



**AN ISO 9001: 2015
CERTIFIED COMPANY**

JIGAR CABLES LIMITED

Registered & Corporate Office
Plot No. 164/14 & 15, Jamwadi,
GIDC-2, Gondal-360311
Dist. Rajkot, (Gujarat) INDIA
Tel: + 91 2825 221422
Web: www.sigmacab.com
E-Mail: info@sigmacab.com
CIN No.L28999GJ2017PLC095651

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT OF JIGAR CABLES LIMITED

INTRODUCTION

This Code of Conduct (“the Code”) shall be called ‘Code of Conduct for Board of Directors and Senior Management of JIGAR CABLES LIMITED (hereinafter referred to as “the Company”).

This code of Conduct for Directors & Senior Management personnel is a guide to help Directors on the Board & Senior management team of the Company to live up to Company’s ethical standards. The rules and principles set forth in this Code are general in nature and the compliance with the code shall be ensured read with other applicable policies and procedures of the Company.

The Code has been framed in compliance with the regulation 17(5) of Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015.

This model code of Conduct may be reviewed by the Board from time to time to keep in pace with the regulatory environment and any amendments to this code, shall be approved by the Board of Directors.

APPLICABILITY

The Directors both executives and non executives, are obliged to carry out their duties in the honest, fair, diligent and ethical manner, within the scope of the authority conferred upon them and in accordance with the laws, rules,, regulations, agreements, guidelines, standards and internal policies and procedures. The Board of Directors of the Company is entrusted with the fiduciary responsibility of oversight of the affairs of the Company. As Directors of the Company, they have a duty to make decisions and implement policies in the best interests of the Company and its stakeholders.

Senior Management team comprising of members of Management one level below the Executive Directors, including all functional heads.



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CODE OF CONDUCT

The Board of Directors and Senior Managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgement.

The Board Members and the Senior Managers of the Company;

- a. Shall maintain and help the Company in maintaining highest degree of Corporate Governance Practices.
- b. Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
- c. Shall ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only or as per the terms of their appointment.
- d. Shall not seek, accept or receive, directly or indirectly any gift, payments or favour in whatsoever from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company and shall ensure that the Company's interests are never compromised.
- e. Shall maintain confidentiality of information entrusted by the Company or acquired during the performance of their duties and shall not use it for personal gain or advantages.
- f. Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.
- g. Shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorised otherwise.
- h. Shall not without the prior approval of the Board or Senior Management, as the case may be, accepts employment or a position of responsibility with any other organization for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.



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- i. Shall act in conformity with applicable legal provisions, including those relating to Related Party Transactions, disclose personal and/or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them so as to enable the Board Members to take an informed decision.
- j. Shall ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify him/her from his/her association with the Company.
- k. Shall ensure to the above, the Independent Directors of the Company shall also abide by the duties as specified in schedule IV of the Companies Act, 2013 and the rules made there under.

CORPORATE DISCLOSURE POLICY

It is the Company's policy to ensure continuous, timely and adequate disclosure of Company's information. The Company is committed to full, fair, accurate, timely and understandable disclosure in reports and documents it files with or submits to the regulatory authorities and in other public communities. The Directors and Senior Management personnel shall provide only public information to the analyst/research person/ large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest. The Directors and Senior Management personnel must maintain the confidentiality of information relating to the affairs of the Company until and unless authorized or legally required to disclose such information and shall not use confidential information for their personal advantage.

LEGAL COMPLIANCE

It is the general obligation of the Directors to conduct the business and operations of the Company in accordance with the laws, rules, regulations, agreements, guidelines, standards including accounting standards, governing its operations in the geographies of the Company operate. The Directors and Senior Management personnel shall acquire appropriate knowledge of the legal



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requirements relating to their duties sufficient to enable them to perform their obligations diligently. The Directors and Senior Management personnel shall also comply with the internal policies and procedures of the Company to the extent applicable to them including but not limited to compliance with prohibition of Insider Trading Policy of the Company.

COMPETITION AND FAIR DEALING

The Directors and Senior Management personnel are obligated to deal fairly and honestly with each other, the Company's associates and with the Company's customers, suppliers, competitors and other third parties. Directors and Senior Management personnel shall not take unfair advantages of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice. The Company is committed to free and open competition in the marketplace.

Directors and Senior Management personnel shall avoid actions that could reasonably be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including antitrust laws. Such actions include misappropriation and/or misuse of a competitor's confidential information or making false statement about the competitor's business and business practices.

It is the duty and obligation of every Directors and Senior Management person to comply with this code of conduct and he/she shall acknowledge and affirm ongoing compliance with the code on an annual basis. Any violation of the code shall be reported to the chairman of the Board and to the Compliance Officer of the Company. This code of Conduct shall be posted on the website of the Company.

ACKNOWLEDGEMENT

The Directors and Senior Management personnel shall read and fully understand this model code of conduct and comply with the policies procedures and principles contained therein.