

5.1 CODE OF CONDUCT

Every employee is liable to abide by certain rules and regulations instituted by the Board of Directors, while employed with the Company. Non-compliance is considered as breach of contract and may result in penalty (major/minor) depending on the gravity of the situation.

Procedure & Limitations

The significant aspect of the applicable Code of Conduct for an employee is listed below:

- a. Any information relating to following areas is generally termed as confidential:
 1. Operations
 2. Projects
 3. Award of contracts/assignments
 4. Insider information on companies
 5. Financial matters
 6. Compensation matters
 7. Any other information that may compromise the Company's confidentiality
- b. Employee must not disclose, knowingly or carelessly, any information relating to these areas without prior approval from their respective Functional Head. In official discussions with existing and prospective clients, care should be taken to give information only on a need-to-know basis.
- c. On cessation of employment, employees must return all official files, documents, etc. of every description within their possession to their respective superiors.
- d. Employees are advised to secure prior approval before proceeding on leave. Similarly, notification should also be given in case an employee needs an extension in leave for reasons beyond his/her control.
- e. Applications should be routed properly according to the procedures instituted by the Company from time to time. No employee would present his/her case or



application for any purpose directly to the CEO or his/her authorized representative.

- f. An employee must seek prior written consent of his or her superior designate before releasing any information, obtained during the course of his or her employment, to all outside agencies.
- g. Data secrecy must be protected. Employee is prohibited from forwarding, processing or using personal data of others without authorization.
- h. The dissemination of information to the public concerning the Company may be handled by authorized personnel only.
- i. Business documents, work tools, valuable material and intellectual property may neither be used for personal purposes nor provided to third parties to the extent that this would negatively affect the interests of the Company.
- j. Employee is advised to exercise his/her own discretion in accepting gifts, invitations to lunches and dinners, other forms of entertainment etc. which could implicitly influence their decisions. In case of doubt, prior approval of the Company must be obtained.
- k. The distribution of gifts and other gratuities to private third parties in the course of the employee's duty must be handled very restrictively. Gifts and gratuities must remain within customary limits and be of nominal value.
- l. No employee shall lend money to, or borrow money from, or place him/herself under any pecuniary obligation, to any person with whom he has any official dealings, provided that nothing in this behalf shall apply to authorized dealings under letter on behalf of the Company in the ordinary course of business with a company or a firm of standing. If an employee has violated these rules, he shall forthwith declare the circumstances to his/her Functional Head.
- m. Accounting as well as internal and external reporting of the Company has to be true and fair. The dissemination of information to the public concerning the Company is to be handled by authorized persons only.
- n. For purposes of security all employees must display their Identity cards at all times within the Company premises.
- o. Political and charitable contributions from Company assets must remain within the framework of the respective legal system and require prior approval of the CEO or his/her authorized representative.



- p. Official visitors should be escorted at all times by the relevant employee to the conference rooms.
- q. Personal/social visits during working hours are discouraged. In case of an emergency, visitors should be entertained outside the office/work area or in the designated reception area to ensure minimum disruption to others as well as to maintain confidentiality of information.
- r. Employees of the Company must not discriminate against any other employee, especially with regard to origin, religion, sex or handicap.
- s. Sexual Harassment shall be strictly discouraged in the Company. Disciplinary action will be initiated against any employee (irrespective of gender) if found guilty by the senior management.
- t. Employees should immediately advise their Head of Function and authorized official of the Human Resources Function regarding any change in relevant personal information.
- u. The following list briefly highlights various actions by an employee, which may be considered as breach of discipline and conduct rules:
 - i. Non-conformity to code of conduct as described above.
 - ii. Theft/fraud/forgery or intentionally misusing the office equipment(s).
 - iii. Misuse of medical entitlement by extending it to family members not covered under the prescribed scope.
 - iv. Proxy attendance
 - v. Wilful insubordination
 - vi. Attempt to gain unauthorized access to confidential/proprietary information
 - vii. Quoting incorrect information that would result in undue benefit(s) to the employee or unfavourable decision(s) for another employee.

These actions may result in initiation of disciplinary action.

- v. Depending upon the severity of action(s) and its related consequences, the adjudicator may award penalty, as he may find appropriate.

