

## **Code of Conduct**

The Company maintains high standards of integrity, ethics and professional conduct for employees as our work brings us into frequent contact with clients, prospective clients, vendors etc. Employees are the Company's representatives to the outside world and their professional conduct reflects the value system of the Company. The code of conduct aims at creating and building employees' core values, determining best-in-class practices and establishing centers of excellence in the Company. It emphasizes the Company's goal of striving to attain the highest ethical standards when resolving potential or actual conflicts of interest.

The following clauses are by no means inclusive of the circumstances an employee may encounter during the course of his/her employment with the Company. An employee who is unsure of how to proceed when faced with a particular situation must discuss the matter with Human Resources prior to taking any action. Management expects all employees to exercise the highest degree of professional business ethics in all actions they undertake on behalf of the Company. All employees are expected to adhere to the code of conduct. Any contravention of the clauses mentioned herein could result to disciplinary action up to and including termination/dismissal.

This policy should be provided to and followed by the Company's agents, Board of Directors and representatives, including consultants and contract employees. If a law conflicts with a clause in this policy, employees must comply with the law. The company retains the right to revise all or any portion of this policy at any time and from time to time in its sole discretion, subject to applicable laws, rules and regulations.

### **1. Confidentiality of information**

All records and information relating to the organization or its customers / clients are confidential and employees must, therefore, treat all such matters accordingly. No Company or Company-related information, including without limitation, documents (including electronic documents), notes, files, records, computer files or similar materials may be removed from the Company's premises except in the course of performing duties on behalf of the Company and with the permission of the respective Department head / Business HR head.

Additionally, the contents of the Company's records or information otherwise obtained in regard to business may not be disclosed to anyone, except where required for a business purpose. Employees (during the term of employment and thereafter) must not disclose, furnish, or make accessible, any confidential information, purposefully or inadvertently (through casual conversation), to any unauthorized person inside or outside of the Company.

Privacy and confidentiality of employee information should be maintained. Nothing in this code is designed to interfere with the employee's rights to engage in concerted activity in accordance with the law of the land. On-line access to employee information will be limited to authorized users. Level and type of access will be based on information needed by user to perform work-related duties.

## 2. Non-Disclosure

During the tenure of employment, all employees will be acquainted with:

- Information pertaining to the clients (whether now existing or developed during period of employment either by employee or the Company) and business methodology of the Company.
- Confidential and privileged information relating to clients, special client information, development and production methods and techniques, promotional materials technical information and confidential processes (including software tools and software development processes), design ideas, machinery, plans, devices or materials and other similar matters treated by the Company as confidential.

The said information is a valuable, special and unique asset of the Company and was acquired or will be acquired at a considerable expense to the Company and it is also confidential and a trade and business secret. Employees have an ethical duty not to disclose any information gleaned from business transactions and to protect confidential relationships between the Company and its customers / suppliers and shareholders. Business information that has not been made public (e.g., insider information) must not be released to private individuals, organizations or government bodies unless demanded by legal process such as a subpoena or court order. Employees shall not use confidential information obtained in the course of their employment for the purpose of advancing any private interest or for personal gain. The use/ disclosure of such confidential information /data by persons or entities other than the Company may pose a threat to the business. To protect the confidential information, employees are expected to:

- Classify and label all employee information
- Safeguard confidential and restricted information in secure locations with limited access
- Comply with all record retention guidelines
- Share confidential or restricted information with employees or outside entities only as required to meet Company's business objectives and with prior authorization from the Management.

## 3. Proprietary Information / Data

Any and all discoveries and/or inventions (which shall include but not be limited to improvements and modifications) relating to work performed by the employees, or relating to matters disclosed to employees in connection with work to be performed, or suggested by such matter, whether or not patentable, discoveries and/or inventions made or conceived by the employee, solely or jointly with others during the term of his/her employment (regardless of whether conceived or developed during working hours) or during a period of one year thereafter, shall be a property of the Company or its nominee and such discoveries and/or inventions shall be promptly disclosed to the Management.

The Company or its nominee will have the right to file and prosecute, at its own expense, all patent applications, whether local or foreign, on said discoveries and/or inventions. The employee shall, during his/her employment, or at any time or times thereafter, provide to the Company or its nominee all documents, information and assistance requested for the filing,

prosecution or defense of any legal action or application pertaining to such discoveries and/or inventions and for the assignment or conveyance to Company or its nominee, of all right, title, and interest in and to such discoveries and/or inventions, patent applications and letters issued thereon.

Employees will, in addition to the above, upon request of the Company or the Company's client, to whose work he/she is assigned, execute and deliver such agreements pertaining to discoveries and/or inventions made during the period of his/her employment. Upon termination or expiry of employment with the Company, employees will deliver to the Company all items including, but not limited to, drawings, blueprints, descriptions or other papers or documents that contain any such confidential information. The foregoing provision in this paragraph shall be for the benefit of the Company and/or its clients to whose work the employee is assigned, and either or both shall have the rights and remedies to enforce such provision.

#### **4. Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. Stealing proprietary information, possessing trade secret information that was obtained without owner's consent or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

#### **5. Non-Solicitation**

To protect employees from unnecessary distractions, distribution of literature, or merchandise on Company premises during working hours is prohibited. This includes soliciting employees for membership, subscription to any organization or entity or the circulation of petitions, notices or other printed materials for any public or private enterprise or for gifts of any nature.

#### **6. Conflict of Interest, Accepting/ Giving gifts**

All employees must avoid incurring even the appearance of impropriety, either financial or personal, which might affect or appear to affect their judgment in dealing on the Company's behalf with clients, suppliers or individuals. Where there is a possible conflict, the situation should be mentioned in writing to the HR department. Employees shall not use knowingly or unknowingly organization property, funds, position or power for personal or political gain. Employees must not allow any situation or personal interests to interfere with the exercise of their independent judgment or ability to act in the best interests of the Company. A conflict of interest may arise in the following areas:

- Holding a direct or indirect financial interest as owner, officer, stock-holder, partner joint venture, guarantor or director in a firm which provides services or supplies materials or equipment to the Company or which is in competition with the Company or to which the Company makes sales, provides services or makes loans or where the individual engages in direction or operation of such firm.

- Speculating or dealing in equipment supplies, materials or property purchased by the Company or dealing for his/own account in products sold by the Company.
- Borrowing money from suppliers or clients or from individuals or firms with whom the Company does business.
- Acquiring by purchase or lease an interest in real estate in which it is known that the Company has interest or which may improve in value because of Company interest in adjoining property.
- Misusing information to which the employee has access by reason of his/her position, such as disclosing confidential information to competitors or others outside the business, or using such information for personal use (e.g. trading in securities)
- Serving as an employee or consultant to another similar business organization without Company's consent. Permission to provide services to other similar businesses must be authorized by the Management.
- Accepting gifts or favours, being entertained or accepting other personal obligations, which are substantial for him/herself or a family member from clients and/or suppliers, whether local or foreign. Any gift so received, either in cash, stocks, bonds, options or similar items or in kind, should be shared among employees.

Detailed policy is outlined in the 'Conflict of Interest Policy' and employees are expected to adhere to it.

## **7. Non-disparagement**

No employee shall disparage or criticize the Company or its present or past directors, employees, shareholders, advisors, or issue any communication, written or otherwise, that reflects adversely on or encourages any adverse action against the Company or its present or past directors, employees, shareholders and advisors, except if testifying truthfully under oath pursuant to any lawful court order or subpoena or otherwise responding to or providing disclosures required by law. In case, where an ex-employee was dismissed or asked to leave for reasons pertaining to misconduct, indiscipline or non-performance, and if any reference is sought by an external organization or person, the matter would be referred to concerned HR, who will confirm the employment dates and refrain from disparaging or passing any negative comments about the ex-employee.

## **8. Investments and Insider Trading**

Employees are prohibited from investing in any of the organization's clients, suppliers or competitors unless the securities are publicly traded; the investments are on the same terms available to the general public and not based on any inside information and the investment is not significant to the individual's net worth. This prohibition applies to all forms of investments and to all employees, directors, officers and agents of the Company and their immediate families. In general, employees should not have any financial interest in a client, supplier or competitor that could cause divided loyalty or give the appearance of divided loyalty.

Employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company, which the Company maintains as confidential, should be considered confidential information. To use non-public information

for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal. In order to assist with compliance with laws against insider trading, the Company has adopted a specific policy governing employees’ trading in securities of the Company. This policy has been distributed to every employee and questions should be referred to the Company’s Chief Financial Officer. A detailed policy on Insider Trading is available with the Human Resource Department.

## **9. Anti-Money Laundering (AML)**

Any form of money laundering, whether indirect or direct is prohibited to be carried out by employees, agents, subsidiaries, business partners or other intermediaries or third parties associated with the company. The process of money laundering attempts to disguise the true origin of the proceeds of criminal activities so that after a series of transactions, the money, its ownership and the income earned from it appears to be legitimate. The company is committed to preventing, detecting, investigating, monitoring and reporting all forms of money laundering activity.

Employees shall abide by the policies and procedures outlined for customer due diligence, vendor documentation, records and policy prior to a deal and ensure that every vendor is known to us and satisfies the company’s AML checks by completing, recording and storing all necessary details. Employees managing the vendors and vendor management shall ensure that proper documentation is made to be compliant with the procedure and process of the company so that every potential purchaser is known to the company and satisfies the due diligence checks including completion of Purchaser Information Form, process of verification and retention of records.

Employees should ensure that while identifying customers, partnerships, trusts, charities and sole traders, identity information should be obtained that is relevant to that entity. This includes the full name of the company, registration number, registered address, country of incorporation, its memorandum or other constitutional documents and any other documents of relevance. Employees handling sales and customer acquisition shall carry out basic functions of know your customer forms that must include matters pertaining to customer name, registration, registered office address, business license, memorandum or constitution copy etc., and shall keep a ‘check and confirm’ process on customers of particular concern (OFAC listed or Govt black listed), customers resident abroad, how the customer comes to the business, for example non face-to-face customers, occasional transactions, the pattern of behaviour and any changes to it and corporate customers, partnerships, or trusts.

In case employees observe any suspicious activity, those must be reported. Some of the examples of suspicious activity include customer’s reluctance to provide details of its identity, providing fake documents, customer’s using intermediaries to protect their identity or hide their involvement, use of cash in a quick sale, or cash exchanges directly between the parties including cash deposit etc.

Employees are expected to read, understand and implement the anti-money laundering policy and they shall also be provided with regular training on the same. Any violation of this policy will lead to strict disciplinary action.

## **10. Engaging in private trade or alternate/ outside employment**

All full-time employees, shall not engage directly or indirectly in any trade/business or undertake any other employment or consultancy or undertake such trade/business/consultancy on behalf of anyone else, either with/without remuneration, during the course of his/her employment with the Company, except with the written permission of the management. Also, such private trade and/or alternative employment should not adversely affect performance and conflict with the business interest of the Company (this would include working for a competitor). In cases of conflict with any outside employment activity, the employee's obligations to the Company must be given priority. In general, private trade and/or alternative employment is not allowed when:

- It prevents an employee from fully performing work for which he/ she is employed with the Company.
- It prevents an employee for engaging in overtime assignments (if applicable).
- It involves companies that are doing or seeking to do business with the Company, including actual or potential vendors or customers.
- It violates provisions of law or the Company's policies and procedures.

## **11. Antitrust and Competition**

Employees should ensure that they abide with the antitrust laws which are designed to protect the competitive process and generally prohibit:

- Formal or informal agreements with competitors that harm competition or customers, including price fixing and allocations of customers, territories or contracts.
- Formal or informal agreements that establish or fix the price at which a customer may resell a product.
- Sharing of certain kinds of information, such as pricing, production and inventory, which should never be exchanged with competitors, regardless of how innocent or casual the exchange may be and regardless of the setting, whether business or social.
- Abuses of a dominant position, which might need to be applicable if there are any markets in which the company has substantial market power (as evidenced, for example, by a market share of 40% or more).

Activities which risk breaching competition law will be subject to strict disciplinary action.

## **12. Maintenance of Corporate Books and Records; Financial Integrity and Reporting**

Employees shall ensure that all transactions and holdings relating to the company, be recorded in proper detail and according to the accounting standards applicable from time to time. Such records shall be available for audit at any time and no such records may be held elsewhere than at company premises and/or on company's systems, and all such records should be accessible to authorised staff at all times. Funds or property belonging to the company should not be hidden or disguised from audit or other scrutiny for any reason whatsoever. Supporting documentation such as invoices or receipts should not be forged or



post-dated. The integrity of company records and public disclosure depends on the validity, accuracy and completeness of the information supporting the entries to the books of account. Employees are strictly prohibited from making of false or misleading entries, whether they relate to financial results or test results. It is important that the books, records and accounts accurately and fairly reflect, in reasonable detail, the assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities.

### **13. Authorization to sign contracts/ agreements during service of notice period**

After submitting resignation and during the service of notice period, an employee is not authorized to sign any agreements/ contracts on behalf of the organization without written consent of his immediate supervisor. Any contract signed by the employee while serving notice period, after resignation without written consent of his immediate supervisor, will not be binding on the organization and employee will be solely responsible for the consequences arising out of the same.

### **14. Ethical standards**

The Management expects all employees to exercise the highest degree of professional business ethics in all actions they undertake on behalf of the Company. Employees should observe all laws and regulations governing business transactions and engage in fair competitive actions. Employees are prohibited from using, directly or indirectly, corporate funds and assets for any unlawful purpose or to accomplish any unlawful goal. The Company also prohibits the establishment or maintenance of undisclosed or unrecorded funds and assets. All reporting of information should be timely and accurate. Employees should not make any false or misleading entries in any book or record. Employees should use Company funds only for legitimate and ethical purposes.

### **15. Family Relationships**

If an employee wishes to do business on behalf of the Company with a member of his or her immediate family, other relative, or with a Company of which a relative is an officer, director or principal, he or she must disclose the relationship and obtain the prior written approval of the CFO and CPO.

### **16. Inappropriate/ Illegal Behaviour**

The Company is committed to providing its employees and visitors a safe, healthy and productive work environment. Violent behaviour or threat of violent behaviour in the workplace or Company premises will not be tolerated. Employees are prohibited from bringing weapons on Company/client premises, including parking lots, leased buildings and recreation areas. Any employee, who threatens violence, by word or deed, shall be asked to leave the Company/ client premises until a review can occur.

Employees must avoid improper acts and the violation of any government law or regulations in the course of performing his/her duties. When in doubt about any law or regulation, the employee should consult the HR department. The following guidelines have to be adhered to:

- No corporate or subsidiary funds, assets or corporate participation in any nature should be used for personal benefits, directly or indirectly.
- No corporate or subsidiary funds or assets will be used for any improper or unlawful purpose such as paying bribes or kickbacks to obtain privileges, concessions or special benefits.
- No employee will accept payment or anything of value whether characterized as a bribe or a kickback, or otherwise; whether intended for Company or personal use, if the payment and/or receipt is illegal or is designed to cause the employee to grant a privilege, benefit or concession to the payer.
- No undisclosed or unrecorded funds or assets of the Company will be established for any purpose.
- No false or artificial entries or documents will be made or entered into the books or records of the Company or its subsidiaries for any reasons, and no employee will participate in an arrangement that results in such a prohibited act.
- No payment on behalf of the Company will be approved or made with the intention, understanding or agreement that any part of such payment is to be used for any purpose other than what is described by the documents supporting the payments.
- No employee will use the Company's resources unless properly authorized.
- Any employee having knowledge on any prohibited act, past or present, should report it to the HR department.

## **17. Workplace Relationships (Fraternization and Nepotism) & Employment**

The purpose of this policy is to provide guidelines for employment of spouses, relatives, and other persons involved in personal relationships with current employees. Employment of spouses, relatives, and persons involved in other personal relationships in the same area of an organization can cause serious conflicts of interest, problems with favoritism, and can affect employee morale. Spouses, relatives, and persons involved in personal relationships with current employees will be considered for employment on the same basis as all other applicants, except under certain conditions as described in this policy. For the purpose of this policy, relatives include, but are not limited to; spouse, common-law spouse; child, stepchild, legal dependent; parent, step-parent, parent-in-law; sister, step-sister, sister-in-law; brother, step-brother, brother-in-law; aunt, uncle, grandparent, grandchild, niece, nephew, cousin. Personal relationships include, but are not limited to, those involved in dating relationships, casual sexual involvement where the parties have no intention of carrying on a long-term relationship, co-habitation, and any other kind of behavior associated with romantic or sexual relationships. Because it may be difficult to disclose all personal relationships, the company reserves the right to determine whether a familial or personal relationship exists between individuals and whether this relationship proves problematic for company in implementing this policy. Hiring and all other employment decisions concerning family members and persons involved in personal relationships are at the discretion of the Human Resources department.



**Employment of Spouses**

Employees who are married or involved in a common law relationship may continue employment as long as the following situations do not exist:

- One spouse would supervise the other or be in a position to exercise authority to appoint, dismiss, or discipline the other spouse or to influence a term or condition of the spouse's employment.
- One spouse would audit, verify, receive, or be entrusted with money handled by the other spouse.
- One spouse has access to confidential information including but not limited to payroll and personnel records.
- The relationship creates an appearance of an actual or potential conflict of interest.

**Employment of Other Relatives or Parties Involved in Personal Relationships**

Relatives or parties involved in a personal relationship may not be work in a position where one of the following conditions exist:

- One individual would be involved in the processing of the other's work.
- One individual would audit, verify, receive, or be entrusted with money handled by the other person.
- One individual has access to confidential information including, but not limited to, payroll and personnel records.
- One individual would supervise the other or be in a position to exercise authority to appoint, dismiss, or discipline the other individual influence a term or condition of the other individual's employment.
- Either an actual or a potential conflict of interest would be created.
- In other cases where a conflict or the potential for a conflict arises, even if there is no supervisory relationship involved, the parties may be separated by reassignment or termination from employment.

The restrictions of romantic relationships apply regardless of the sexual orientation of the employees involved. This applies equally to opposite sex and same sex relationships.

**Employment of Human Resources**

Members of human resources are prohibited from engaging in personal relationships with any employee throughout the organization.

**Fraternization**

All employees in a Leadership role or any role where an employee may supervise the other or be in a position to exercise authority to appoint, dismiss, discipline, audit, verify, or access personal information on another employee should use discretion when attending social gatherings outside of the workplace where other Employees may be present, particularly where alcohol is served. Behavior, discussions, and Interaction in such circumstances must not interfere with the integrity of employees, the integrity of the workplace relationships, and must not violate any other company Policy including the Code of Ethics, Confidentiality, or the Harassment Policy.

The resolution procedure for Conflict of Interest is outlined in detail in the Conflict of Interest Policy.

## **18. Maintaining a positive work attitude & environment/ Floor rules**

The Company is committed to providing a positive and learning environment to all employees where all employees are treated fairly, with respect, regardless of their status/designation. Employees also are expected to follow the same principle when dealing with colleagues. No employee should engage in acts of intimidation and harassment. No employee should pass derogatory/insulting remarks about any colleague. No employee should make negative comments about any policy/ system/ process/ methodology of the Company, which will lead to unrest and disturb the work environment. Employees are required to follow the grievance handling procedure to vent their frustrations/ complaints etc.

Employees are expected to adhere to the following guidelines while at their work desks:

- No eatables and drinks shall be carried to the floor/ workstation/ desk apart from a water bottle.
- All employees are expected to maintain neatness and orderliness of their desk and the place of work.
- No confidential documents must be kept lying unattended in the open.
- Employees are expected to maintain personal hygiene.

## **19. Participation in politics/ Membership of political parties**

Employees shall take prior permission for becoming members of any political party. No employee shall participate in any demonstration, which would incite an offence under the law of land.

## **20. Use of Company's property and equipment**

All the employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident or fraud or theft should be immediately reported for investigation. All employees are required to handle the Company's property/equipment with due diligence and care. They shall return all such property/equipment to the Company in good condition at the time of separation from the Company or as and when directed by the Management.

The protection of information, property and all other Company assets are vital to the interest and success of the organization. Accordingly, no related information or property, including without limitation, documents, electronic documents, files, records, computer files, equipment, office supplies or similar materials may be removed from the Company's premises except in the course of performing duties on behalf of the organization and with the permission(s) of the appropriate Department Head and Country Head.

## **21. Telephone courtesy**

Much of our business is conducted via telephone and for the same, each employee is expected to place special emphasis on telephone courtesy. The following guidelines should be adhered to when speaking on the telephone:

- Use a tone of voice that conveys interest, enthusiasm and a willingness to help.
- Answer calls promptly.
- Ask callers if you may put them on hold, and do so only for one minute or less; call them back promptly if you are unable to talk right away.
- When transferring a call, identify by name and extension number, the person to whom you are transferring; inform the person receiving the transfer who the caller is and the nature of the call.
- Make your calls as brief as possible.
- Personal calls should be avoided unless emergencies arise.

## **22. Computer, Email, Intranet & Internet usage and Official Instant Messaging Service**

### **Computer**

- The Company purchases and licenses the use of various computer software/ hardware for business purposes. Employees may only use software according to the business requirement. The Company prohibits the illegal duplication of software and its related documentation.
- Equipment must not be attached to or removed from, the Company network, or removed from its normal location, without the approval of the IT in-charge/ the person authorized by him. This includes any equipment brought into the Company, for any reason, by third parties.
- Modems must not be connected directly or indirectly to the Company network without the approval of the IT in-charge / the person authorized by him/her.
- Illegally acquired software must not be loaded on Company owned equipment to avoid risks from viruses or other malicious devices and to prevent exposure to legal proceedings.
- Password to network access should not be shared or disclosed. If a workstation is shared by more than one person, then the each user should use his own user ID while accessing the network. There should not be any written record of passwords.
- The Company has installed a variety of firewalls, proxies, internet address screening programs and other security systems to ensure the integrity, safety and security of Company's network and to limit access to certain sites. Any attempt by users to disable, defeat or circumvent these systems may result in disciplinary action and suspension of access to Intranet/Internet.

## Email

- The Company's e-mail system is designed exclusively for business purposes. Personal use of the e-mail system is not permitted. Employees provided with access to e-mail should use discretion and professionalism when writing e-mail messages.
- Each e-mail user has a unique access login and password. The login allows access to messages sent for the user. Use of passwords or other security measures does not in any way diminish the Company's rights to access materials on its system, or create any privacy rights of employees in the messages and files on the computer/laptop. Any password used by employees must be revealed to the Management, as emails may need to be accessed by the Company in an employee's absence.
- Login facility will be issued by the e-mail administrator upon receipt of a request from the user duly approved by HR department.
- Legally, e-mail messages are the same as written messages and, like written documents, can be subpoenaed and used in a court of law as evidence. Accordingly, confidential matters should be marked appropriately and / or sent only via hard copy, where appropriate.
- E-mail is a Company asset and any misuse such as carrying/receiving pornography or any undesirable communication etc. may result in disciplinary action.
- The Company, in its discretion as owner of the email system, reserves and may exercise the right to monitor, access, retrieve and delete any matter stored in, created, received or sent over the email system, for any reason and without the permission of employees.
- Employees should be aware that deletion of any e-mail messages or files would not truly eliminate the messages from the system. All email messages are stored on a central back-up system in the normal course of data management.
- The Company's policies against sexual or other harassment apply fully to the e-mail system, and no e-mail messages should be created, sent, or received if they contain intimidating, hostile, or offensive material concerning race, colour, religion, gender, sexual orientation, age, national origin, disability or any other classification protected by law. In addition, the Company's e-mail system may not be used for religious or political causes, commercial enterprises, or on behalf of outside organizations.
- The Company's e-mail system will not be used to send (upload) or receive (download) copyrighted materials, trade secrets, proprietary financial information or similar materials without prior authorization from the Company management. Employees, if uncertain about whether certain information is copyrighted, proprietary, or otherwise inappropriate for transfer, should resolve all doubts in favor of not transferring the information and consult any member of the Company's Information Technology staff.
- **Derogatory Statements:** Because e-mail records and computer files may be subject to discovery in litigation, employees are expected to avoid making statements in e-mail or computer files that would not reflect favorably on the Company or any employee if disclosed in litigation or any other legal matter.
- **System Maintenance:** Employees should routinely delete outdated or otherwise unnecessary e-mails and computer files. These deletions will help keep the system running smoothly and effectively, as well as minimize maintenance costs.

- **Courtesy:** Employees are reminded to be courteous to other users of the system and always conduct themselves in a professional manner. E-mails are sometimes misdirected or forwarded and may be viewed by persons other than the intended recipient. Employees should write e-mail communications with no less care, judgment and responsibility than they would use for letters or internal memoranda written on Company letterhead.

### **Intranet/ Internet**

- The Company provides access to the information available on the Intranet/Internet to its employees specifically for business related and other permitted purposes only.
- Employees should not use the facility of Intranet/Internet in violation of the laws and regulations of the land.
- The Company is not responsible for material viewed or downloaded by Internet users. The Internet is a worldwide network of computers that contains millions of pages of information. Users are cautioned that many of these pages include offensive, sexually explicit, and inappropriate material. In general, it is difficult to avoid at least some contact with this material while using the Internet. Even innocuous search requests may lead to sites with highly offensive content and having an e-mail address on the Internet may lead to receipt of unsolicited e-mail containing offensive content. Users accessing the Internet do so at their own risk.
- The downloading, possession, distribution or copying of a copyright work (e.g. a computer program, document, photograph, music, video etc.) is an infringement of copy right unless properly authorized to do so by the copyright owner. None of these should be downloaded or stored until one is satisfied that such authorization has been obtained. Any files or software properly downloaded into the Company network in compliance with copyright authorizations or licenses become the property of the Company.
- Images, audio or videos may not be downloaded from the Internet using Company facilities except for explicit business-related use. Permitted file transfers or video downloads etc. which are communications-intensive should be scheduled for off-peak times.
- Transfer or uploading of any software or data licensed to or owned by the Company is not permitted.
- Normally transfer of any confidential / sensitive data pertaining to the Company through Internet is not permitted. However, with explicit authorization from the appropriate authority in the Company, confidential / sensitive data pertaining to the Company may be transferred across the Internet after encrypting using encryption software approved by the Management.
- Users must not possess, access, display, archive, store, edit, record, send or use any kind of sexually explicit, indecent or obscene images or text on the Company's systems. Employees must disconnect immediately if by accident connected to an Internet site that contains such material and should advise the HR/IT department immediately if they receive any such unsolicited material.

- Users must remain polite and respectful of the feelings and beliefs of others in all dealings on the Internet/Intranet and must not knowingly make any statements which may defame, slander or intend to lower the reputation of any person or entity or their goods or services.

### **Official Instant Messaging Service**

- The company provides official instant messaging service to selected employees along with guidance on its usage to keep information safe and actions that may be taken to monitor the effectiveness of this service.
- These employees shall be provided with a unique official instant messaging service account by the company for transacting official information.
- Official instant messaging service shall be used only for the business purpose and the confidential information shall not be shared with any unauthorized recipient and external official instant messaging service account/ IDs.
- Sharing of jokes, rumours, gossips, vulnerable & glossy offensive materials, forging information and other unsubstantial claims through official instant messaging service platform is strictly prohibited.
- The official instant messaging service platform shall not be used to transmit confidential, proprietary, personal, or potentially embarrassing information about the State, its employees, citizens, business associates, the media, or other third parties.
- The employees shall not view, damage or delete files or communications that belong to others and shall not open messages or attached files from any unauthorized source with permission.
- The company owns any/ all communication sent via its official instant messaging service system that is stored on company equipment. It reserves the right to investigate /monitor messages of any user for verifying any non-violation of its policies.
- Transmission of messages to multiple users/ group must be controlled to maintain the effectiveness of official instant messaging service. Employees are also prohibited from copying or storing of messages into any form of local message archives including, but not limited to, PST files, public folders, personal folders and local file folders.
- The employees are expected to adhere to the official instant messaging service guidelines and any infringement of the clauses mentioned herein could result to disciplinary action.

### **23. Participating and Engaging on Social Platforms**

Online social platforms such as blogs (e.g. Twitter), content communities (e.g. YouTube) and social networking sites (e.g. Facebook, LinkedIn etc.) are being increasingly adopted by people to engage and exchange their views and opinions with each other about their interests, opinions, hobbies and work. These individual interactions will be an important arena for organizational and individual development and the company is committed to advocate responsible involvement in this rapidly growing environment of relationship, learning and collaboration. Therefore, employees are expected to be aware of the following guidelines while participating in this sphere of information, interaction and idea exchange on social media and other online mediums:



- The company has well established means of communicating publicly to the marketplace or to the general public; hence only officially designated employees have the authorization to speak on behalf of the company.
- Employees should refrain from discussing topics relevant to the organization, however in case they would like to share their views in capacity of 'Subject Matter Experts', employees should use their real name, be clear who they are, and identify that they work for the organization. If there is a vested interest in the discussion, then employees should be judicious in disclosing personal details.
- While identifying as an employee in a social network, employees should ensure that the content associated with them is consistent with their work at the company. New joiners should update their social profiles to reflect the company's guidelines. The organization's logos or trademarks should not be used as a part of any postings, including identity on a site, unless approved to do so.
- Employees should speak in the first person, use their own voice and bring their own personality to the forefront while communicating in blogs and social media sites.
- While publishing content to any form of digital media, employees should make it clear that what they say is representative of their views and opinions and not necessarily the views and opinions of the company. The following standard disclaimer should be prominently displayed in one's blog: "The postings on this site are my own and don't necessarily represent the company's positions, strategies or opinions." If a site does not afford enough space to include the full disclaimer, then employees should be judicious in positioning their comments appropriately.
- Managers and executives should note that the standard disclaimer mentioned above does not exempt them from a special responsibility when participating in online environments. By virtue of their position, they must consider whether personal thoughts they publish may be misunderstood as expressing the organization's positions. Public forums are not the place to communicate company policies to employees.
- Proper respect should be shown for the laws governing copyright and fair use of copyrighted material owned by others, including the company's own copyrights and brands. Employees should not quote more than short excerpts of someone else's work and it is a good general blogging practice to link to others' work.
- Employees should be thoughtful of what they publish particularly on external platforms. Confidential or proprietary information related to the company, any other person or company should not be disclosed or used in any online social medium platform. For example, permission has to be sought before posting someone's picture in a social network or publishing in a blog any conversation that was meant to be private.
- Employees should refrain from discussing sensitive topics related to the company even if a disclaimer is being used. For example, comments and speculations on the organization's future business performance (including upcoming quarters or future periods), business plans, unannounced strategies or prospects (including information about alliances), potential acquisitions or divestitures, similar matters involving company's competitors, legal or regulatory matters and other similar subjects could negatively affect the company.

