transactions.

4.1 Regular Audits

Finance department will ensure internal audits to review financial transactions, focusing on high-risk areas.

Findings from audits will be documented and reviewed by the management and senior leadership.

4.2 Investigative Audits on Suspected Bribery

If a financial transaction is flagged as suspicious, an immediate audit will be triggered.

An independent audit team will conduct a detailed review of the transaction, verifying 1) The legitimacy of the business purpose 2) The authenticity of supporting documents 3) Any patterns of unusual payments or relationships with vendors.

The results of the investigation will be reported to the management.

5. Reporting Mechanism

Employees must report any suspected bribery or financial irregularities to the HOD or VP and MD of the company through email or phone call/message.

All reports will be investigated thoroughly and confidentiality will be maintained to protect whistleblowers.

6. Disciplinary Action

Any employee found guilty of engaging in bribery-related misconduct will face disciplinary action, including termination and possible legal prosecution.

Vendors or suppliers found to be involved in bribery will be blacklisted and reported to relevant authorities.

7. Continuous Improvement

The anti-bribery audit procedure will be reviewed periodically to identify improvements and incorporate best practices.

Regular training will be conducted to ensure employees understand anti-bribery controls and the audit process.

By implementing this robust audit procedure, the organization aims to maintain ethical business practices, strengthen financial integrity and mitigate bribery risks effectively.

WAIVERS

Any waiver of any provision of this Code of Conduct for any director or employee must be placed for approval before the Company's Board of Directors/ Managing Director.