

## 5. CODE OF CONDUCT POLICY

**Date of Policy Creation:** December 2017

**Policy Owner:** HR Department

### 1.0 POLICY AT A GLANCE

- The policy details the following:
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  - ▶ Objectives of the Policy
  - ▶ Scope of the Policy
  - ▶ Acknowledgement and Agreement
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  - ▶ Employees' Responsibility
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## 1.1 INTRODUCTION

- The company expects high standards of performance and conduct from its employees. Therefore, the code of conduct has been established as guidelines for employees.

## 1.2 OBJECTIVES

- The Employee Code of Conduct outlines standards of personal and professional conduct that all employees must strive to uphold at the company and behave in an ethical and professional manner at all times.
- The Code provides a basis for all employees to maintain a working environment that is productive, positive, enjoyable, safe and free from harassment and discrimination. It will also assist managers to induct employees into the company and address any circumstances that may arise, which conflict with the stated standards and values.

## 1.3 SCOPE OF THE POLICY

- The policy shall be applicable to all the employees of the company, including probationers, trainees and contract employees, effective from their date of joining.

## 1.4 ACKNOWLEDGEMENT AND AGREEMENT

- All employees are required to receive a copy of the Code of Conduct, and to sign an acknowledgement form. This will let the Company know that the employee is aware of the Company's Code of Conduct and commitment towards providing a work environment conducive for harmonious relationships and free from discrimination, retaliation or harassment of any matter. This will also ensure that staff is aware of their obligations in maintaining such an atmosphere and their obligation to report any violation of any form.
- By signing the acknowledgment form (**Annexure I**), the employee agrees that he / she understands the code, shall report suspected violations, and express concerns regarding compliance with this policy, and that, in the event employees do not use the procedures outlined above, the Company shall have the right to presume and rely on the fact that the employee have no knowledge or concern of any such misconduct or related information.

## 1.5 THE ETHICS COUNSELOR

- The Managing Director, in consultation with the HR Department, shall appoint an Ethics Counselor, who will be an employee of the company, who shall act as the custodian of the Code of Conduct, and be responsible to ensure it is promoted, followed and any violations suitably addressed.
- The Ethics Counselor shall be responsible for ensuring that appropriate policies and procedures exist to help employees comply with the Company's expectations of ethical business conduct
- The HR Department, in consultation with the Managing Director, shall detail the roles and responsibilities of the Ethics Counselor.

### 1.5.1 COMPLIANCE OF THE CODE OF CONDUCT

- The compliance of this policy shall be monitored by the Compliance Committee
- The Compliance Committee shall comprise of:
  - ▶ Ethics Counselor, who shall head the committee
  - ▶ 3 Members , who shall comprise of
    - ♦ Managing Director
    - ♦ At least 1 Female representative
  - ▶ In order to prevent the possibility of any undue pressure or influence, the Complaints Committee may involve a competent third party (not associated with Acuminous Software and any of its subsidiaries / associate companies) for resolution of specific concerns like the issue of harassment.
- The remaining 2 members of the Compliance Committee shall be selected by the Managing Director and the Ethics Counselor.
- The Compliance Committee shall spearhead any investigations that are in violation of the code of conduct, and be responsible for the complaint resolution process
- Employees must cooperate in the investigation of such alleged violations. If, as a result of such investigations, it becomes clear that there was a violation of the code, sanctions will be imposed on the person or persons responsible, in accordance with the regulations of the Company.
- The Compliance Committee and other persons concerned in the investigation of such possible violations must make all efforts to prevent innocent employees who cooperate in such investigations from suffering any disadvantage.
- An email id, or a telephone number, must be created to ensure complaints can be directly sent to the Ethics Counselor and Compliance Committee.
  - ▶ The Ethics counselor, along with the HR department must ensure that the email id / telephone number is made known to the employees, and displayed in prominent locations.

### 1.6 EMPLOYEES' RESPONSIBILITY

- All employees shall serve the company honestly, faithfully and diligently, always act in the best interest of the company, abide strictly by the rules and regulations in force from time to time and maintain good conduct and discipline.
- The employees of the company shall
  - ▶ Be personally responsible and accountable for their own performance, behavior and attendance in the workplace.
  - ▶ Undertake their duties and behave in a manner that is consistent with the provisions of the Employee Code of Conduct.
  - ▶ Be conscious of their language, manners and conduct with clients/ vendors/ suppliers/ other colleagues and conduct themselves in a courteous and professional manner.

- ▶ Report any deviation from the Employee Code of Conduct by themselves or others to the Ethics Counselor or HR Department and/ or their supervisors.

## **1.7 RESPONSIBILITY AS A MANAGER OR SUPERVISOR**

- It is the responsibility of all managers and supervisors to
  - ▶ Have knowledge of the code of conduct, organization's policies, rules and procedures.
  - ▶ Ensure their employees have an understanding of the conduct, expectations, and rules.
  - ▶ Respond to violations of employee conduct in an appropriate, consistent and impartial manner in keeping with the guidelines outlined in this policy.
  - ▶ Behave in a manner consistent with the code of conduct and lead by example.

## **1.8 WORK PLACE ETHICS AND INTEGRITY**

### **1.8.1 INTEGRITY & HONESTY AT WORK**

- All employees shall be required to undertake their duties in a professional, responsible, conscientious and ethical manner and to act in the best interests of the company.
- The company expects its employees to act honestly in all of their duties when dealing with clients, suppliers, contractors and fellow employees, and
  - ▶ Be aware of their personal appearance and grooming
  - ▶ Demonstrate a sense of “professional pride” in their work habits and be an ambassador of the Company

### **1.8.2 EQUAL EMPLOYMENT OPPORTUNITY AT WORK**

- The company is committed to the principle of equal opportunity and makes employment decisions on the basis of merit.
  - ▶ The Company declares its opposition to any form of less favorable treatment, whether through direct or indirect discrimination, accorded to employees and applicants for employment on the grounds of gender, race, religious beliefs, creed, colour, nationality, ethnic or national origins, marital/ parental status or sexual preference.
  - ▶ The Company similarly expresses opposition to any form of less favorable treatment accorded to employees and applicants for employment on the grounds of non-job-related handicaps and unfair discrimination on grounds of age.
- The Company shall actively promote equal opportunity through its recruitment practices, training opportunities, career progression policies and other aspects of terms of employment like compensation, benefits, promotions, transfers, lay-offs, recalls, etc that shall ensure that individuals receive treatment that is fair, equitable and consistent with their relevant aptitudes, potential, skills and abilities.
- If an employee believes that he or she has been subjected to any form of harassment or discrimination, he/she should notify the HR Department.

### 1.8.3 CONFIDENTIALITY

Information relating to the company's business dealings, methods, appointments, practices and transactions, designs and processes or affairs or information, pricing structures, current or new product information, upcoming acquisitions or management changes or any other matter that comes to employees' possession or attention by reasons of their employment, shall be treated as being confidential, whether or not it is individually identified as confidential. Leaking of such information could directly or indirectly have an impact on the company's ability to effectively operate.

- All employees on joining the company shall be required to sign and abide by a confidentiality agreement, which will be legally binding. This agreement shall also bind employees to uphold all ethical practices espoused by the company. This shall be a part of the appointment letter issued at the time of joining of an employee.
- All customer/ client files, employee personnel files, documents and information shall be the sole and exclusive property of the Company at all times. Employees shall in no way reveal or divulge any such information inside or outside of the Company and use such information only in the performance of their duties.
  - ▶ Any violation of the above would invite appropriate disciplinary action from the management.
  - ▶ Management may also choose to pursue criminal action against such employee if the violation is detrimental to the company's business.
- Measures to ensure confidentiality include but are not limited to: locked cabinets, password protection on files and computers, shredding documents, refraining from disclosing information over the telephone, caution while photocopying, etc.
- The Administration Department shall be responsible for arranging for suitable security measures at all office locations towards protection of company information, including:
  - ▶ Restricted access and movement of visitors
  - ▶ Restriction on use of camera phones in certain identified zones
  - ▶ Screening of employee handbags / belongings, if required

### 1.8.4 AVOIDANCE OF CONFLICT OF INTEREST

- A conflict of interest arises when an employee involves in an outside business interest which:
  - ▶ Is with a competitor of the company.
  - ▶ Or it may adversely affect the employee's judgment in acting for the company.
  - ▶ Or interfere with the employee's obligation of devoting full-time attention to his/her duties.
  - ▶ Or may adversely affect the company in any way, including its relationship with an external agency.