- Clients, partners or suppliers should not be cited or referenced in any social media platform without their prior permission. It is acceptable to discuss general details about kinds of projects and to use non-identifying pseudonyms for a client (e.g., Client ABC) so long as the information provided does not make it easy for someone to identify the client or violate any non-disclosure or intellectual property agreements that may be in place with the client. Information such as travel plans, publishing details about current location or place of work on a particular day may inadvertently lead others to deduce information about clients, partners and suppliers. Employees should not publish anything that might allow inferences to be drawn that could embarrass or damage a client.
- Employees are expected to respect the audience and their co-workers while communicating in their personal blogs. Ethnic slurs, personal insults, obscenity, inflammatory topics such as politics and religion, etc. should be avoided. If the blog is hosted on a company owned property, proper prior approvals should be taken from the reporting manager. If the blog is self-hosted, best judgment should be used to make it clear that the views and opinions expressed are of self and do not represent the official views of the company. While it is fine to disagree, employees are expected not to use their external blog or other online social media to air the differences in an inappropriate manner.
- Company owned domains should be used in a way that adds value to business, helps employees and co-workers, clients and partners to do their jobs and solve problems, helps improve knowledge or skills, contributes directly or indirectly to the improvement of the organization's products, processes and policies, builds a sense of community and helps to promote the company's values. Though not directly business-related, background information about self, family or personal interests may be useful in helping establish a relationship; however it is at the sole discretion of the employee to share this information.
- Employees should be upfront in correcting any error they make while interacting in a social platform as this will help to restore trust. In case any content that was previously posted has been modified, such as editing a blog post, then such modification should be made clear.
- Employees are expected to use a warm, open and approachable tone while communicating in an online platform and also project a positive image of the company's brand.
- Since there are always consequences to what is being published, employees should review the content and discuss it with their Managers to avoid any discomfort. Employees are personally responsible for the content they publish online, whether in a blog, social media site or any other form of user-generated media and the consequences thereof. Hence care must be taken for protection of privacy and understanding a site's terms of service. It is being made explicitly clear that the organization will not be held responsible in any way for the consequences arising out of the content published online by the employees and it will be the sole responsibility of the employee only.

## **24. Gender Harassment**

Gender harassment refers to behaviour of a sexual nature that is not welcome and which interferes with an employee's status of performance by creating an intimidating, hostile or offensive working environment. It is a form of assault, which can manifest itself in terms of

physical and psychological acts. This behaviour may involve either the same gender or the opposite gender. This conduct may include, but is not limited to, the following:

- Making unwelcome sexual advances and/or requests for sexual favours or other verbal/physical conduct of a sexual nature as a condition of employment.
- Submission to or rejection of the behaviour becomes (implicitly or explicitly) a basis for decisions that affect the individual's employment or a condition of the individual's employment.
- The behaviour has the purpose or effect of unreasonably interfering with an individual's work performance or creates an intimidating, hostile or offensive work environment.
- Repeated, offensive and unwanted flirtations or advances.
- Demanding sexual favours.
- Verbalizing sexual innuendoes, suggestive comments, lewd/sexual jokes or references, sexual propositions or threats.
- Displaying sexually suggestive objects, graphic commentaries, making suggestive or insulting sounds, whistling and obscene gestures.
- Sexual harassment may be subtle or obvious. Whatever form it takes, it can be insulting and demanding and will not be tolerated.

The Company discourages such behaviour and has a comprehensive framework to deal with such cases.

## **25. Substance abuse/ Intoxication**

The Company expects the employees to report in a state of mind and physical condition that will allow them to perform their assigned duties in a competent and safe manner. For this reason, no employees should possess/consume/use/be under the influence of alcohol, illegal drugs or controlled substances in the Company premises. Selling, possessing, using, delivering or receiving alcohol/illegal drugs/controlled substances at any time during the workday or anywhere on the Company premises is strictly prohibited. Violators will be subject disciplinary action, up to and including termination.

Any employee who must use a prescription drug that causes adverse side effects like drowsiness, impaired reflexes or reaction time shall not be allowed to work during such period.

## **26. Smoking**

The Company is committed to promoting a safe and healthy work environment free from hazards associated with smoking. Smoking entails risk to personal health and secondary smoking to the health of others in the Company. Therefore all office premises of the Company are 'No Smoking' areas and smoking is prohibited within the confines of all buildings and facilities owned or leased by the Company. Employees who wish to smoke may do so during regular breaks and meal periods, but must do so only outside the office premises. Smoking materials must not be kept lying around in the open in the work place or discarded on the grounds within the office premises.

## **27. Dress code**

Employees are required to be appropriately dressed when reporting for work. Employees should remember that potential clients and business partners are often invited to visit Company's offices. Consequently, the Management places a high value on the effect employees' professional appearance can have on the positive image of the Company. In general, employees should dress conservatively, attractively and in good taste. Good personal hygiene is a must.

The following examples represent acceptable standards of dress: skirts or dresses no shorter than 2" above the knee, dress or khaki pants, jeans (without holes, fraying), jackets, blazers, sweaters, vests, dress shirts, golf/ knit shirts/ collared T-shirts, shirts with ties, appropriate undergarments, well-groomed hair worn in an appropriate style, jewelry worn in moderation, dress shoes, athletic/walking shoes, tennis shoes, flats and boots.

The following examples represent unacceptable standards of dress: skirts or dresses that are more than 2" above the knee or that have slits or openings that are more than 2" above the knee, sweat suits, football jerseys, gym clothes, shorts, cutoffs, sagging pants/shorts, tank tops, tube tops, jackets/vests worn without shirts, transparent clothing, backless clothing, visible undergarments, no exposed midriffs, buttocks, breasts or other sexual body parts, clothing on which sexually explicit or profane language is printed, clothing covered with sequins/beads, exotic or extreme hair colors or styles, wearing bandanas or du-rags (head wraps) / caps indoors.

For safety purposes, the following types of footwear are unacceptable: platforms, spike heels (over 2"), flip-flops, open sandals and slippers. Please note that guidelines for acceptable footwear can change at any time without notice.

The guidelines set forth above represent the minimum acceptable standards and may vary at individual locations only to the extent that a location has more stringent standards. In addition, deviations from this policy may be permitted on certain days such as last day of the week or Theme days as approved by the Business HR Head.

On the first violation, the employee will be sent home to change and return to work, dressed appropriately. Repeated violations of the Company's personal appearance standards will result in progressive disciplinary action. Work time missed because of failure to comply with this policy will be without compensation.

## **28. Access to Employment Records**

The Company maintains confidential employment files and records on all employees. Access to the records is restricted to members of the Human Resources department. Limited access may be granted to certain other management personnel if authorized by the Corporate Human Resources department.

- Individual employees may review their own personnel file (not to include any documents secured pre-employment and not to include confidential files) by adhering to the following procedures.

- Requests must be made in writing to Human Resources on “Request to Review Employment Records” form. The Human Resources representative will establish an appointment date and time during normal business hours. This appointment will be set within seven (7) working days of receipt of request.
- All reviews must be conducted in the presence of a Human Resources representative.
- The employee reviewing his/her file can make notes, but may not copy, remove, alter or change any document unless specifically allowed by applicable state law.
- Reviews of employment files will be limited to one review per calendar quarter unless additional review is allowed under applicable state law.

## **29. Emergency Closing Policy**

Emergency conditions such as severe weather, fire, flood, or earthquake, can disrupt company operations and interfere with work schedules, as well as endanger employees' well-being. These extreme circumstances may require the closing of the work facility. In the event that such an emergency occurs during non-working hours, employees will be notified of a closure as per site specific guidelines. In the event that operations are required to be shut down as a direct result of any of the above conditions, time off from scheduled work will not be paid. Employees may opt to use PTO to cover the time off, if available.

## **30. Visitors**

Visitors are welcome in the site and as an organization and may present security, safety and liability issues, employee and the company; therefore visitors should adhere to the following procedure:

- Visitors entering the facility should use the site's main entrance and should never be allowed to access the building through designated employee entrances.
- Visitors must sign the register or visitor log in the main entrance or reception area.
- Visitors will be issued a visitor identification badge that is to be worn in a visible spot at all times and should be returned to the Receptionist or security staff or other designated representative at the conclusion of the visit.
- Visitors must be accompanied by an employee at all times.
- Visitors must exit through established security checkpoint or main entrance or reception area if security checkpoint does not exist.
- Visitors in the building outside the normal business hours should follow the procedure above to the extent possible. Employee must receive approval from their manager prior to allowing a visitor in the facility during non-business hours.

### **Business Visitors**

Business Visitors will be required to follow the general guidelines of this policy and should have a scheduled appointment.

- Business visitors must remain in the main lobby or receptionist area until the employee is able to greet them and escort them to the meeting location.
- Length of visit should be limited to the time necessary to conduct established business.

**Personal Visitors**

Personal Visitors will be required to follow the general guidelines of this policy and may or may not have a scheduled appointment.

- Personal visitors should remain in the main lobby or receptionist area until the employee is able to greet them and escort them to a meeting location in a non-production area.
- Employee will be required to sign a waiver for children in the workplace if the child is under 18 years of age.
- Building access will be limited to non-production areas.
- Employee must receive approval from their manager before a personal visitor can access or tour the production area.
- Length of visit should be limited to the time the employee is allotted for lunch or break or time needed to tour the facility.

**Other Visitors**

Other Visitors must sign the register or visitor log in the main lobby or receptionist area and generally will not have a scheduled appointment.

- Other visitors should be encouraged to schedule an appointment if they do not have one. Building access will be limited to the main lobby or reception area.
- Length of visit should be limited to the time necessary to schedule an appointment or notify visitor of company's no solicitation/distribution policy.

**Applicants**

Applicants will be required to enter and exit the building through the main entrance reception area or established security checkpoint and may or may not have a scheduled appointment.

- Applicants should remain in the main lobby or reception area until the designated human resources representative is able to greet them and escort them to the testing or interviewing area.
- Building access will be limited to the main lobby or receptionist area and testing or interviewing area.
- Length of visit should be limited to the time necessary to complete application, testing, and interviewing procedures.

**Contractors and Temporary Employees**

Contractors and Temporary Employees must enter and exit through established security checkpoint or employee entrance if security checkpoint does not exist.

- Contractors will be required to follow the policies and procedures outlined by the company.
- Contractors should be issued a temporary employee identification badge and should return it upon completion of the project or assignment for which they were hired.

**31. Record-Keeping**

The Company requires honest, complete and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported and approved. Many employees regularly use business expense accounts, which must be documented and recorded accurately and approved. If an employee is not sure whether a certain expense is legitimate, inquiries should be made to supervisors or the controller.



All of the Company's books, records, accounts and financial statements must be maintained, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

As a public company, it is of critical importance that the Company's filings with the Securities and Exchange Commission be accurate and timely. Depending on the employee's position, he/ she may be called upon to provide necessary information to assure that the Company's public records are complete, fair, and understandable. The Company expects the employee to take this responsibility seriously and provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation please consult the Company's Chief Financial Officer. Employees are required to cooperate with any and all internal and external audits that are sanctioned by the Company. From time to time, the Company may be involved in lawsuits or other government audits. Only approved employees are authorized to participate in legal proceedings and in government investigations and audits as instructed by the Chief Financial Officer or Legal Department. Any employee who becomes aware of any legal matter, such as receiving a copy of a lawsuit or request for information from a government agency, should immediately notify the Legal Department. If the Company or the government issues a document retention notice in connection with any lawsuit or investigation, all employees are expected to fully comply with any document retention notice. Nothing in this code should be construed to limit employees' rights to respond accurately and fully to any question or inquiry when required by legal process or as part of a government investigation.

