



Code of Conduct

Version No: 1.1

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From	To			
V 1.0	V 1.1	11-Apr-12	Page 7	General Rules and Resolutions - All employees are governed by the Company prescribed policies. They need to abide and comply as per the guidelines stated in the policies

Code of Conduct

OBJECTIVE:

To promote company's values and principles which govern management's and employee's conduct in AgreeYa. This is developed with a view to bring uniformity in understanding of discipline and expected behavior/ attitude towards company's business and all the stakeholders associated with the company whether in isolation and/ or in collaboration during and/ or after the employment with AgreeYa.

It is strongly believed that by adapting to the code of conduct, AgreeYa is aiming toward becoming more competitive and world class organization.

SCOPE:

All the employees of AgreeYa.

POLICY STATEMENT:

Core Values: I-CARE

"AgreeYa's core values "I-CARE" is driven by our respect for our employees and customers. We cherish these values and practice them in all our interactions."

Integrity

"Doing the right thing, even when no one is looking and maintaining honesty in all our dealings."

Commitment

"Developing long-term relationships, by keeping our commitments to clients, partners, and employees."

Advocacy

"Partnering with our client, and continually looking out for their best interest."

Respect

"Recognizing the unique value and contribution made by each individual."

Excellence

"Making excellence predictable through superior management practices and superior people."

Each employee is expected to practice and display highest level of honesty, integrity and discipline in delivering company's business and related dealings. It is, therefore, expected from all employees to

adhere and confirm to the company's code of conduct specified hereunder. Any violation of this code of conduct will be viewed seriously by the management and could lead to disciplinary action.

National Interest/ Regulatory Compliance:

- AgreeYa stands committed to the society and shall follow the law of the land as a Responsible Corporate.
- AgreeYa will not undertake any activity or project to the detriment of any Nation's interest in which we operate.
- All relevant information about AgreeYa shall be made accessible to the authorized government representative on request by AgreeYa's authorized representative.
- Any willful misrepresentation/ omission of relevant information about the company by AgreeYa's authorized representative shall be considered as gross violation of Code of Conduct and in addition to disciplinary action will also attract legal action as per the law of the land.
- All the employees of AgreeYa in all their business dealings/ conduct shall comply with all applicable laws both in letter and spirits.

AgreeYa an Equal Opportunity Employer:

- All the existing stakeholders or stakeholders desirous to be associated with AgreeYa shall have the equal opportunity to qualify based on merits without any consideration to race, cast, religion, color, marital status, gender, nationality and religion.
- All the stakeholders associated with AgreeYa shall be treated with respect and dignity as human being and promoted based on merits.
- All employee's related policies shall be administered without biases to provide equal opportunity/ platform for all eligible employees to compete at and management takes decision based on merits.

Prevention of Sexual Harassment:

All employees are strictly prohibited from committing any kind of sexual harassment towards other employees at work place. If any complaint is received in this regard, the same shall be dealt with as per the directions of the Hon'ble Supreme Court of India.

Health Safety & Environment:

- AgreeYa shall strive to provide a safe and healthy work environment to all the employees.
- AgreeYa shall conduct its business in line with all regulations relating to preservation of environment.
- AgreeYa stands committed to prevent wastage of natural resources and give preference to procure raw material which has been manufactured by Industry practicing maximum provisions relation to preservation of environment.

Ethical Conduct:

- All the employees associated with Agreeya, while dealing on behalf of AgreeYa, shall maintain high level of honesty, integrity along with high moral and ethical values in letter & spirits.

Concurrent Employment:

- An employee associated with AgreeYa shall neither engage in any alternate employment nor provide any freelance service to any one, whether for remuneration or without remuneration.
- In case of Board of Directors, or other part-time employees alternate employment may be permitted with prior written approval from Managing Partners.

Conflict of Interest:

- An employee associated with AgreeYa shall not engage in any business, relationship or activity which may be detrimental to AgreeYa whether during the employment with AgreeYa or after the employment with AgreeYa.
- Employees having relationship with any vendor/ stakeholder either associated with AgreeYa or likely to be associated with AgreeYa shall be disclosed in writing by the employee at the first opportunity to Head – Human Resources.
- Employee shall also disclose in writing to the Head – Human Resources, about any interest that the employee or his/ her immediate family members including parents, brothers and sisters including in-laws, spouse and children may have in a company or firm or individual which is vendor, customer, distributor, or has other business dealings with AgreeYa.
- If an employee does not make such disclosure and the management comes to know about existence of conflict of interest through some other source, it will be viewed very seriously by the management and warrant strict disciplinary action against the employee.

Security of Confidential Information:

- It shall be the responsibility of all the employees of AgreeYa collectively and individually including their immediate family members to protect confidential information and not derive any benefit or assist others to derive any benefit from the access to and possession of information about AgreeYa, which is not in the public domain and thus considered as confidential information.

Protection of Company Assets:

- The company's assets include both tangible and non-tangible assets. Indicative tangible assets include: equipments, manuals, machinery, systems, facilities, materials, resources, while indicative intangible assets include proprietary information, relationship with customers, suppliers, colleagues, seniors, juniors and etc.

- All the employees associated with AgreeYa are expected to make optimal use of Company's assets for the promotion of company's business for which they are authorized.
- Use of company's assets for personal use/ gains or use by unauthorized personnel shall be considered as misuse of company's assets and shall be viewed seriously by the management and warrant strict disciplinary action.

