

CODE OF CONDUCT FOR SENIOR MANAGERS AND FUNCTIONAL HEADS

(In pursuance of revised Clause 49 of the Listing Agreement relating to Code of Corporate Governance notified by SEBI)

This document, identified as Code of Conduct for Senior Managers and Functional Heads embodies in some detail expectations of the Company and of the Directors from each of the Senior Managers / Officers.

This Code of conduct is mainly to help and maintain the standards of business conduct for the company and to ensure compliance with legal requirements and also to deter wrongdoing and promote ethical conduct. As this code is general in nature, officers should also review the Company's other applicable policies and procedures for more specific guidance.

The Code shall form part of the appointment letter issued by the company, which will be duly acknowledged by concerned employee at the time of joining. Those who are already in employment, will sign the prescribed form towards acceptance of this code.

A. SCOPE OF THE CODE

The Code is applicable to the employees in the following grade and its above grade, hereinafter referred to as "Officers" of the Company:

- Chief Finance /Accounts Officer
- Chief Executive Officer
- Chief Technology/Information Officer
- Vice Presidents /Asst.Vice presidents
- Company Secretary/Asst.Company Secretary
- General Managers
- Division / Functional Heads

B. PURPOSE

The officers of the Company shall-

1. act in accordance with the highest standards of personal and professional integrity, honesty and ethics while performing their duties at any locations of company, its Subsidiaries, associates or at any location of its client and at events sponsored by the company or attended on behalf of the company or its associates, its clients, etc.
2. inform and obtain prior written approval of his / her immediate superior/director –

- Before taking any outside part time employment, directorship, trusteeship
 - Dealings with related parties with whom a relative of the Company's employee is associated in any manner
 - Investing in Company's related supplier, dealer or competitor
 - Before exploiting for one's own personal gain or opportunities that come or are discovered through the use of Company's property, etc
 - And any other situations where such conflicts arise or proposed transactions raise such questions or doubts, the Officers must consult the Company's Audit Committee, through the Company Secretary.
3. not disclose to any third party business information of the company, such as information about its clients, vendors, and other confidential information, which would adversely affect the business activities of the company.
 4. not leak out any of the financial information / any such information to any third party before it is released officially for the information of the public.
 5. not engage either directly or indirectly in the trading of the securities of the Company, creation of false market, price rigging or manipulation, personally or through a third party or associates, and in such case, follow strictly the Insider trading Regulations as prescribed / notified.
 6. share the information about matters within the Company with other employees to the extent appropriate
 7. achieve responsible use of or control over assets and resources of the company.
 8. promote ethical behaviour among the employees under his/her supervision.

C. DISCLOSURE TO PUBLIC /OTHER COMMUNICATIONS

The officers of the Company shall provide full, fair, accurate, timely, and understandable disclosures in reports and documents that the company files/submits with regulatory authorities/public knowledge / communications.

D. COMPLIANCE WITH GOVERNMENTAL LAWS, RULES AND REGULATIONS

Officers shall comply with all applicable governmental laws, rules and regulations. Violations of applicable governmental laws, rules and regulations may subject the concerned officer to individual criminal and/or civil liability as well as disciplinary action by the company.

E. VIOLATIONS OF THE CODE

1. All the department heads shall, to the best of their ability, enforce this Code and any violation shall be promptly reported to the departmental head and to the company Secretary.
2. All the Officers shall co-operate with any external or internal investigation of probable violations.
3. The company will take appropriate disciplinary action (including immediate termination) against any officer whose actions are deemed as violation of the code or any other policy of the company in force.

F. WAIVERS AND AMENDMENTS OF THE CODE

The management is committed to continuously review and update the applicable policies and procedures. Therefore this Code is subject to modification in view of the changes in laws or policies and at its sole discretion if the circumstances so warrant. Any amendment or waiver after Board approval shall be circulated to all the officers and shall have the binding force as the original document.
