

## CODE OF CONDUCT

The Company expects the Board members and Senior Management of the company to adhere to the rules of conduct & behaviour while conducting Company's business. The Company's Policy on the same is as follows:

- To follow all policies, procedures and internal control systems of the Company.
- To Handle all customer contacts with the highest standard of professionalism and courtesy.
- To Behave with integrity and honesty
- To obey the laws of the country while carrying out ones work.
- To Report to work/external meetings/training as scheduled.
- To Report to work in appropriate attire.
- To communicate openly.
- To Carryout ones roles and responsibilities effectively and efficiently to maximize business for the Company
- To keep superiors informed when leave of absence is required.
- To treat people fairly and with dignity and respect.
- To accept accountability.
- To effectively utilize ones time at work and avoid spending it on personal activities and phone calls.

**The Company will not accept and will not tolerate the following behavior from a Board Member and Senior Management Person:**

- He Should not enter into the Company's premises while being intoxicated
- He should not consume alcoholic beverages either on the premises of the Company or Company business partners.
- He should not enter into fights either on the premises of the Company or Company business partners.
- He should not use rude, abusive or obscene language with a customer, business partner or a colleague. Disconnecting a customer's, business partner's or a colleague's call without providing appropriate services.
- He should not Refuse to serve a customer or carryout reasonable orders (relating to work) of a superior.
- He shall not own a material interest in, or act as an officer, director, employee or consultant on behalf of any supplier, contractor, or customer of the company.

- The Company discourages gifts, trips, entertainment, loans or other favors from contractors, suppliers, customers or business partners. However, small business gifts of an advertising nature or reasonable business entertainment in the course of Company's business may be accepted where the value of the gift or business activity does not exceed Rs. 10000. If the gift or business entertainment exceeds the limits of this Policy, the person should seek the approval of the Managing Director.
- He shall not use information, or Company facilities and assets in a manner that will be detrimental to the Company.
- He shall not use for his or her own benefit information developed through Company's research or development activities, or disclose confidential or unpublished information obtained through associates connected with the Company, during the course of employment or even after separating from the services of the Company.
- He shall not be employed gainfully elsewhere or take a part-time job without the explicit permission of the Management.
- He shall not use Company's assets or facilities for their personal benefit.
- The Company's assets or facilities referred to in this policy includes but is not limited to computer hardware and software, communications facilities and Company provided access to the Internet.
- He shall be responsible for protecting the company's Intellectual property, Copyrights and Proprietary information. Proprietary information is any information created, acquired or controlled by the Company, which the Company has determined, should not be published or released to others. It includes, but is not limited to, financials, billing records, unannounced products and services, technical information, sales and marketing data and employee records.
- He shall also protect the proprietary information and copyrights of the Company's business partners or products used by the company.
- He shall not seek to own or acquire property or interests through the use of confidential or unpublished Company information.
- He should not attempt to own any interest or property where the value of the property is likely to be influenced by Company's action.
- He shall not convert business opportunities, which are reasonably anticipated to be of interest to the company, for his or her own benefit, nor diverted by the associate for the benefit of others.
- He shall not own (directly or indirectly) material interest in the enterprise of a competitor of the Company. In addition, no associate should act as a director, office partner, consultant, employee or agent of any enterprise in competition with the Company or its business partners.

- When a senior management person leaves the Company, all the documents and records containing proprietary information must be returned to the Company.
- Even after employment ends, the former senior Management person or Board Member will continue to be obliged not to divulge any proprietary information to any other person, party or competitor for a period of one year from the date of separation from the Company.
- If a senior management person or Board Member is in doubt of any proposed activity or action which will adversely affect the Company's interest or violates this Policy, he / she must check the proposed activity with the Managing Director through their supervisor. He will not proceed to undertake any such proposed activity or action only after obtaining approval from the Managing Director.

## **ANNEXURE-1**

### **ACKNOWLEDGEMENT**

1. I acknowledge that I have received and read the policy titled "Company's Code of Conduct and I understand my employment with the company will be terminated if I violate the conditions stated in this Policy.
  
2. I acknowledge that I have read the policy on Company's Code of Conduct and I agree;
  - o Not to use any company facility or resources, including computer hardware and software, communications facilities and company access to the Internet in a manner detrimental to the Company or in violation of this Policy.
  - o I will not use any information obtained from the Company in a manner detrimental to the Company. I will not make any unauthorized disclosure of confidential or published information, documents, or data obtained through or my association with the Company during the tenure with the Company or even after leaving the services of the Company as per the conditions of this policy.

I understand that the Policy on Company's Code of Conduct requires that I report in advance to my Head/Managing Director any commitment on my part that might involve me in a conflict of interest of the kind set forth in the Policy.

The above code of conduct has been adopted by the Board of Director in their meeting held on 22<sup>nd</sup> November, 2005

Name:

Signature:

Date: