

CODE OF CONDUCT

Dear Colleagues,

All winning teams have two things in common: They have an unrelenting drive to be the best, and they share a common set of values to which they are committed. Common values bind teams together and inspire them toward achieving a common vision.

Our Company will achieve its Vision only if we secure the trust and confidence of our fellow employees, customers and suppliers, shareholders and financial institutions, governments and regulators, local communities and society at large.

When we emerged as Empowera, we went through an extended process of identifying and codifying our core values. These values help define us as the Empowera team. In pursuing our goals, and in everything we do every day as members of the team, we should always be guided by our values: Team work, transparency, harmony, integrity, creativity, innovation, positive attitude and respect. Our values must be more than just words on paper; they should be a way of life throughout our company. Our common commitment to them is what distinguishes us in the marketplace and brings us together, to work effectively as a focused and unified team.

Our Code of Business Conduct affirms and builds on our values and gives us clear guidance on putting them into practice. I owe it to you, and we all owe it to each other, to bring our code to life by translating its words into real actions. Doing this will strengthen our corporate culture and help make Empowera a great place to work.

This Code of Conduct will help you to understand what the Company requires from you personally. Applying the same standards throughout the all work areas will lead to a consistent, one company approach. Where there is no specific rule you should be guided from the standpoint of honesty, integrity and open communication.

Together let us show that good behavior is good business!

Sincerely,
Rahul Mahajan
CEO

At Empowera, we strive for excellence in everything we do by working together and as partners with our customers and other stakeholders in accordance with these Core Values.

Team work: team work by involvement and professional growth with creative, united and motivated group, where we think none of us is as smart as all of us.

Transparency and Harmony: we consider transparency and harmony in the culture where everyone is free to express / receive their views and ideas with the feeling of ones.

Integrity: we promote integrity from within, by aligning feelings, thoughts, words and actions. “We do what we say, we say what we think and we think what we feel”.

Innovation and Creativity: we think innovation and creativity as key of success in every business, carried out with ethical approach. “We see changes as an opportunity to grow with innovation”.

Respect: we consider respect as one of our core value, where we Re (again) Spec (view) individuals by not looking into their past.

Positive Attitude: it is the power that drives you to success by looking at the flowers first and then thorns. Developing and manifesting a positive attitude makes us more successful.

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1. Application

This Code applies to all directors, officers and employees of Empowera Technorganics and of the companies and joint ventures over which it has management control.

2. Compliance with the law

Employees must comply with the relevant laws and regulations of all countries in which Empowera Technorganics operates and must be familiar with the laws and regulations that apply to their job.

3. Protection of Environment, Health and Safety

Employees shall take the actions necessary in the course of their work to protect the environment and the health and safety of themselves, fellow employees, customers and society at large. They must comply with all environmental, health and safety laws and regulations, Empowera Technorganics policies and guidelines.

4. Fair Treatment of Employees

Employees shall treat each other with equal respect and dignity and shall not discriminate on any grounds, such as race, color, religion, age, national origin, sex, disability, trade union membership, political affiliation, marital or military status. Employees shall not tolerate harassment in any form.

5. Conflicts of Interest

Employees must avoid situations where they might be tempted to put their personal interests before those of the Company. Any existing conflicts must be resolved in a way which is not detrimental to the Company. Employees must not have any outside interests which could affect their judgment or willingness to act in the best interests of Empowera Technorganics e.g.

- ownership by the employee or a close family member of any material interest in any organization which does business with Empowera or is a competitor of Empowera. Ownership of less than 1% of the shares of a publicly-owned company is not regarded as a material interest.
- either the employee or a close family member acting as a director, senior manager, consultant or adviser to any organization which does business with Empowera.
- either the employee or a close family member acting as an elected or appointed official of a public organization or agency which has any regulatory or supervisory powers over Empowera.
- employment by the employee of an individual or company for private work where that employee is responsible for procuring the services of the same individual or company to undertake work for Empowera.

If employees have an outside interest where they believe an exemption should be granted, they must obtain their manager's express approval. In difficult or long-term situations, the manager may require that the employee obtains periodic reapproval.

6. Anti-Corruption

Employees shall not authorize or make any bribe or kickback or offer anything of value

- to an official of a government or government controlled entity (including state owned enterprises) or
- to any private party

for the purpose of obtaining, retaining or directing business or securing any improper advantage.

7. Gifts

Employees shall not make or accept any gift in connection with their employment except:

- reasonable business expenditures (e.g. meals, drinks, corporate hospitality events)
- any gift of nominal value.

8. Competition Law Compliance

Employees shall comply with all relevant competition laws in accordance with the Company's Competition Law Compliance Policy. They must avoid any discussions or understandings with competitors about:

prices charged to other companies
reducing competition such as the imposition of production quotas or allocation of customers or territories.

They must take advice from immediate manager on any other agreements or practices which may have a negative effect on competition such as:

exclusive or long term contracts
loyalty rebates
restrictive clauses in distribution, research or licensing agreements.

9. Protection of Company Property and Trade Secrets

Employees shall keep business information and trade secrets of all kinds confidential except to the extent they are required to disclose such information in the proper course of their duties.

Employees must not make or keep copies of reports or documents for their personal use.

They must protect company property and return it when they leave the Company.

10. Records management

Empowera has established and maintains appropriate policies and procedures which help assure high standards of accuracy and completeness in the creation, maintenance and storage of its records in order to fulfill its obligations towards authorities, shareholders, employees, customers, suppliers and other stakeholders, and to comply with legal, tax, financial, and other reporting requirements.

Records ownership, storage and co-operation with third parties

Records created or received by employees during their employment and while performing their contractual duties are the sole property of Empowera. For efficiency purposes, data and records in whatever format may be stored/archived. Empowera may choose or be required to co-operate with third parties, including government bodies, courts, law enforcement agencies, litigants, etc. In such cases, Empowera may supply data and records created or received by employees.

Digital archive

A digital archiving system may be made available. By storing e-mails and files into the digital archive, employees acknowledge that the former are Company property and may be read, searched for, printed out and otherwise used by Company representatives at their sole discretion, including in administrative and judicial proceedings.

Employees shall fully abide by the 'Records Management Policy' of Empowera Technorganics.

11. Use of communication devices

Private use

Empowera's employees may make limited private use of the Company's e-mail, internet infrastructure and other communication devices supplied provided that this does not interfere with the employee's job performance, create or increase the security risk and consume significant resources. All such private communication must be marked or explicitly declared "private". It cannot be guaranteed that private communications will remain private at all times.

Prohibited use

The use of the Company's internet or e-mail and other communication devices to access or transmit discriminatory, offensive or pornographic and other unlawful material is strictly prohibited.

Monitoring

Empowera does not monitor the individual use of the network and other communications traffic (including e-mail traffic, file access and internet accesses). Empowera may do so, however, to the extent permitted by law, in case of violation, suspicion of violation of the law or serious abuse of its systems. Empowera does not monitor telephone conversations.

Employees shall fully abide by the 'IT Security Policy' of Empowera Technorganics.

12. Duties of Empowera Technorganics and its Employees

Employees are under a duty to comply with this Code and to take appropriate measures to effectively discourage violations by others. If they fail to succeed, they have to report violations. No retaliation against employees who raise issues under this Code will be tolerated.

Management will include this Code in employee training programs and will provide instruction and advice in its interpretation, referring to cases of difficulty.

Employees failing to meet their obligations under this Code may be subject to disciplinary proceedings in accordance with Empowera's regulations, including termination of employment for serious violations.

I agree to accept the code of conduct indicated above, this _____ day of _____, 20____.

(Employee Name)

OATH OF SECRECY

I,, son of, resident of....., being a director/senior executive of Empowera Technorganics, hereby solemnly affirm that in terms of the Code of Conduct for Directors and Senior Management of Empowera Technorganics:

- I shall use the confidential information of the Company only for the purpose of the business of the company.
- I shall not at any time, use the confidential information for my personal gains.
- I shall at all times, during my directorship/employment and also thereafter, protect the confidentiality of the confidential and proprietary information of the Company, which it was my privilege to know by reason of my position in the Company.

This affirmation shall not however extend to any information which:

- is already in the public domain; or
- subsequently comes into the public domain; or
- is already in my lawful possession / subsequently comes lawfully into my possession; or
- is required to be disclosed by law, regulation or any governmental or competent regulatory authority.

Signature: _____
Name: _____
Designation: _____
Date: _____