Bringing Personal Belongings inside company premises:

- Employees are not expected to bring personal electronic equipments to office premises. An indicative list of electronic equipments is camera, pen drive, Copy Writers, CD, Floppy, Laptop and similar equipment. However due to business reasons an employee may bring any such personal electronic equipment to office with prior written approval of respective Manager contents.

Entertaining Personal Visitors/ Guests:

- Employees are generally not encouraged to bring personal visitors/ guests to the office.
- In exceptional circumstances if personal visitors/ guests visit the company, they will be welcomed in Reception Area in line with Indian traditions.
- Under no circumstance, the personal guest/ visitor will be permitted to go inside the company premises unless written approval to the effect is obtained in advance from Head – Administration.

Dress Code:

- Employees associated with AgreeYa are expected to come for duty professionally dressed wearing neat and tidy well ironed dress in line with Industry standards and dress code communicated by management from time to time

Use of Common Reception Area:

- Common reception Area is meant for office visitors and guests. Hence it should not be over crowded by employees.
- Employees are expected to be at their respective work stations during the working hours and the reception area should be visited by employees only for the purpose of coming inside the office or going outside the office or meeting with the visitors.

Dealing with Company's Suppliers/Customers:

- Employees associated with Commercial/ Administration Function or forming a part of Purchase Committee shall communicate in writing to the Head – Human Resources if they happen to be either directly or through any other person, or relation be associated with any suppliers of goods, material or services to the Company.

- Employees shall not, either directly or indirectly, accept gifts or any gratification in any form or any pecuniary advantage from Suppliers / Customers whether in India or abroad. Any gift so received from any supplier contractor, customer or from any person or organization from whom the Company has business dealings shall immediately be declared to the Head – Human Resources
- who in turn will review the same with Global Head – Delivery and Technology and decide whether to forfeit the gift or to allow the employee to retain the same.

Reporting:

- It shall be the responsibility of all the employee to promptly report to the management in writing, any actual or possible violation of code of conduct or an event that he/ she becomes aware of, which may adversely affect business/ reputation of the company.

General Rules and Resolutions

- All employees are governed by the Company prescribed policies. They need to abide and comply as per the guidelines stated in the policies. The Employee shall comply with all rules and regulations of the Company as also all applicable laws. The Employee shall obey the orders of and perform all duties assigned by the Company through appropriate officers and shall show respect to all of the Company's staff. The Employee shall not be drunk, gamble, or use or possess firearms, knives, weapons or illegal drugs or narcotics nor have sexual contact with colleague within office premises. The Employee shall not smoke within office premises and be polite and helpful to colleagues. The Company shall not be responsible for loss or damage to the Employee's personal effects.

MISCONDUCT AND DISCIPLINARY ACTION:

The following is an indicative list of misconduct, which is not exhaustive. The management shall have the discretion to judge and declare any act of omission or commission of employee as indiscipline or against the interest of the company or reputation of the Company as misconduct by following the disciplinary Action Process as specified in Model Standing Orders Act.

Misconduct:

1. Misrepresentation of information given by the employee at the time of application for employment.
2. Habitual late attendance and / or absence without approved leave or overstaying of sanctioned leave.
3. Willful insubordination or disobedience, whether alone or in combination with others to any lawful reasonable order of the superior.
4. Being rude and disrespectful towards officers, employees, customers, suppliers and other persons having dealing with the Company on the Company's premises or elsewhere in connection with the Company's business.

5. Drunkenness or riotous, disorderly or indecent behavior, use of abusive language, threatening or intimidating other employees or officer or wrongly interfering with the work of other employees, assault or threat of assault within the premises of the establishment or otherwise.
6. Committing any kind of sexual harassment of any employee
7. Divulging confidential information relating to the Company's Processes or products to any outsider without management's written authorization, or taking photographs in the company premises without written authorization of the Head - Human Resources.
8. Theft, fraud, breach of trust, forgery of official documents, dishonesty, misrepresentation of information in connection with Company's business or of subordinates, peers and superiors and/ or causing damage to company property.
9. Falsification, defacement or destruction of any official records.
10. Presence in company premises beyond working hours without consent of the Management.
11. Interfering/ refusing to cooperate with the company's security personnel or other authorized personnel in performance of their duties.
12. Bringing personal electronic equipment's such as camera, pen drive, Copy Writers, CD, Floppy, Laptop and similar equipment in the office premises without prior written approval of respective Manager & above.
13. Revealing password and/or attempting to forge other employee's computer passwords for accessing/copying files or information or for any reason whatsoever.
14. Bringing or keeping objectionable data (e.g., obscene photographs, films, magazines etc.,) either in the computer hard disc, computer network or in office premises and /or viewing obscene photographs, films or reading objectionable data while on duty in the office.
15. Playing computer games while on duty or playing other games beyond the approved time.
16. Manipulating the computer programs/ data for misrepresenting attendance/ performance/ incentives etc either for self or for any other colleague.
17. Taking out company's assets/ properties from company premises without proper authorization.

PUNISHMENT:

Depending upon the gravity of the misconduct as assessed by the management any of the following or a combination of following may be awarded as punishment:

- Warned or censured
- Fined subject to and in accordance with the provisions of the Payment of Wages Act, 1936
- Suspend without salary
- Withhold/ postponement of Annual Increment
- Demoted to a lower rank or grade
- Discharge with notice
- Dismissed without notice.

Note:

The above is intended to provide an overview and understanding of elements of disciplinary action. It is the responsibility of Head – Human Resources to undertaking such disciplinary action as deemed fit & proper to ensure that the action is just, fair and legally enforceable.