- All employees are expected to ensure that there is no conflict or incompatibility between their personal interests, whether pecuniary (e.g. monetary) or non-pecuniary and the impartial fulfillment of their duties.
- If an employee becomes aware of the potential for conflict of interest then they must notify their manager of the potential or actual conflict of interest, they shall be required to
  - ▶ Declare any likely conflict of interest to their supervisors / managers; and
  - ▶ Avoid any detrimental outcome as a result of a conflict of interest.
- If an employee is in doubt as to whether a conflict exists, they must contact their manager. Wherever possible employees should disqualify themselves from situations of conflict of interest.
- Management shall be responsible for identifying, managing, reporting and recording any actual or potential conflicts of interest.

#### 1.8.5 INTERNET USAGE & EMAIL FACILITY

- Internet access shall be used for official requirements and personal surfing / usage must be avoided.
- Any misuse of email facility provided by the company for sending unauthorized files / attachments shall be viewed seriously and shall call for strict disciplinary action
- Employees shall refrain from using any other employee/s' computer without seeking prior permission.
- Employee shall adhere to the following general usage principles for e-mail and internet:
  - ▶ Usage must be work-related and is to be consistent with business purposes.
  - ▶ Adhere to the company's ethical guidelines.
  - ▶ Material that would be considered inappropriate, offensive or disrespectful to others should not be accessed, stored or transmitted.
- The following would be considered inappropriate usage of e-mail and Internet:
  - ▶ Usage for personal profit or gain.
  - ▶ Provide information about, or lists of company employees to others.
  - ▶ Usage interferes with the job or the jobs of other employees.
  - ▶ For the initiation or propagation of email based chain letters.
  - ▶ Browsing of obscene sites or sites which clash with company interests.

Employees should be mindful of the fact that the company retains the right to access, review, monitor and disclose any information transmitted or stored using its electronic equipment, with or without an employee's or third party's knowledge, consent or approval. Any misuse or suspected misuse of the company's assets shall be severely dealt with.

#### **1.8.6 PROTECTION & PROPER USE OF COMPANY ASSETS**

- The company issues tools such as computing equipment, office supplies, communication equipments, transportation means, office space, office furniture to all employees to facilitate their working in the company. These tools are tangible assets belonging to the company.
- Additionally, there are intangible assets like company brand, intellectual property and relationships with customers, clients and vendors.
  - ▶ All employees are expected to protect these assets and ensure efficient, ethical and judicious usage of the same.
- Theft, carelessness and waste of resources of any kind shall be viewed seriously.

#### **1.8.7 APPERANECES IN EXTERNAL EVENT**

- The company encourages employees for participating in or representing the company in conferences and seminars or in making speeches and presentations at external events.
- The employee shall be required to seek prior approval from the Reporting Manager, who shall discuss the same with the HR Department before making the final decision.
- Employees shall be required to submit a written application to the Reporting Manager with the following details at least 10 working days prior to the day of the event.
  - ▶ Overall purpose and theme of the seminars / conferences
  - ▶ Dates & venues of the event
  - ▶ Brief outline of the proposed presentation
  - ▶ Likely Audience
  - ▶ Reason for Participation
- The decision making authority can reject the application of the employee and/ or suggest modifications to the speech / presentation
- Employee shall be required to protect confidentiality of company information.
  - ▶ Any usage of company related information for such seminar / conference shall require prior approval from the Reporting Manager.
- Employees shall be required to strictly comply with the suggestions/ guidelines given by the decision making authority while making speeches / presentation.

#### **1.8.8 COMMUNICATION WITH THE MEDIA**

- Only authorized employees of the company shall be allowed to communicate with the media.
  - ▶ In case any press official contacts an employee, he/she must immediately direct them to the Reporting Manager.
- No employee shall speak to the press / media on company related issues, unless authorized to do so by the Managing Director.
- Violation of the policy could lead to disciplinary action.

## 1.9 DISCIPLINE

- The company expects its employees to respect, follow and advocate the work norms, professional conduct, rules and regulations in force from time to time and maintain discipline
- All Team Leads shall be responsible for maintaining highest standard of working discipline in the workplace.
- Unless in any case it is otherwise distinctly provided, the whole time of the employee shall be at the disposal of the company, and he shall serve the company in its business in such capacity and at such place as he may from time to time be directed
- HR Department shall take serious note of cases of breach of discipline, and the concerned employee/s shall be subject to appropriate disciplinary action
- While the Company shall generally take disciplinary action in a progressive manner, it reserves the right, in its sole discretion, to decide whether and what disciplinary action will be taken in a given situation
- The following actions shall be taken in case of instances of breach of discipline, based on the severity of the case and management's discretion

Disciplinary Actions	
Verbal Warning	An employee may be given a verbal warning by his/ her manager and/or HR Department if he or she has engaged in unacceptable behavior or conduct which is in violation of the policy. The reporting manager shall document the same and provide to HR Department for filing in the employee's personnel file.
Written Warning	A written warning shall be given by the reporting manager of an employee who engages in unacceptable conduct that justifies a written warning. A written warning is more serious than a verbal warning. The manager of the employee shall provide a copy of the same to the HR Department for filing in the employee's personnel file.
Suspension	An employee shall be suspended without pay when he or she engages in conduct that justifies a suspension. The decision on suspension shall be taken by the HR Department in discussion with the Reporting Manager, and the MD. An employee's suspension will be documented in his / her personnel file.
Termination	An employee will be terminated when he or she engages in conduct that justifies termination; the decision on termination shall be taken by the MD in consultation with the HR Head and the Reporting Manager.



### EXAMPLE OF BREACH OF DISCIPLINE

- ▶ Smoking in non designated areas / company premises
- ▶ Consuming alcohol or drugs on company premises
- ▶ Possession of weapons in company premises
- ▶ Theft, fraud and dishonesty in connection with the company
- ▶ Taking or giving bribes or an illegal gratification whatsoever in connection with the company or in the person's personal interest
- ▶ Disobedience of any reasonable order of a superior, insubordination or willful neglect of duty
- ▶ Habitual late attendance
- ▶ Habitual and / or continuous absence without leave or without sufficient cause
- ▶ Habitual neglect of work
- ▶ Leaving work during working hours without permission or sufficient reasons
- ▶ Fighting or riotous, disorderly or indecent behavior while on duty or at the place of work
- ▶ Use of unparliamentary / abusive language
- ▶ Use of indecent gestures
- ▶ Sleeping on duty
- ▶ Removing without authorization or willfully damaging company property, including records belonging to the company, another associate or any other person or organization
- ▶ Public conduct detrimental to the company image
- ▶ Giving false information regarding one's name, age, nationality, qualification, father's name, dependant persons, previous service etc at the time of employment
- ▶ Threatening, abusing or assaulting any superior or colleague employee
- ▶ Falsifying of any records, reports, lists, communications or any information pertaining to company employment or benefits
- ▶ Disclosing any company related confidential information to any unauthorized person
- ▶ Unprofessional, unkempt personal appearance, which is seen to be offensive or in violation of the prescribed dress code

#### 1.10 SMOKING, ALCOHOL AND DRUGS POLICY

- The Company believes that an employee's dependency on cigarettes, alcohol and drugs may interfere with the health and performance as well as the safety of other and hence, it prohibits the use/consumption of tobacco, alcohol or any kinds of contraband drugs in any of its facilities.

#### 1.10.1 DEFINITION

Definition	
Smoking	Consumption of Nicotine cigarettes, Hukkah, Cigars, tobacco chewing or any type of smoking that is injurious to own health, and that of others in the vicinity
Alcohol	Habitual drinking of intoxicating liquor by an employee, whereby the employee's ability to perform his/her duties is impaired or his/her attendance at work is interfered with, or he/she endangers the safety of others
Drugs	Habitual taking of drugs by an employee other than drugs prescribed as medication, whereby the employee's ability to perform his/her duties is impaired, or his/her attendance at work is interfered with, or he/she endangers the safety of others

#### 1.10.2 GUIDELINES

- The use, sale, purchase, transfer, possession or presence of any amount of contraband drugs in Company or client premises or while performing Company business is prohibited. Violation of any part of this policy would subject the employee to disciplinary action, including termination of employment.
- Employees wishing to smoke shall be required to do so only outside the company premises.
- Smoking is strictly prohibited in company premises
- Employees found violating the policy shall be subject to disciplinary action.

#### 1.10.3 REPORTING OF VIOLATION OF POLICY

- The company encourages all employees across levels advise offenders of the policy.
- Employees shall report repeated breaches of the policy to the HR Department / Ethics Counselor who shall be responsible for taking appropriate actions in accordance with the relevant disciplinary procedures.

### 1.11 HARASSMENT AT THE WORK PLACE

- The company recognizes the right of employees to work in an environment free of harassment and is committed to achieving this environment
  - ▶ Any form of harassment (as mentioned in the definition below) observed or reported shall be considered unacceptable and the employee/employees shall be subject to disciplinary action.
- The policy shall be applicable to all allegations of harassment made by an Employee / external party or against an Employee / external party, irrespective of whether the harassment is alleged to have taken place within or outside the Company premises

#### 1.11.1 DEFINITION

Definition	
Harassment	Defined as any behavior that is offensive to individuals, including negative stereotyping, epithets, sexist, racist or religious remarks or slurs, demeaning jokes, gestures, written or graphic material that communicates these concepts or any other conduct that makes work environment hostile or offensive.

##### Guidelines

- Harassment based on race, colour, religion, national origin, age, disability, sexual preference, marital/ parental status, handicap or medical condition or gender shall be considered as a serious offence and shall not be tolerated.
- All forms of Sexual harassment are prohibited whether it occurs at the workplace or elsewhere in the course of employment responsibilities or working relationships.
  - ▶ Employees engaging in such behavior shall be subject to disciplinary action up to and including termination.
- Threatening behavior of any kind including any action or work, or using any object, intended to harm or intimidate another person by any employee shall be considered as a serious offence and the violators of this policy will be subject to disciplinary action, which may include immediate termination.

#### 1.11.2 RESOLUTION IN CASE OF ANY COMPLAINTS

- The company is responsible for preventing harassment in the workplace, for taking immediate corrective action and for promptly investigating any complaint filed in this regard.
- In case of such an event, the company request its employee's to contact the Ethics Counselor and the Compliance committee, who shall be responsible for taking the appropriate actions.

#### 1.12 SEXUAL HARASSMENT

- For the purposes of this policy "Sexual Harassment" shall include, but may not be confined to the following:
  - ▶ Actions or communications with a sexual connotation that create an intimidating, demeaning, or offensive work environment.
  - ▶ Unwelcome sexual advances, requests for sexual favors and/ or verbal, non-verbal, or physical conduct such as loaded comments, remarks or jokes, letters, phone calls or through e- mail, gestures, showing of pornography, lurid stares, physical contact or molestation, stalking, sounds or display of a derogatory nature, either explicitly or implicitly, in return for a term or condition of instruction, employment, participation or evaluation of a person's engagement in any company activity or interfering with an individual's performance or of creating an intimidating, hostile or offensive environment;

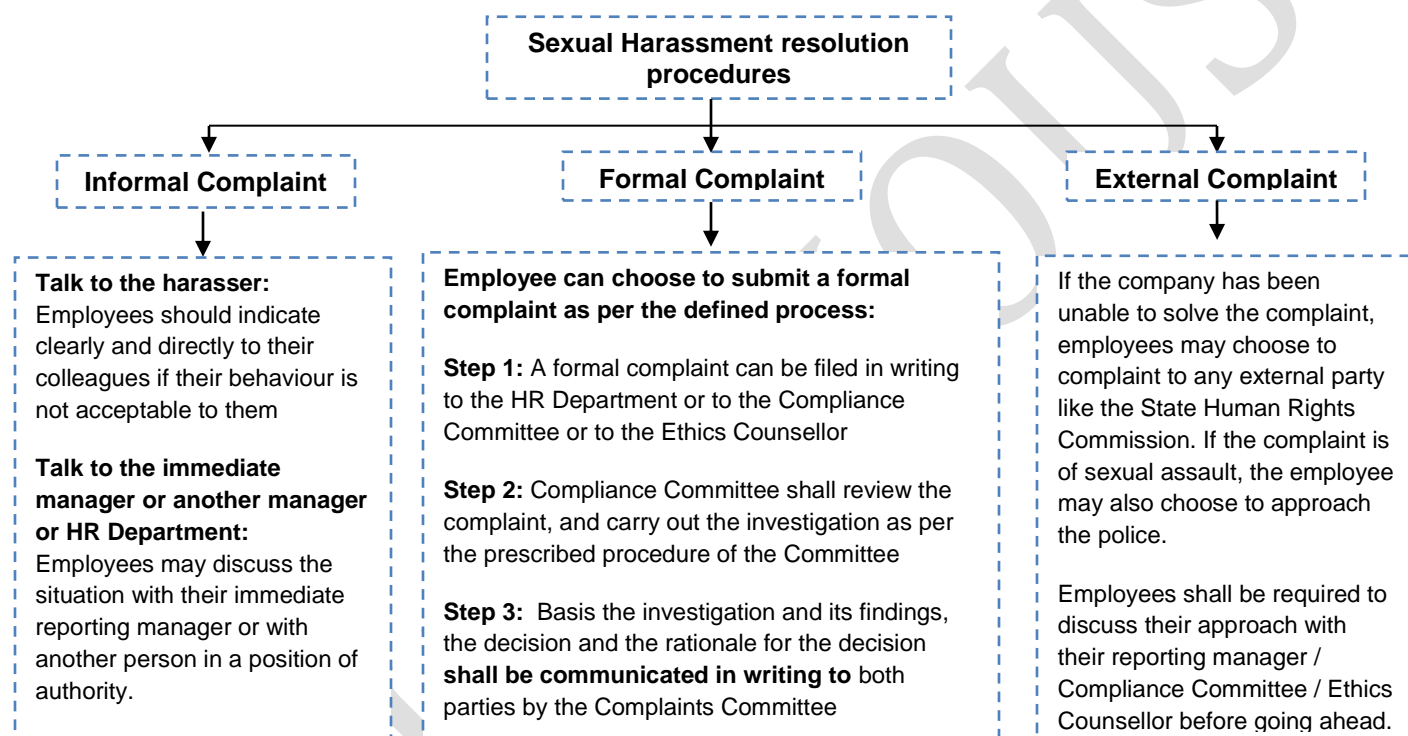
- ▶ An implied or expressed reprisal or threat of reprisal, or denial of opportunity for refusing to Comply with a sexual request.
- ▶ Any implied or expressed reward for complying with a sexually oriented advance or request.
- ▶ Any act or conduct by a person in authority and belonging to one gender which denies or would deny equal opportunity in pursuit of career development or otherwise making the environment at the workplace hostile or intimidating to a person belonging to the other / same sex.

#### **1.12.1.1 EMPLOYER'S RESPONSIBILITY**

- All managers and the HR Department are responsible for ensuring that the workplace is free from sexual harassment.
  - ▶ Take preventive action
    - ♦ Manager / Team leads are required to discuss the policy at employee meetings and make sure that all employees are aware of what action to take if harassment occurs.
    - ♦ Manager / Team leads must also set the appropriate standard of conduct through their own behavior.
  - ▶ When approached by an employee with a complaint
    - ♦ Managers must be supportive and explain what options are available and how to contact the Ethics Counselor or the HR Department
    - ♦ Managers should also find out how the employee prefers to deal with the situation and address any concerns the employee may have about filing a formal complaint.
    - ♦ Finally, managers must keep a confidential record of all pertinent information, and inform the HR department at the earliest.
  - ▶ If the employee files a formal complaint
    - ♦ Managers / HR Department must provide guidance and support on the complaint resolution process as required and be available to discuss any concerns that the employee may have.
    - ♦ Complaint must be forwarded if the complaint is filed with the Manager, he/ she must inform the HR Department, and forward a copy of the complaint for further investigative process.
    - ♦ Cooperate in any investigations that may be initiated.
  - ▶ If the employee chooses not to file a formal complaint
    - ♦ Managers must explain to the employee that they are required under the policy to take action even in the absence of a formal complaint.

- If the allegation is a very minor form of harassment, it may be appropriate to resolve the situation informally. Before proceeding, managers must confirm their assessment by consulting with HR Department.
- If the allegation is sexual harassment, a formal investigation must be undertaken. HR Department and the Ethics Counselor must be informed, and the course of action that is decided upon must be informed to the employee. Care must be taken to address any concerns that the employee may have.

### 1.12.1.2 RESOLUTION PROCEDURES



#### MAINTAINING RECORDS

Employees who feel they have been harassed must maintain records of incidents, including dates, times, places, witnesses, responses of the alleged harassed and harasser, and any other relevant information

- Confidentiality of the complaint procedure shall be maintained.
- Complainants or witnesses shall not be victimized or discriminated against while dealing with complaints.
- The HR Department shall keep records of the complaint, and any disciplinary proceedings followed in the employee's file
- The Committee shall make an annual report to the management committee of the organization of complaints received and the action taken by them

## 1.13 WHISTLE BLOWER POLICY

### 1.13.1 PURPOSE OF POLICY

- The Company believes that it is of high importance that the environment in which it operates should be free from all impropriety and be conducive to health and constructive team work. The company believes that an environment that fosters discussion should be maintained and staffs are able to raise concerns free of any discrimination, retaliation or harassment.
- The company is committed to maintaining a workplace where it can retain and treat all complaints concerning questionable practices, internal controls, auditing matters or fraudulent practices or information.
  - ▶ This, in turn, will ensure the confidence of the stakeholders and the investing public in the company.
- The company is committed to maintaining transparency and accountability in its administrative and management practices. It supports the disclosure of misconduct; conduct which is violation of the Company Code as well as other applicable laws or mismanagement or fraudulent practices of any kind.
  - ▶ All such violations are subject to disciplinary action and liable to appropriate legal action.

#### Whistle Blower Policy

##### Guidelines:

- It is the policy of the Company to encourage employee, who when they believe with some certainty, that the Company code of conduct is being violated or that a fraudulent practice or act has occurred or is occurring, to report these concerns to the Company.
- All reports will be taken seriously and will be promptly investigated keeping the identity of the concerned employee who has/have blown the whistle. Action will be taken on every violation and the action taken dependent on the nature and gravity of the conduct and circumstances.
- As the company is committed to providing an environment which is conducive for harmonious working relationships and free of discrimination, retaliation or harassment, it is strictly prohibited that any such act should be committed against any employee. If any employee has reason to believe that such is the case, with oneself or with any other person, that such acts of discrimination, retaliation or harassment are occurring, the employee may report the information to the Company.
  - ▶ The company will take appropriate actions to protect the identity of such employee, and to ensure security of the employee if required.

## 1.14 MORAL TURPITUDE

- Employees of the company shall not engage in conduct constituting moral turpitude or any act contrary to law or opposed to the public policy

Definition	
Moral Turpitude	Moral turpitude is defined as conduct that is contrary to justice, honesty, or morality and an act of baseness, vileness or depravity towards others in private life.

- Moral turpitude includes but is not limited to:
  - ▶ Dishonesty; fraud; deceit; theft; misrepresentation;
  - ▶ Deliberate violence;
  - ▶ Base, vile, or depraved acts that are intended to arouse or gratify the sexual desire of the actor;
  - ▶ Unlawful possession, transfer, sale, distribution, or conspiracy to possess, transfer, sell, or distribute any banned substance defined in the law.
- Any employee, who has been charged for criminal offence for any of the above acts, or is detained in pursuance of any process of law or is arrested for any act that may be construed to be an act of moral turpitude, must inform the HR Department at the earliest.
- HR Department shall be responsible for informing the MD of the same.
- Full pay and allowances shall be admissible only if the employee so charged:
  - ▶ Is treated as on duty during such period; and
  - ▶ Is acquitted of all blame or satisfies the MD in the case of his release from detention or his detention being set aside by the competent judiciary authority that he had not been guilty of improper conduct resulting in his detention.

An employee shall be liable to dismissal from service or for any of the other charges if he/she is committed to prison for a criminal offence or is convicted for an offence which in the opinion of the management, either involves gross moral turpitude or has a bearing on any of the affairs of company or on the discharge by the employee of his duties in the company; the decision of the competent authority in this respect shall be conclusive and binding on the employee.

### 1.15 GIFT POLICY

- The company and its employee shall neither receive or offer or make, directly or indirectly, any illegal payments, reimbursements, gifts, donations or comparable benefits which are intended to or perceived to obtain business or competitive favours for the conduct of its business.
- No employee may solicit or accept gifts for his/her own benefit, bribe or advantage, monetary or any other form, from customers, suppliers, contractors or any person having business dealings, or seeking to do business with the company. Any breach of this rule may lead to immediate termination or a report will be made to the appropriate authority for necessary action. It is an offence for an employee to solicit or accept a bribe or advantage in connection with his/her work
  - ▶ The term "advantage" includes any type of consideration whether monetary or otherwise. All employees should actively discourage customers or suppliers from offering personal benefits of all kinds including every type of gift, favor, service, loan, fee entitlement or anything of monetary value
- If there is any doubt as to whether an advantage may be accepted, the matter should be reported to the immediate reporting manager or HR department. Appropriate action to be taken will be decided by the functional manager in consultation with the MD and Ethics Counselor.

- The company and its employees may accept and offer nominal gifts which are customarily given and are of commemorative nature for special events.
- Gifts and business courtesies may be extended may be extended at the company expense, and accepted only if they meet all of the following criteria:
  - ▶ They are not intended to obtain business or competitive favours
  - ▶ They are not in contravention of applicable law
  - ▶ When publicly disclosed, will not be seen as bribe or illegal payment.
- Gifts received or offered, shall be restricted to items of nominal value like calendars and diaries, bouquets, sweets etc., of value not more than INR 1000.
- In case the employee has any doubt on the appropriateness of the Gift, he / she must consult with the Ethics Counselor or the Compliance Committee.

### 1.16 VIOLATION OF THE CODE OF CONDUCT

- If any employee has reason to believe that a questionable, fraudulent act or an act of violation of the Company code has occurred, the employee may immediately report those facts to the Ethics Counselor or the Compliance Committee
- The employee shall submit a documented report. An email would also suffice for this reporting.
- If the complaint is made to the Ethics Counselor, he / she shall review the complaint and inform the Compliance Committee.



- All complaints will be promptly and thoroughly investigated, and all information disclosed in investigations will remain confidential, except as necessary to conduct the investigation and take any remedial action
- All employees have a duty to cooperate in such investigations. Employee will be subject to disciplinary action, including termination of service, if they fail to cooperate, or provide false information.
- If the Company determines that a violation has occurred, it will take effective remedial action commensurate with the offence. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations.
- All documents related to the reporting, investigation and enforcement of this policy, as a result of a report of violation of the Company code or of any fraudulent practices or misconduct, shall be maintained by the Company, in accordance with the Company's policy and applicable law, if any

#### **DISCRIMINATION**

- The Company strictly prohibits any discrimination, retaliation or harassment against any employee who reports incidents of violation of code of conduct or participates in an investigation related to a complaint of a violation of the Company Code or of any other misconduct.
- If the Company receives any complaint that an employee/employees are involved in any instance of discrimination, retaliation or harassment, the Company shall immediately initiate a prompt and thorough investigation.
- If the employee is found to be responsible for such discriminatory acts, as a result of the investigations, the Company shall take appropriate disciplinary action, up to and including termination of service.

#### **1.16.1 DISCIPLINARY ACTIONS:**

- The disciplinary action finally taken against the concerned employee who has violated the company code of conduct would vary according to the:
  - ▶ Seriousness of the misconduct
  - ▶ Number of prior warnings given
  - ▶ Seniority of the member within the organization
- The process of disciplinary action shall be as described in the policy
- If any member is undergoing any inquiry under disciplinary grounds, he/she will not be considered for any promotions; increments; growth plans etc

- Disciplinary actions taken can be at various levels depending upon any of the above mentioned factors and the decision of the Managing Director is final.

#### 1.16.2 EXTERNAL REGULATION

- In addition to the Company's internal complaint procedure, employee must be aware that certain regulatory/government agencies are authorized to review questionable or potentially fraudulent reports of financial information, and can conduct the investigation if required.
- Certain violations of the above could subject the Company, and the concerned staff to legal, civil or criminal penalties.
- However, before issues can escalate to the seriousness of that level, employee are encouraged to report any such matter of a violation or a potential violation, grave misconduct, or discrimination, retaliation or harassment to the Company, in the manner as explained above.
- No tenet of the policy detailed above is intended at preventing any employee from reporting information to any appropriate agency when the staff has reasonable cause to believe that a violation of an applicable law has occurred.

#### 1.17 ANNEXURE

- Code of Conduct Acknowledgement and Agreement Form

S.No.	Version No.	Date of Creation / Revision	Description of Revision	Creation /Revision Done by	Reason for Revision
1	5.0	February 2015	NA	HR	NA
2	5.1	November 2017	NA	HR	NA

**CODE OF CONDUCT ACKNOWLEDGEMENT LETTER**

I, \_\_\_\_\_ appointed in the company as \_\_\_\_\_ and have joined on \_\_\_\_\_ have received and read the company's Code of Conduct. I understand the Standards and Policies contained in the company code of conduct. I further agree to adopt any further changes to the company policy of code and conduct policy from time to time. If I do not understand any part of changed policy, I will seek clarification on the same.

Declaration: I state that, I have completely gone through company's code of conduct policy. I have also understood it completely and I further state to abide and agree to the terms and conditions.

Name:

Employee No.:

Signature:

Date: