



The MGT Group

CODE OF ETHICS

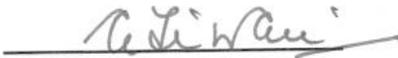


APPROVAL

This Code of Ethics Policy & Procedures Manual is hereby approved by The MGT Group's Ethics Officer "EO": Mr. Colonel C.S. Tiwari and Chief Executive Officer "CEO": Ms. Manju Puri

Ethics Officer "EO":

Name: Colonel C.S. Tiwari

Signature: 

Date: 23/12/2008

Chief Executive Officer "CEO":

Name: Ms. Manju Puri.

Signature: 

Date: 23/12/2008





UPDATES & REVISIONS

#	Update	Page	Date	Approval
1	Reference to: Whistle Blowing Policy & Procedures Manual	7	March 2011	<i>Asliwan</i> <i>Majid</i>
2	Reference to: "Gift & Entertainment Policy & Procedures Manual"	14	March 2011	<i>Asliwan</i> <i>Majid</i>
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Asliwan *Majid*



Code Of Ethics

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CODE OF ETHICS AND BUSINESS CONDUCT

A Culture of Integrity

The MGT Group is committed to dealing honestly and fairly with our employees, customers, suppliers in which we work. Our success depends on maintaining a culture of integrity.

Our Vision and Our Values

The MGT Group holds each Executive, Leader, Employee and agent accountable for upholding Our Vision, Our Values and our Code. We ensure that The MGT Group business will be conducted consistent with the high ethical standards that we demand from each other and others demand from us.

Our Vision

Powered by Innovation and Guided by Integrity. We assist our Customers to achieve their GOALS.

Our Values

Commitment

Our Motto is Your SATISFACTION

Your Interests is Our Interest.



REPORT VIOLATIONS OF THIS CODE

You have many different channels to report violations or potential violations of this Code, including your manager, human resources, legal, security, internal audit, the energy, environment, safety and health organizations and ethics, as appropriate.

If you have good reason to believe that a violation of the Code or a contract provision has occurred, or you are asked to violate the Code or a contract provision, don't remain silent. Report such violations, or suspected violations; depending on the circumstances, failure to report may itself violate this Code. Remember that no unethical or illegal acts can be justified by saying that they benefited the Corporation, or that they were directed by a higher authority in the organization.

In addition to reporting violations, you are encouraged to contact The MGT Group Head Office of Ethics and Business Conduct to discuss any ethics question or concern. When faced with an ethical dilemma, it is always better to obtain guidance before acting.

You may contact the Head Office of Ethics and Business Conduct for information on how to contact your local Ethics Officer, or to report a concern or seek guidance. The following are some of the confidential ways that you can communicate with the office of Ethics and Business Conduct.

Call :	+971-55-6052463 Domestic and International
Write :	THE MGT GROUP, Al Quoz Area – Interchange -3, P.O. Box 4191, Dubai – U.A.E.
Email :	corporate-ethics@mgtgroup.ae



CONTACTING YOUR ETHICS OFFICER OR THE OFFICE OF ETHICS AND BUSINESS CONDUCT

What can you expect when you contact the Ethics Office?

- Your concern will be treated seriously and fairly.
- You will be treated with dignity and respect.
- You need not identify yourself.
- Whether you identify or not, your communication will be kept confidential to the greatest extent possible.
- If your concerns are not resolved at the time you call, you will be informed of the outcome. If you have reported anonymously, you can call Ethics Helpline to learn the outcome of the case.
- Due to privacy considerations, you likely will not be informed of the details of any discipline that may result from an investigation into your concern.
- The Corporation takes its obligations very seriously and will take appropriate action in response to violations of this Code, even if these actions are not always visible to you.

Remember, there is never a penalty for contacting the Ethics Office in good faith. People in a position of authority cannot stop you, if they try; they are subject to disciplinary action up to and including dismissal.

The MGT Group will not tolerate retaliation against employees who raise concerns to any source in good faith.

Please refer to [MGT Group Whistle Blowing Policy](#) for more information.



BE ACCOUNTABLE FOR UPHOLDING THE CODE

Our code applies to all THE MGT employees, agents, consultants, contract labor or others, when they are representing or acting for the corporation.

You are responsible for adherence to the standards of conduct set forth in this Code and for raising questions if you are concerned that these standards are not being met. Violations of the Code are cause for corrective action, which may result in disciplinary action up to and including discharge.

