

BUSINESS CODE OF CONDUCT & ETHICS POLICY (Employee Sign-Off Document)

1.0 Objective

To establish Excelra commitment to follow ethical Business practices.

To help ensure compliance with legal requirements and our standards of business conduct & ethics.

The purpose of this Code is to promote ethical conduct. Ethical business conduct is critical to a business. Accordingly, employees are expected to read and understand this Code and uphold these standards in day to day activities, and comply with, all applicable laws, rules and regulations and all applicable policies and procedures adopted by the Company that govern the conduct of its employees. This policy is to deter wrong code of conduct. This Code is in addition to and supplemental to other policies/codes of conduct of the Company.

All employees contribute to Excelra's reputation; therefore it is important that all employees promote and adhere to the code of conduct and ethical guidelines given below:

2.0 Honesty & Integrity

Employees should consider Excelra's reputation and credibility in all business relationships.

They should be honest and honorable in all dealings with other employees, stakeholders, customers, suppliers, business community, competitors and government authorities.

Employees are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct in conduct of the business of the Company wherever conducted. Honest and ethical conduct includes handling of actual or apparent conflicts of interest between personal and professional relationships, conduct free of fraud or deception and conforming to accepted professional standards.

3.0 Conflict of Interest

Employees are expected to act in the best interests of the company and are expected to devote their full attention to the business interests of the Company. Employees should avoid situations or activities where personal interests are or may appear to be in competition/ conflict to the company's interest.

- Employment/ Outside Employment: Employee is expected to devote full attention to the business interest of the company. Employees are prohibited from engaging in any activity that interferes with their performance or responsibilities or is otherwise in conflict with or prejudicial to the Company.

Employees are prohibited from accepting simultaneous employment with a company supplier, customer, developer or competitor, or from taking part in any activity that enhances or supports a competitor's position. An employee must disclose to the Company any interest that may conflict with the Business of the Company.

- Outside Directorships : It is a conflict of interest to serve as a director (as per the Companies Act 2013) of any company. Employees must first obtain approval from the Company before accepting a directorship.
- Business Interests : Employee should not run any parallel business or be involved in any way in any relative's business directly or indirectly. Further when considering investing in a Company's customer, supplier, developer or competitor, must first take care that these investments do not compromise the employees' responsibilities to the Company.
- Related Parties : Employees should not conduct Company business with a relative, or with a business in which a relative is associated in any significant role. Relatives include spouse, siblings, children, parents, grandparents, grandchildren, aunts, uncles, nieces, nephews, cousins, step relationships and in-laws.

The Company discourages the employment of relatives of Employees in positions or assignments within the same department. The Company prohibits the employment of such individuals in positions that have a financial dependence or influence (e.g. an auditing or control relationship, approving authority or a supervisor/subordinate relationship).

If a related party transaction is unavoidable, the employee must fully disclose the nature of the related party transaction to the Chief Financial Officer (CFO) & Company Secretary (CS), who in turn shall obtain the approval of the Chief Executive Officer (CEO) for carrying out any such business/ transaction for the first time.

Further for any subsequent transactions with such related parties, the transaction has to be approved by the Chief Financial Officer (CFO) & Company Secretary (CS).

Any dealings with a related party must be conducted in such a way that no preferential treatment is given to them.

4.0 Entertainment & Gifts

Employees should never accept a gift, entertainment, or any other benefit from an individual or organization doing business with the company.

Under no circumstances may employees accept any offer, payment, promise to pay, or authorization to pay any money, gift or anything of value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commitment of any fraud.

However, inexpensive gifts, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy. Monetary Value for the same not to exceed Rs. 1000/- on any occasion and further such gifts, etc, not to be too frequent or also repeatedly from the same vendor, person, party, organization or body/agency.

5.0 Consultant Fees, Commissions and Other Payments

An employee should never give or receive any payment that falls outside the normal conduct of business. Employee should ensure that all consulting or agency fees, commissions, retainers or other payments are reasonable in the context of acceptable commercial practice. All payments (given or received) are to be properly recorded in the company's accounts.

6.0 Corporate opportunities

Employees may not exploit for their own personal gain, opportunities that are discovered through the use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Company and the Company declines to pursue such opportunity.

7.0 Compliance with Accounting controls and Procedures

Employees should always comply with the Company's accounting procedures and controls and all applicable laws

8.0 Political Contributions

Excelra does not wish to discourage the participation of employees in political and related activities on a personal basis. However an employee should not make political contributions on company's behalf, either directly or indirectly, without the prior written approval of the management. Further any contribution to be routed through the company's proper channel only.

9.0 Applicable Laws

All employees must comply with all applicable legal laws, governmental orders, regulations, rules and regulatory orders, whether domestic or international.

Lack of knowledge of the law will not excuse an employee's non-compliance with the same. Each employee is required to acquire appropriate knowledge of the requirements relating to his or her duties and seek advice from Legal Department as and when required.

Violations of applicable legal laws, governmental orders, rules and regulations may subject employees to individual criminal or civil liability, as well as to disciplinary action by the Company. Such individual violations may also subject the company to civil or criminal liability or loss of business.

10.0 Dress Code

Every employee is a representative of the Company in the eyes of the public, employees must report to work properly groomed and wearing appropriate clothing. Employees are expected to dress in a manner consistent with the nature of the work performed. Employees are required to follow the company Dress Code policy in this regard.

11.0 Corporate Communications

All public communications made by or on behalf of the Company shall be full, fair, accurate, timely and understandable.

The company has designated individuals to speak to the external agencies/ public on behalf of the company, hence employees should not speak to external agencies on behalf of the company unless he/ she is specifically authorized to do so.

12.0 Employee Standards of Conduct

Employee standard of code exist in order to provide a safe, fair and professional environment to work in. It is the responsibility of the employee to know understand and adhere to these requirements.

Conduct which jeopardizes employee's or other employees(s) safety or ability to perform job is not acceptable and will result in corrective action ranging from warning to dismissal/ termination of service, depending on the seriousness of the action.

Examples of unacceptable conduct include, but are not limited to

- Habitual lateness or absence, even for legitimate reasons
- Failure to return to work on a stipulate date, following an approved leave of absence
- Falsification of expense reports
- Incorrect or incomplete information on employee application or other personal records
- Conviction of a crime that may have an adverse effect on the job responsibilities
- Conduct or behaviour that is disruptive to the normal operation of business or behavior that is dangerous or offensive to other employees such as (but not limiting to) stealing or damaging company property or material, disclosing trade secrets or other confidential information, insubordination, use of intemperate language, any form of physical, psychological or verbal harassment, carrying or concealing weapon, assault or any other act which can be easily construed to be detrimental to the business interests of the company

Employees are not authorized to share or divulge company related information, which is internal and confidential to the company, which includes but not limited to, Policies, Knowledge, Communication, Information, photographs, Video's, recordings and other company related information, on any Social Networking site unless they are specifically authorized to do so in writing, as part of their Job role requirement. This does not restrict the

employees from leveraging use of professional networking or using any social media for personal use.

The management would at all times ensure that the employees are treated in a fair manner regardless of religion, gender and nationality.

13.0 Other Situations

As it would be impractical to attempt to list all possible situations of conflict of interest, it is recommended that if a proposed transaction or situation raises any questions or doubts as being in conflict, it should be consulted with the Chief Financial Officer (CFO) / Company Secretary (CS)/ Head of HR.

14.0 Violations of the Code

The Company will take appropriate action against any employee whose actions are found to violate the Code or any other policy of the company. Disciplinary actions may include immediate termination of employment at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible.

Part of an employee's job and of his or her ethical responsibility, is to help enforce this Code. Employee's should be alert to possible violations and report to the HR / Legal Department.

Employees must co-operate in any internal or external investigations of possible violations. Reprisal, threats, retribution or retaliation against any person who has, in good faith, reported a violation or a suspected violation of law, this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

I have read, understood and agree to the clauses outlined in the company's Business Code of Conduct and Ethics Policy. Further, I also agree to send the details of any disclosures/ declarations as per the policy, in the prescribed template attached below as of today and from time to time as and when applicable.

Employee Signature

14-12-2020

Date

Employee Name

To,

Excelra Knowledge Solutions Pvt Ltd

Below is my disclosure/declaration with regard to the "Conflict of Interest" clause of the "Business Code of Conduct Ethics Policy" of the Company.

A	Outside Directorships	Outside Company Name	Nature of Business of the outside company	Designation in the outside company	Date of Association with outside company												
1																	
2																	
B	Business Interests (Parallel Business, Relative's Business, Investments in other companies, etc)	Vendor/ Company Name	Relative/ Related Party Name with Designation	Relationship with employee (eg spouse, cousin, etc)	Details of relationship / transaction/ dealings with the party												
1																	
2																	
C	Excelra Business being conducted with relatives or related parties	Vendor/ Company Name	Relative/ Related Party Name With Designation	Relationship with employee (eg spouse, cousin, etc)	Details of relationship / transaction/ dealings with the party												
1																	
2																	
D	Relatives working as employees in Excelra	Name of relative	Employee Code of relative	Designation of relative	Department and Business Unit of relative												
1																	
2																	
E	Any other conflict of interest																
1																	
2																	
<table border="0"> <tr> <td>Employee Code</td><td>: 61554</td> <td>Employee Name</td><td>: Wilson Gunde</td> </tr> <tr> <td>Employee Designation</td><td>: Software Engineer Testing</td> <td>Business Unit</td><td>: Technology Solutions</td> </tr> <tr> <td>Date</td><td>: 14-12-2020</td> <td></td><td></td> </tr> </table>						Employee Code	: 61554	Employee Name	: Wilson Gunde	Employee Designation	: Software Engineer Testing	Business Unit	: Technology Solutions	Date	: 14-12-2020		
Employee Code	: 61554	Employee Name	: Wilson Gunde														
Employee Designation	: Software Engineer Testing	Business Unit	: Technology Solutions														
Date	: 14-12-2020																