## **32. Responsibilities of Senior Financial Management**

In addition to the other provisions of the Code, the Company's Chief Executive Officer, Chief Financial Officer, Controller, Principal Accounting Officer and other employees performing similar functions (the "Senior Financial Management") have particular obligations to promote honest and ethical conduct and to deter wrongdoing. All members of the Senior Financial Management shall:

- Act honestly and ethically in the performance of their duties at the Company and lead by example.
- Avoid actual or apparent conflicts of interest between personal and professional relationships.
- Provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications by the Company.

- Comply with rules and regulations of federal, state and local governments and other private and public regulatory agencies that affect the conduct of the Company's business and the Company's financial reporting.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing the member's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of work, except when authorized or legally obligated to disclose such information.
- Share knowledge and maintain skills relevant to carrying out the person's duties within the Company.
- Proactively promote ethical behavior as a responsible person among peers and colleagues in the work environment and community.
- Achieve responsible use of and control over all assets and resources of the Company entrusted to the person.
- Promptly bring to the attention of the Audit Committee of the Board of Directors any information concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data, (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls or (c) any material violation of (i) any law, rule or regulation (including securities laws applicable to the Company or the operation of its businesses) or (ii) this Code.

### **33. Complaint Procedures**

Hotline. Although complaints should first be reported to supervisors, managers, Human Resources, and other appropriate personnel, the Company also has a toll-free confidential hotline id i.e. [ethicscommittee@startek.com](mailto:ethicscommittee@startek.com) for its employees to report any violations of law, this Code or other Company policies by Company officers, directors or employees. Complaints submitted on the hotline will be managed as follows:

The Company will not tolerate harassment, retaliation, or any kind of discrimination or adverse action against an employee (whistleblower) who:

- Makes a good-faith complaint about suspected Company or employee violations of the law or of this Code;
- Provides information or assists in the investigation; or
- Testifies or participates in the proceeding related to violations of the law or this Code.

The Company encourages employees to report suspected retaliation and also requires supervisory employees to report suspected retaliation. Employees can report alleged retaliation in the same manner discussed above. Additionally, employees may take any violations of this Code or retaliation for reporting violation of this Code to the Audit Committee. Employee complaints of alleged retaliation will be promptly investigated and addressed.

- Complaints of a human resource nature will be referred to and handled by Human Resources.

- Complaints relating to financial and accounting matters will be referred to and handled by the Audit Committee of the Board of Directors.
- All other complaints will be referred to and handled by, or under the direction of, designated executive officers of the Company.

Reporting Violations, Investigation and Response. In order to facilitate a complete investigation, employees should be prepared to provide as many details as possible, including a description of the questionable practice or behavior, the names of any persons involved, the names of possible witnesses, dates, times, places, and any other available details. The Company encourages all employees with complaints or concerns to come forward with information and prohibits retaliation against employees for raising concerns or participating in investigations. Nonetheless, if an employee feels more comfortable doing so, reports may be made confidentially and/or anonymously in the manner described above.

Supervisors and managers who become aware of any questionable accounting or auditing matters, or who receive complaints or concerns about such matters from other employees, must immediately report them through the Hotline as referenced above. Supervisors and managers who receive complaints of questionable accounting or auditing matters must consult with the Audit Committee before undertaking an investigation or other action. The Audit Committee has final responsibility and authority for the investigation and handling of any concerns or complaints relating to accounting and auditing practices. Any supervisor or manager who fails to report allegations of questionable accounting or auditing practices in accordance with this Code or who otherwise fails to deal properly with such allegations may be subject to discipline.

Financial, Accounting and Audit Matters. Any person who has complaints or concerns about the Company's accounting, internal accounting controls or auditing matters, or who becomes aware of questionable accounting or auditing matters, is strongly encouraged to report such matters through the hotline as described above or directly to the Audit Committee. The Audit Committee will oversee the receipt and handling of allegations of questionable accounting or auditing matters, including directing an appropriate investigation and response. Based on its investigation, the Audit Committee will direct the Company to take prompt and appropriate corrective action in response to the complaint or concern if necessary to ensure compliance with legal and ethical requirements relating to financial, accounting and audit matters of the Company.

Confidentiality and Non-retaliation. Complaints will be kept confidential to the extent possible consistent with the Company's obligation to investigate and correct unlawful or unethical accounting or audit practices or other violations of this Code. In order to ensure confidentiality, an employee may elect to make a complaint anonymously. Anonymous reports will be investigated if sufficient information is provided. In conducting an investigation, the Company will respect the privacy of all concerned; however, complete confidentiality may not always be possible because of the need to conduct an investigation and take appropriate steps. Employees are expected to cooperate in internal investigations of misconduct and other violations of this Code.

The Company will not retaliate or take any form of reprisal against any person who makes a report pursuant to this Code or who participates in an investigation regarding a violation of applicable securities laws, rules or regulations, or any provision of other laws regarding fraud against stockholders. Any employee who retaliates against another employee or a witness as described above will be subject to discipline, up to and including termination of employment.

Employees who believe they are subject to retaliation because they have made a report or participated in an investigation should report such suspected retaliation to the Audit Committee in the same manner as described above for the reporting of questionable practices. Knowingly or recklessly providing false information to the Company regarding any complaint may result in disciplinary action, including termination without notice (subject to applicable laws, rules and regulations and any employment agreement which governs an employee's employment).

#### **34. Compliance with Laws, Rules and Regulations**

Obeying the law, both in letter and in spirit, is the foundation on which this Company's ethical standards are built. All employees must respect and obey the laws of the cities, states and countries in which we do business as well as respect local cultures and customs.