The MGT leaders must be particularly careful with their words and conduct to avoid placing, or seeming to place, pressure on subordinates that could cause them to perform in a way that is contrary to the ethical standards set forth in this Code and company policies. If someone approaches you with a question or concern relating to the Code, listen carefully and ask for clarification and additional information to ensure that you fully understand the question or concern. Answer any question that you can, but do not feel that you must provide an immediate response. Seek help if you need it before response.

If the concern raised requires that an investigation be conducted to determine compliance with the Code, refer it to the appropriate resource identified in the section entitled, "Report Violations of this Code".



COMPLY WITH LAWS AND REGULATIONS

Our Value

The MGT Group is committed to doing the right thing and remembering who we work for. For this reasons, we believe that it is important to comply with both the letter and the spirit of the laws and regulations that governs our business.

Setting the Standard

You are expected to perform all your duties on behalf of THE MGT GROUP in compliance with all laws, regulations and company policies – this is a minimum expectation. The Ethics Office are always available to help you understand the laws and regulations that apply to help you understand the laws and regulations that apply to your job. It should be understood, however, that upholding our values and this code may require more than mere compliance with laws and regulations.

If you perform work internationally you are also subject to the laws and regulations of the countries in which we do business. You may find that there is a conflict between the laws of the countries in which we operate and the laws of the U.A.E. or company policy. In those situations, you must consult the Ethics Office to receive direction on how to handle the conflict.



ZERO TOLERANCE FOR DISCRIMINATION AND HARASSMENT

Our Value

The MGT Group is committed to providing a safe and respectful work environment free from threats, violence, harassment and discrimination. Respecting others and performing with excellence create opportunities to achieve success in our workplace.

Setting the Standard

You are expected to treat all MGT employees, suppliers and customers with dignity and respect. The MGT Group's goal is to maintain a professional work environment that is free from threats and acts of violence, bullying, abusive or intimidating conduct or other similar behavior. The MGT Group does not tolerate harassment or discrimination of any kind – especially involving race, ethnicity, religion, color, sex, national origin, age, U.S. military veteran's status, ancestry, sexual orientation, gender identity or expression, marital status, family structure, or disability.

As a global enterprise, we recognize that the various countries in which we do business may have different legal provisions pertaining to discrimination and harassment in the workplace. Nonetheless, The MGT Group has set a standard of zero tolerance for discrimination and harassment that applies to all of its employees, wherever they work.

If you are a MGT leader, you have a special responsibility for promoting a positive, diverse, and inclusive work environment where everyone may raise issues or concerns without fear of retaliation.



STRICTLY ADHERE TO ALL ANTITRUST LAWS

Our Value

The MGT Group values open and fair competition. We want to win, but only with integrity. We do not knowingly enter into business arrangements that eliminate or discourage competition or that provide us an improper competitive advantage, as such arrangements undermine the free marketplace on which our business depends.

Setting the Standard

If you are involved in any dealing with competitors, you are expected to know that antitrust laws may apply to your activities and to consult with the Ethics Office before negotiating with or entering into any arrangement with a competitor. In addition, you should be aware that any of the following may violate antitrust laws :

- Price fixing;
- Boycotting suppliers or customers;
- Pricing intended to run a competitor out of business;
- Disparaging, misrepresenting or harassing a competitor,
- Bribery, kickbacks, or stealing trade secrets;
- Entering into agreements or understandings with competitors to divide the market in which they compete by allocating territories or markets, and / or limiting the production or sale of products or products lines;
- Conditioning the sale of one product / service on the sale of another unwanted product / service; and /or
- Conditioning the sale or purchase of products/services on the requirement that the seller or purchaser not do business with competitors of the Corporation.

You must avoid engaging in or discussing any of the above activities with competitors, suppliers, or customers, and must report any instances in which such activities are proposed or discussed to the Ethics Office.



DO BUSINESS ETHICALLY OUTSIDE THE UNITED ARAB EMIRATES

Our Value

The MGT Group commitment to the highest standards of ethical conduct applies globally. Bribery, violations of export and import laws, and participating in illegal boycotts erode confidence in the market-place, undermine democracy, distort economic and social development, and hurt everyone who depends on trust and transparency in the transaction of business.

Setting the Standard

Unless prohibited by the U.A.E. law, you are responsible for complying with the national and local laws of the countries in which we operate. In the case of a conflict with U.A.E. law, you must obtain direction from the Ethics Office, which will consult with the Legal Department.

In particular, you must pay special attention to the following laws:

Anti – corruption:

You must strictly comply with the anti-corruption laws that govern our operations in the countries in which we do business.

Generally, these laws prohibit bribery, directly or indirectly, of foreign government officials, political parties or indirectly, of foreign government officials, political parties or candidates to obtain some improper business advantage. More specifically, they prohibit you, directly or indirectly, from corruptly giving, offering or promising anything of value of foreign officials or foreign political parties, officials or candidates, for the purpose of influencing them to misuse their official capacity to obtain, keep or direct business or gain any improper advantage.



COMPETE FAIRLY FOR ALL BUSINESS OPPORTUNITIES

Our Value

The MGT Group continued long-term success depends on our upholding the integrity of the procurement process in bidding, negotiating and performing contracts for local, state, national and international customers. We compete fairly and ethically for all business opportunities.

Setting the Standard

You are responsible for dealing fairly with the company's customers, suppliers, competitors and employees. If you are involved in proposals, bid preparations, or contract negotiations, you must be certain that all statements, communications, and representations to prospective customers and suppliers are accurate and truthful. Once awarded, all contracts must be performed in compliance with specifications, requirements, and clauses.

You must refuse any offers to provide The MGT Group with any unauthorized contractor bid and proposal information or source selection information and immediately report the offer to the Ethics Office. You may not use, obtain, accept or receive any information to which The MGT Group is not clearly and legitimately entitled. If you ever have reason to believe that the release or receipt of any information is unauthorized, or you are uncertain as to The MGT Group's legal right to use the information, do not copy, distribute or use it until you have obtained guidance from the Ethics Office, which will consult with the Legal Department.



ACCEPTANCE OF APPROPRIATE BUSINESS COURTESIES

Acceptance of Business Courtesies by The MGT Group Employees Who Procure Goods or Services

If you buy goods or services for The MGT Group or are involved in the procurement process, you must treat all suppliers uniformly and fairly. In deciding among competing suppliers, you must objectively and impartially weigh all facts and avoid even the appearance of favoritism.

For this reason, you may not accept gifts from suppliers or vendors, except advertising or promotional items of nominal value such as a pen, key chain, water bottle, visor, cup or glass or generally similar items displaying a company's logo. Established routines and procedures should be followed in a procurement of all goods and services.

Acceptance of Business Courtesies by The MGT Employees in Non-Procurement Functions.

Although you may not use your position at The MGT Group to obtain business courtesies, it is permissible to accept unsolicited business courtesies, provided:

- The acceptance will promote goodwill and successful business relation;
- The courtesies are not lavish or extravagant under the circumstances;
- The courtesies are not frequent and do not reflect a pattern or the appearance of a pattern of frequent acceptance of courtesies from the same entities or persons;
- You would feel comfortable discussing the courtesies with your manager or a coworker, or having the courtesies known by the public; and

Solicitation of business courtesies is always prohibited. If you have any questions about the propriety of accepting a business courtesy, contact your supervisor or manager, or the Ethics Office for guidance. It is your personal responsibility to ensure that your acceptance of a business courtesy does not create the perception that favors were granted to secure favorable treatment.

[Please refer to MGT Group Gifts & Entertainment Policy for more information.](#)



AVOID PERSONAL CONFLICTS OF INTERESTS

Our Value

The MGT Group is committed to upholding the highest standards of ethical business conduct and expects the same of its employees, agents and Board of Directors.

Setting the Standard

Definition of Conflict of Interest:

A conflict of interest exists when you have divided loyalties – when you have a direct or indirect personal interest in a transaction or matter such that it might reasonably appear to affect the judgment that you exercise on behalf of The MGT Group influence your actions, or lead you to neglect The MGT Group business interests.

Personal Conflict of Interest Guidelines:

You are responsible as a MGT employee to act in a fair and impartial manner in all business dealings, and to place the interests of The MGT Group over personal interests in matters relating to The MGT business.

You must avoid financial, business, or other transactions or situations in which your personal interest might conflict with, or appear to conflict with, the interests of The MGT Group. Such situations may arise from relationships with customers, competitors and suppliers, present or prospective employees, or from the acquisition or use of company assets for personal gain. An actual conflict of interest does not need to be present to constitute a violation of this Code; you must also avoid activities that create the appearance of a conflict of interest.

A conflict of interest may exist when you use your contacts or position in the company to advance interests other than the company's, such as your own private business or financial affairs, or those of a friend or relative (whether or not at the expense of the company). You should never use company property or information for personal gain, or take for yourself personally any opportunity that is discovered through your position at The MGT Group.



