

Code of Conduct for Directors and Senior Management Personnel

1. Introduction

This Corporate Code of Conduct of TAKE Solutions Limited ("TAKE" or "the Company") is to present guiding principles to be followed by the Company in its decisions and actions with an objective of maintaining very high ethical standards of business conduct. This Code sets down the minimum standards of behavior expected from employees, officers and Directors of TAKE and seeks their commitment to TAKE's ethical, fair and valued business practices, and to its duty to care for all employees, clients and shareholders.

2. Applicability

The Code is applicable to the following persons (referred herein as "Officers"):

- ◆ Members of the Board of Directors & of the Committees of the Board of the Company
- ◆ Key Management Personnel [KMP] /Heads of Functions/ Profit Center Heads
- ◆ Project Heads
- ◆ Divisional/Vertical heads
- ◆ All professionals serving in the key functional roles like Delivery, Technology, Product, Marketing, Finance, Secretarial, Tax, Accounts, Internal audit, Sales and Investor Relations.

In view of maintaining of high standards of business conduct and ethics, all the Officers of the Company should observe, read, understand and uphold the standards of this code and comply with all applicable laws, rules, regulations and Company's various internal policies and procedures framed from time to time while discharging their duties.

The principles described in this Code shall serve as a baseline or a minimum requirement which must always be followed. The Officers should review the Company's other applicable rules, policies and procedures for more specific guidance.

Any questions or doubts about this Code may be addressed to the Compliance Officer of the Company. All concerned Officers and employees are requested to sign the acknowledgement at the end of this Code and return the same to the Compliance Officer.

3. Conduct of Business

The officers shall conduct the Company's business with honesty, professional integrity and in an efficient and transparent manner. They shall not undertake any project or activity to the detriment of any of the constituent's of TAKE, i.e., Customers, Employees, Shareholders and the Society at large.

4. Free and Fair Competition

The Officers shall deal fairly with the Company's customers, suppliers, competitors and employees. The Officers and employees shall not make any misleading statement about the competitors' services or indulge in any unfair trade practices.

5. Health, Safety and Environment

The Company shall strive to provide a safe and healthy working environment. All Officers must comply with all applicable health and safety policies, directives and shall endeavor to minimize risks at the workplace.

6. Conflict of interest

A conflict of interest exists where the interest or benefits of an Officer conflicts with the interest or benefits of the Company. The Officers shall not enter into any pecuniary relationship which might

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result in conflict of interest, directly or indirectly, or a perception thereof. Some situations that may give rise to a conflict of interest include situations where the Officers have:

a. *Financial interest*

The Officers shall not have any financial interest in a matter or transaction of the Company, directly or indirectly - through relatives or friends. The Officers shall not submit to or accept any bribe or other improper inducement. Any such inducement shall be reported to the Compliance Officer.

b. *Employment /Outside Employment*

The Officers are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company. The Officers shall not accept simultaneous employment with a Company's supplier, customer, competitor or any agency that has business relationship with TAKE.

c. *Directorship/ Management of outside Organization*

It is a conflict of interest to serve as a Director of any Company that competes with the Company.

d. *Business Transactions*

The Officers shall avoid conducting company business with a relative or with a firm/ company in which a relative / related party is associated in any significant role.

e. *Investments*

The Officers and their immediate family members shall not make significant investments in a company, customer, supplier, or competitor of the Company and shall refrain from investments that compromise their responsibility to the Company.

In case of an uncertainty whether a conflict exists, the matter should be discussed with the Compliance Officer before the transaction is undertaken by the Company or the Officer.

7. *Corporate Opportunities*

The Officers shall not exploit for their own personal gain opportunities that are revealed through the use of Company's property, information or position.

8. *Equal Opportunities*

The Officers shall provide equal opportunities to all its employees and all qualified applicants for employment, without regard to their race, caste, religion, colour, marital status, sex, age and nationality. Employee policies and practices shall be administered in a manner that ensures that in all matters equal opportunity is provided to those eligible and that decisions are based on merits.

9. *Confidentiality of Information*

Information regarding the Company's activities, strategies, financials, customers, vendors and business is proprietary. Confidential information includes all non-public information. The Company believes that its confidential proprietary information and data are important corporate assets in the operation of its business and prohibits the use or disclosure of this information, except when disclosure is authorized or legally mandated. No Officer shall provide any information either formally or informally, to the press or any other public media or to a third party, unless specially authorized or by operation of law.

10. *Insider Trading*

All Officers must observe the Company's "Insider Trading Policy." The Company is committed in

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complying with SEBI (Insider Trading) Regulations and other applicable laws. In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the employees are prohibited to trade in Company's securities during the non-transaction period. All Officers should follow the pre-clearance procedures for trading and trade only during the transactional period.

11. Management of Records

Records should be maintained to comply with applicable statutory, regulatory or contractual requirements as well as pursuant to prudent business practices. The Company prohibits any Officer from altering, destroying, mutilating or concealing a record, document or other object or attempt to do so with the intention to impair its availability for the business operations of the Company.

12. Use and Protection of Company's Assets

Assets of the Company are to be used only for legitimate business purposes of the Company and only by the authorized Officers.

The Officers shall not indulge in any activity which would result in misuse of the Company's assets which include both tangible and intangible assets such as office equipment, computers, furniture, supplies, and intangible assets such as pending patent information, trade secrets, source codes, software, intellectual proprietary rights, goodwill, etc.

The Officers are responsible for ensuring that appropriate measures are taken to assure that Company assets are properly protected.

13. Intellectual Property- Trademarks, Copyrights & Patents

It is the responsibility of every Officer to protect the intellectual property of the Company such as trade secrets, patents, copyrights, technical knowledge, know-how, research information and the experience developed in the course of the business operation. This information should be safeguarded and should not be disclosed to outsiders.

14. Gifts and Donations

The Officers shall not receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended to or perceived to obtain business or uncompetitive favors for the conduct of its business or the officers' personal benefit. Nominal gifts of commemorative nature for special events may be accepted and reported to the Compliance Officer.

15. Regulatory Compliance & Disclosures

All Officers must comply with all applicable statutory laws, rules, regulations and guidelines from time to time. The Company is committed to provide true, accurate and timely reports and information to various statutory authorities as required by all the prevailing rules and regulations.

16. Shareholders

The Officers shall protect shareholders' rights. The Officers shall duly and fairly inform its shareholders about all relevant aspects of the Company's business and disclose such information in accordance with the applicable rules and regulations. The Company shall strive to enhance the shareholders' value.

17. Enforcement of the Code

Upon adoption of this Code, all Officers shall ensure the compliance with the standards set forth in this Code in discharging their duties. Breaches of this Code of Conduct may lead to disciplinary action. Disciplinary actions may include immediate termination of employment at the sole discretion of the Company.



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18. *Waivers & Amendments*

Any amendment to or waiver of any provision of this Code may be made by the Board and will be promptly disclosed to all the Officers of the Company.

19. *Acknowledgement*

The Officers are requested to read, understand and sign the acknowledgement enclosed with this Code and return the same to the Compliance Officer.