Examples of How a Personal Conflict of Interest Could Occur:

- Employment by a competitor or potential competitor, regardless of the nature of the employment, while employed by The MGT Group.
- Acceptance of gifts, payment or services from those seeking to do business with The MGT Group.
- Placement of business with a firm owned or controlled by a MGT employee or their family.
- Ownership of, or substantial interest in, a company that is a customer, competitor or a supplier.
- Acting independently as a consultant to a MGT customer or supplier, while employed by The MGT Group.
- Having a personal interest or potential for gain in any company transaction.
- Using company assets, intellectual property, or proprietary information for personal gain.
- Employing or discussing employment with former government employees, or using them as consultants or subcontractors in violation of applicable laws or regulation.
- Having a close, personal relationship with a subordinate employee.

You must disclose in writing any situation, transaction, or relationship that might give rise to an actual or potential conflict of interest to your manager or supervisor, who will review the disclosure with the Legal Department.



PROTECT PERSONAL INFORMATION

Our Value

The MGT Group employees, contract labor, agents, consultants, customers, business partners and members of the Board of Directors entrust to us personal information. To continue building and sustaining a culture of trust, we must protect this sensitive data and use it only authorized purposes.

Setting the Standard

You must not access personal information unless you have a “need to know” such information for legitimate business purposes and have prior authorization.

If you have access to personal information (including personnel or medical records), you may not disclose such information protected and secure in accordance with all corporate policies, laws and applicable third party agreements. You must never use personal information for any purpose for which it was not intended or for personal gain.

If you collect or access personal information has been accessed by an unauthorized person, disclosed inappropriately, used for purposes other than MGT business, or gathered in violation of corporate policy or the law, you must immediately bring this to the attention of the appropriate Business Area Personal Data Protection Officer, the MGT Group or the Ethics Office.



PROPERLY USE COMPANY AND CUSTOMER ASSETS

Setting the Standard

You are responsible for the proper use of company and customer property, electronic communication systems, information resources, materials, facilities, and equipment. You must use and maintain these assets with the utmost care and respect, guarding against waste and abuse, and you must never borrow or remove them from company or customer property without management's permission.

Company assets are intended to be used for the conduct of MGT business. You may occasionally use company assets for personal use if you obtain permission from your supervisor or manager and your use is in accordance with company policy. You must also seek guidance and permission before using any customer asset for personal use. You may not use the company's resources to support a personal business or for an illegal act or a purpose which would cause embarrassment to our Corporation.



IMPLEMENTATION OF CODE OF ETHICS MEETINGS

1. Implementation of Code of Ethics is effected by bi-annual meetings.
2. These meetings are conducted at the Head Office and in all site offices and locations in which MGT has its presence.
3. The meetings are chaired by the senior most management in that particular location.
4. The bases of the meetings are a stress on honesty and integrity. Compliance of rules and regulations in the country of location, complete non acceptances of bribes, gifts or any such incentive to or from any civilian or government official.
5. The need for individual responsibility in upholding the standards of MGT is reiterated.
6. All attendees are given the contact of the ethics officer and encouraged to contact him /report to him any episode that needs his attention.



RECEIPT AND ACKNOWLEDGEMENT

All employees must acknowledge the receipt of the company Code of Ethics.

The code of ethics can be downloaded by the employees from the Company website at www.mgtgroup.com

Employees without the website access should contact the local Ethics Officer or Human Resources Officer for instructions on submitting their signed receipt and acknowledgement.

MGT Employee Instructions

1. Log on to www.mgtgroup.com and navigate to the "About Us" section.
2. From the drop-down menu, click on "Code of Ethics".
3. Click on the link to download your copy of the MGT Group Code of Ethics document.
4. Fill up the Receipt and Acknowledgment form and mail it back to corporate-ethics@mgtgroup.ae or the Ethics officer.

Receipt and Acknowledgement

I acknowledge that I have received my personal copy of Setting the Standard, The MGT Code of Ethics and Business Conduct (the Code). I have read and will abide by the Code. I understand that each MGT employee, member of the Board of Directors, agent, consultant, or contract worker is responsible for knowing and adhering to the principles and standards of the Code.

Signature : _____

Name : _____

Employee Number : _____

Company : _____

Location : _____ Date : _____



CONTACT

My Supervisor / Manager is :

Name : _____

Phone Number : _____

My Ethics Officer is :

Name : Colonel C. S. Tiwari

Phone Number : +971-55-6052463

E-Mail : cstiwari@mgtgroup.ae

My Human Resources Business Partner is :

Name : Mr. Dinesh Padmanabhan

Phone Number : +971-4-3386 444

E-Mail : dinesh@mgtgroup.ae